

CIRCULAR DATED 15 APRIL 2015

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Circular is issued by Hu An Cable Holdings Ltd. (the “**Company**”). If you are in doubt about its contents or the action you should take, you should consult your bank manager, stockbroker, solicitor, accountant or other professional adviser immediately.

If you have sold all your ordinary shares in the capital of the Company, you should immediately hand this Circular and the enclosed Proxy Form to the purchaser or to the bank, stockbroker or agent through whom you effected the sale for onward transmission to the purchaser.

The Singapore Exchange Securities Trading Limited (“**SGX-ST**”) assumes no responsibility for the contents of this Circular, including the correctness of any of the statements made, or reports contained or opinions expressed in this Circular.

The approval-in-principle granted by the SGX-ST for the listing and quotation of the Consolidated Shares (as defined in this Circular) on the Official list of the SGX-ST arising from the Proposed Share Consolidation (as defined in this Circular) is not an indication of the merits of the Proposed Share Consolidation, the Company, its subsidiaries, its associated companies or the Consolidated Shares.



HU AN CABLE HOLDINGS LTD.

(Incorporated in the Republic of Singapore on 26 May 2008)
(Company Registration No. 200810320N)

CIRCULAR TO SHAREHOLDERS

in relation to

THE PROPOSED SHARE CONSOLIDATION OF EVERY TWENTY (20) ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AS AT A BOOKS CLOSURE DATE TO BE DETERMINED BY THE DIRECTORS, INTO ONE (1) ORDINARY SHARE, FRACTIONAL ENTITLEMENTS TO BE DISREGARDED

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form	:	28 April 2015 at 2.30 p.m.
Date and time of Extraordinary General Meeting	:	30 April 2015 at 2.30 p.m. (or as soon thereafter as the annual general meeting of the Company convened on the same day and at the same place at 2.00 p.m. shall have concluded or shall have been adjourned)
Place of Extraordinary General Meeting	:	FTSE Room, Level 9, 168 Robinson Road, Capital Tower, Singapore 068912

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DEFINITIONS

For the purpose of this Circular, the following definitions have, where appropriate, been used:

<i>“6-month VWAP”</i>	:	The six-month volume-weighted average price of the Shares
<i>“Articles”</i>	:	The Articles of Association of the Company
<i>“Associates”</i>	:	Shall bear the meaning assigned to it by the Listing Manual
<i>“Board”</i>	:	The board of the Directors of the Company from time to time
<i>“Books Closure Date”</i>	:	The time and date, to be determined by the Directors, at and on which the Register of Shareholders and Share Transfer Books of the Company will be closed to determine the entitlements of Shareholders to the Consolidated Shares under the Proposed Share Consolidation
<i>“CDP”</i>	:	The Central Depository (Pte) Limited
<i>“Circular”</i>	:	This circular to Shareholders dated 15 April 2015
<i>“Company”</i>	:	Hu An Cable Holdings Ltd.
<i>“Companies Act”</i>	:	The Companies Act (Chapter 50) of Singapore, as amended or modified from time to time
<i>“Companies Amendment Act”</i>	:	The Companies (Amendment) Act 2005 of Singapore
<i>“Concessionary Period”</i>	:	The period of two (2) calendar months commencing from the Effective Trading Date where the temporary counter to allow Shareholders to trade in board lots of one (1) Consolidated Share is maintained
<i>“Controlling Shareholder”</i>	:	A person who: (a) holds directly or indirectly 15% or more of the nominal amount of all voting shares in the company; or (b) in fact exercises control over a company
<i>“Consolidated Shares”</i>	:	Consolidated ordinary shares in the capital of the Company after completion of the Proposed Share Consolidation
<i>“Directors”</i>	:	Directors of the Company from time to time
<i>“EGM”</i>	:	Extraordinary General Meeting, notice of which is given on page 13 of this Circular
<i>“Effective Trading Date”</i>	:	The date on which the Shares will trade on the Mainboard in board lots of 100 Consolidated Shares

<i>“EPS”</i>	:	Earnings per Share
<i>“Executive Director”</i>	:	Executive director of the Company
<i>“Group”</i>	:	The Company and its Subsidiaries
<i>“Independent Directors”</i>	:	Mr Wee Liang Hiam and Mr Chen Hsin Yuan, and each of them is an Independent Director
<i>“Latest Practicable Date”</i>	:	1 April 2015, being the latest practicable date prior to the despatch of this Circular
<i>“Listing Manual”</i>	:	The Listing Manual of the SGX-ST, as amended, varied or supplemented from time to time
<i>“Market Day”</i>	:	A day on which the SGX-ST is open for trading in securities
<i>“Memorandum”</i>	:	The Memorandum of Association of the Company
<i>“MTP Requirement”</i>	:	The minimum trading price of S\$0.20 for Mainboard-listed stocks as a continuing listing requirement
<i>“NTA”</i>	:	Net tangible assets
<i>“New Share Certificates”</i>	:	Physical share certificates for Consolidated Shares
<i>“Old Share Certificates”</i>	:	Physical share certificates for the existing Shares
<i>“Proposed Share Consolidation”</i>	:	The proposed consolidation of every twenty (20) Shares in the capital of the Company held by Shareholders of the Company at the Books Closure Date into one (1) Consolidated Share, fractional entitlements to be disregarded
<i>“Securities Accounts”</i>	:	Securities accounts maintained with CDP
<i>“SGX-ST”</i>	:	Singapore Exchange Securities Trading Limited
<i>“Shareholders”</i>	:	Persons who are registered as holders of the Shares except where the registered holder is CDP, in which case the term “Shareholders” shall in relation to such Shares mean the Depositors whose securities accounts with CDP are credited with the Shares
<i>“Shares”</i>	:	Ordinary shares in the share capital of the Company
<i>“Share Consolidation Effective Date”</i>	:	The market day immediately following the Books Closure Date, being the date on which the Register of Shareholders and the Depository Register will be updated to reflect the number of Consolidated Shares held by Shareholders based on the number of existing Shares held by them as at the Books Closure Date

“*Subsidiaries*” : The subsidiaries of a company (as defined in Section 5 of the Companies Act) and “Subsidiary” shall be construed accordingly

“*Take-over Code*” : The Singapore Code on Take-overs and Mergers, as amended from time to time

“*TDR*” : Taiwan Depository Receipt

Currencies and others

“*RMB*” : PRC Renminbi

“*S\$*” or “*SGD*” : Singapore dollars

“*%*” or “*per cent*” : Per centum or percentage

The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the same meanings ascribed to them in Section 130A of the Companies Act.

Any discrepancies in the tables, graphs and charts included in this Circular between the listed amounts and the totals thereof are due to rounding.

Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. Reference to persons shall include corporations.

Any reference in this Circular to any statute or enactment is a reference to that statute or enactment as for the time being amended or re-enacted. Any word defined under the Act or any statutory modification thereof or the Listing Manual and used in this Circular shall, where applicable, have the same meaning assigned to it under the Act or the Listing Manual, as the case may be.

Any reference to a time of day in this Circular shall be a reference to Singapore time unless otherwise stated.

HU AN CABLE HOLDINGS LTD.

(Incorporated in the Republic of Singapore on 26 May 2008)
(Company Registration No. 200810320N)

LETTER TO SHAREHOLDERS

Directors:

Dai Zhi Xiang (Executive Chairman & CEO)
Wee Liang Hiam (Lead Independent Director)
Chen Hsin Yuan (Independent Director)

Registered Office:

31 Bukit Batok Crescent,
#01-10 The Splendour,
Singapore 658070

15 April 2015

To: The Shareholders of Hu An Cable Holdings Ltd.

THE PROPOSED SHARE CONSOLIDATION

Dear Sir/Madam,

1. INTRODUCTION

The purpose of this Circular is to provide Shareholders with the relevant information pertaining to, and to seek Shareholders' approval at the EGM to be held on 30 April 2015, notice of which is set out on page 13 of this Circular, for the Proposed Share Consolidation. This Circular has been prepared solely for the purpose set out herein and may not be relied upon by any persons (other than Shareholders) nor for any other purpose.

The SGX-ST assumes no responsibility for the accuracy of any statements made, reports contained or opinions expressed in this Circular.

2. THE PROPOSED SHARE CONSOLIDATION

2.1 BASIS FOR THE PROPOSED SHARE CONSOLIDATION

On 23 March 2015, the Company announced that it is proposing to seek Shareholders' approval to undertake a share consolidation of every twenty (20) Shares in the capital of the Company as at a books closure date to be determined (the "**Books Closure Date**") into one (1) Share (the "**Consolidated Share**"), fractional entitlements to be disregarded. Each Consolidated Share will rank *pari passu* in all respects with each other. The Consolidated Shares will be traded in board lots of 100 Consolidated Shares.

As at the Latest Practicable Date, the Company has an issued and paid-up share capital of S\$157,800,000 comprising 1,011,569,800 ordinary shares. Following the implementation of the Proposed Share Consolidation, the Company will have an issued and paid-up share capital of S\$157,800,000 comprising 50,578,490 Consolidated Shares (subject to rounding).

Shareholders should note that the number of Consolidated Shares which Shareholders will be entitled to, based on their holdings of existing Shares as at the Books Closure Date, will be rounded down to the nearest whole Consolidated Share and any fractions of a Consolidated Share arising from the Proposed Share Consolidation shall be disregarded. Fractions of a Consolidated Share arising from

the Proposed Share Consolidation will be aggregated or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the best interests of the Company. Affected Shareholders will not be paid for any fractions of a Consolidated Share which are disregarded.

The Proposed Share Consolidation will have no impact on the issued and paid-up share capital of the Company. The Proposed Share Consolidation will also not involve the diminution of any liability in respect of unpaid capital or the payment to any Shareholder of any paid-up capital of the Company, and has no effect on the Shareholders' funds of the Group. Shareholders will not be required to make any payment to the Company in respect of the Proposed Share Consolidation. The Proposed Share Consolidation will not cause any changes to the percentage shareholding of each Shareholder, other than non-material changes due to rounding. For illustrative purposes, based on the closing market price on the Latest Practicable Date on which the Shares were traded on the SGX-ST of S\$0.028, upon completion of the Proposed Share Consolidation, the theoretical share price of each Consolidated Share is S\$0.56.

2.2 RATIONALE FOR THE PROPOSED SHARE CONSOLIDATION

The SGX-ST and the Monetary Authority of Singapore had introduced, with effect from March 2015, a minimum trading price of S\$0.20 for Mainboard-listed stocks as a continuing listing requirement (the "**MTP Requirement**").

Pursuant to the MTP Requirement, issuers who are unable to record a 6-month volume-weighted average price of its Shares of S\$0.20 or above at each of the quarterly review dates, which will first commence in March 2016, will be placed on the watch-list. Affected issuers who fail to take remedial actions during the cure period of 36 months may be delisted from the Mainboard of the SGX-ST.

Accordingly, the Board believes that the Proposed Share Consolidation will generally be beneficial to the Company and its Shareholders in facilitating compliance with the MTP Requirement.

However, Shareholders should note that there is no assurance that the Proposed Share Consolidation will achieve the desired results, nor is there assurance that such results (if achieved) can be sustained in the longer term.

2.3 APPROVAL AND CONDITIONS

The Proposed Share Consolidation is subject to, *inter alia*,

- (a) the approval of Shareholders at an extraordinary general meeting of the Company (the "**EGM**") to be convened to approve the Proposed Share Consolidation; and
- (b) the approval in-principle from the SGX-ST for the listing of and quotation for the Consolidated Shares arising from the Proposed Share Consolidation.

On 26 March 2015, the Company obtained the approval in-principle from the SGX-ST for the listing of and quotation for the Consolidated Shares on the mainboard of the SGX-ST, subject to, *inter alia*,

- (i) Shareholders' approval being obtained at the EGM; and
- (ii) compliance with the SGX-ST's listing requirements.

Approval in-principle granted by the SGX-ST for the listing of and quotation for up to 50,578,490 Consolidated Shares on the Official List of the SGX-ST is not to be taken as an indication of the merits of the Proposed Share Consolidation, the Consolidated Shares, the Company, its subsidiaries and their securities.

2.4 UPDATING OF REGISTER OF SHAREHOLDERS AND DEPOSITORY REGISTER FOR THE CONSOLIDATED SHARES

If Shareholders at the EGM approve the Proposed Share Consolidation, Shareholders' entitlements to the Consolidated Shares will be determined on the Books Closure Date. The Register of Shareholders and the Depository Register will be updated to reflect the number of Consolidated Shares held by Shareholders, and the Consolidated Shares will begin trading in board lots of 100 Consolidated Shares on the Effective Trading Date.

(a) *Deposit of Share Certificates with CDP*

Shareholders who hold physical share certificates for the existing Shares in their own names (the "**Old Share Certificates**") and who wish to deposit the same with CDP and have their Consolidated Shares credited to their securities accounts maintained with CDP (the "**Securities Accounts**") must deposit their Old Share Certificates, together with duly executed instruments of transfer in favour of CDP, no later than twelve (12) Market Days prior to the Books Closure Date.

After the Books Closure Date, CDP will only accept the deposit of share certificates for Consolidated Shares (the "**New Share Certificates**"). Shareholders who wish to deposit their Old Share Certificates with CDP after the Books Closure Date must first deliver the Old Share Certificates to the Share Registrar: Boardroom Corporate & Advisory Services Pte Ltd, at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, for cancellation and issuance of New Share Certificates in replacement thereof as described below.

(b) *Issue of New Share Certificates*

Shareholders who have deposited their Old Share Certificates with CDP at least twelve (12) Market Days prior to the Books Closure Date need not take any action. The Company will make arrangements with CDP to effect the exchange for New Share Certificates pursuant to the Proposed Share Consolidation.

Shareholders who have not deposited their Old Share Certificates as aforesaid or who do not wish to deposit their Old Share Certificates with CDP are advised to forward all their Old Share Certificates to the Share Registrar: Boardroom Corporate & Advisory Services Pte Ltd, at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, as soon as possible after they have been notified of the Books Closure Date, for cancellation and exchange for New Share Certificates. No receipt will be issued by the Share Registrar upon receipt of any Old Share Certificates. The New Share Certificates will be sent by ordinary mail to the registered addresses of Shareholders at their own risk within ten (10) Market Days from the Books Closure Date or the date of receipt of the Old Share Certificates, whichever is later.

Shareholders should note that New Share Certificates will not be issued to Shareholders unless their Old Share Certificates have already been tendered to the Share Registrar for cancellation.

Shareholders should notify the Share Registrar if they have lost any of their existing Old Share Certificates or if there is any change in their respective addresses from that reflected in the Register of Shareholders of the Company.

Shareholders shall deliver their respective Old Share Certificates to the Share Registrar or CDP in accordance with the provisions set out above, only after the Company's announcement of the Books Closure Date.

(c) *Share Certificates not valid for settlement of trades on Mainboard*

Shareholders who hold physical share certificates are reminded that their Old Share Certificates are no longer valid for settlement of trading in the Shares (and the Consolidated Shares) on the SGX-ST (as the Company is under a book-entry (scripless) settlement system) but will continue to be accepted for cancellation and issue of New Share Certificates in replacement thereof for an indefinite period by the Share Registrar. The New Share Certificates will not be valid for delivery of trades done on the SGX-ST, though they will continue to be *prima facie* evidence of legal title.

2.5 TRADING ARRANGEMENTS FOR THE CONSOLIDATED SHARES AND ODD LOTS

(a) *Trading Arrangements for the Consolidated Shares*

Subject to the approval of the Proposed Share Consolidation by Shareholders at the EGM, with effect from 9.00 a.m. on the Effective Trading Date, trading in the Consolidated Shares will be in board lots of 100 Consolidated Shares. Accordingly, twenty (20) existing Shares as at 5.00 p.m. on the Market Day immediately preceding the Effective Trading Date will represent one (1) Consolidated Share with effect from 9.00 a.m. on the Effective Trading Date. Trading in the existing Shares will cease after 5.00 p.m. on the Market Day immediately preceding the Effective Trading Date.

(b) *Trading Arrangements for Odd Lots*

Fractions of a Consolidated Share arising from the Proposed Share Consolidation will be aggregated or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the best interests of the Company.

The existing Shares are currently traded in board lots of 100 Shares in the ready market. Following the completion of the Proposed Share Consolidation, the Securities Accounts maintained with CDP of Shareholders (being Depositors) may be credited with odd lots of the Consolidated Shares (that is, lots other than board lots of 100 Consolidated Shares).

Shareholders who receive odd lots of Consolidated Shares pursuant to the Proposed Share Consolidation and who wish to trade in odd lots on the SGX-ST should note that the unit share market is available to allow trading in odd lots with a minimum size of one (1) Consolidated Share on the SGX-ST. The unit share market will enable trading in odd lots in any quantity less than one (1) board lot of the underlying Consolidated Shares.

To facilitate Shareholders in trading odd lots of the Consolidated Shares, the Company has made an application to the SGX-ST for the establishment of a temporary counter in the ready market to allow Shareholders to trade in board lots of one (1) Consolidated Share. This temporary counter, when established, will be maintained for a period of two (2) calendar months commencing from the Effective

Trading Date (the “**Concessionary Period**”). The Company will make a further announcement on the setting up of the temporary counter when the outcome of the application is known.

Thereafter, Shareholders can trade in odd lots of Consolidated Shares on the SGX-ST’s unit share market. Shareholders who hold odd lots may have to bear disproportionate transaction costs in trading their shares. The set-up of the temporary odd lot counter in the ready market is strictly of a provisional nature. Entitled Shareholders who continue to hold odd lots of less than 100 Consolidated Shares after the Concessionary Period may find difficulty in realising the fair market price of such Consolidated Shares.

2.6 FINANCIAL EFFECTS OF THE PROPOSED SHARE CONSOLIDATION

For illustration purposes only and on the basis of the following assumptions, the financial effects of the Proposed Share Consolidation on the Group and/or the Company are set out below:

- (a) the pro forma financial effects have been computed based on the Group’s and the Company’s audited financial statements for the financial period ended 31 December 2014; and
- (b) the pro forma financial effects of the Proposed Share Consolidation on the share capital, net tangible assets (“**NTA**”) per Share and earnings per Share (“**EPS**”) and gearing of the Group and/or the Company are set out below and are prepared purely for illustration only and do not reflect the actual future financial situation of the Group and/or the Company immediately after the completion of the Proposed Share Consolidation.

2.6.1 *Share capital*

	Before the Proposed Share Consolidation	After the Proposed Share Consolidation
Issued and paid up capital (S\$)	157,800,000	157,800,000
Number of Shares	1,011,569,800	50,578,490

2.6.2 *NTA*

	Before the Proposed Share Consolidation	After the Proposed Share Consolidation
NTA (RMB)	990,843,000	990,843,000
Number of Shares	1,011,569,800	50,578,490
NTA per Share (RMB cents)	98.0	1,959.0

2.6.3 Consolidated EPS

	Before the Proposed Share Consolidation	After the Proposed Share Consolidation
Losses attributable to Shareholders for FY2014 (RMB)	(161,605,000)	(161,605,000)
Weighted average number of shares for basic EPS	1,011,569,800	50,578,490
Weighted average number of shares for diluted EPS	1,011,569,800	50,578,490
EPS – basic (cents)	(16.0)	(319.5)
EPS – diluted (cents)	(16.0)	(319.5)

2.6.4 Gearing

The Proposed Share Consolidation will not affect the gearing of the Company and the Group.

2.7 EFFECT OF THE PROPOSED SHARE CONSOLIDATION ON THE VOLUME WEIGHTED AVERAGE SHARE PRICE

For illustration purposes only, based on the 6-month volume weighted average share price (the “6-month VWAP”) of the Company of S\$0.046 for the period from 1 October 2014 to 1 April 2015, the theoretical 6-month VWAP as adjusted for the Proposed Share Consolidation is S\$0.92.

2.8 EFFECT OF THE PROPOSED SHARE CONSOLIDATION ON THE COMPANY’S TAIWAN DEPOSITORY RECEIPTS (“TDRS”)

As at the Latest Practicable Date, the Company has in issue an amount of 155,783,704 TDRs with a conversion ratio of 1.25 Shares for 1 TDR. Pursuant to the Proposed Share Consolidation, the conversion ratio of the TDRs will be adjusted to 0.0625 Consolidated Shares for 1 TDR.

3. DIRECTORS’ AND SUBSTANTIAL SHAREHOLDERS’ INTERESTS

As at the Latest Practicable Date, the interests of the Directors in the Shares, as extracted from the Register of Directors’ shareholdings, and the interests of the substantial Shareholders in the Shares (being a Shareholder whose interests in the Company’s issued share capital is equal to or more than 5 per cent.), as extracted from the Register of Substantial Shareholders, are as follows:–

Directors	Number of Shares			
	Direct Interest	%	Deemed Interest	%
Dai Zhi Xiang ⁽¹⁾	107,489,000	10.63	70,666,000	6.99
Wee Liang Hiam	–	–	–	–
Chen Hsin Yuan	–	–	–	–

Substantial Shareholders	Number of Shares			
	Direct Interest	%	Deemed Interest	%
Dai Zhi Xiang ⁽¹⁾	107,489,000	10.63	70,666,000	6.99
Asia Fullway Group Limited ⁽²⁾	99,999,900	9.89	–	–
Wu Wing Yeu Michael ⁽³⁾	83,333,333	8.24	–	–
Kenyon Group Limited ⁽⁴⁾	66,666,667	6.59	–	–
Wu Shun Mei ⁽¹⁾	65,617,000	6.49	–	–

- (1) Dai Zhi Xiang is deemed interested in 5,049,000 Shares beneficially held by Dragon Sea Power Limited (a company incorporated in the British Virgin Islands) by virtue of his 100% shareholding interest in Dragon Sea Power Limited. He is also deemed interested in the 65,617,000 Shares in the Company held by his spouse, Wu ShunMei.
- (2) Asia Fullway Group Limited is a company incorporated in Hong Kong and beneficial owner of 99,999,900 Shares which are currently held by DBS Vickers Securities as nominee. Zhu Ronghua and Zhu Rongming are deemed interested in the 99,999,900 Shares by virtue of their 65% and 35% shareholding interest held in Asia Fullway Group Limited respectively.
- (3) Wu Wing Yeu Michael is the beneficial owner of 83,333,333 Shares which are currently held by Citibank Nominees Singapore Pte Ltd as nominee.
- (4) Kenyon Group Limited is a company incorporated in the British Virgin Islands and the beneficial owner of 66,666,667 Shares which are currently held by CIMB Securities (Singapore) Pte. Ltd. as nominee. Teo Yi-Dar is deemed interested in the 66,666,667 Shares by virtue of his 100% shareholding interest held in Kenyon Group Limited.

None of the Directors or Substantial Shareholders of the Company has any interest, direct or indirect, in the Proposed Share Consolidation, save for their shareholdings in the Company.

4. NOTICE OF BOOKS CLOSURE DATE

The Books Closure Date for the purpose of determining Shareholders' entitlements pursuant to the Proposed Share Consolidation will be as at a time and date to be determined by the Directors, and will be announced by the Company at a later date in due course.

5. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on page 13 of this Circular, will be held at FTSE Room, Level 9, 168 Robinson Road, Capital Tower, Singapore 068912 on 30 April 2015 at 2.30 p.m. for the purpose of considering and, if thought fit, passing, with or without modification the Ordinary Resolution as set out in the Notice of EGM on page 13 of this Circular.

6. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the EGM and who wish to appoint a proxy or proxies to attend and vote on their behalf should complete, sign and return the Proxy Form attached to the Notice of EGM in accordance with the instructions printed therein as soon as possible and, in any event, so as to arrive at the registered office of Company at 31 Bukit Batok Crescent, #01-10 The Splendour, Singapore 658070, not later than 48 hours before the time fixed for the EGM. The appointment of a proxy by a Shareholder does not preclude him from attending and voting in person at the EGM if he so wishes in place of the proxy if he finds that he is able to do so.

A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register at least 48 hours before the EGM.

7. DIRECTORS' RECOMMENDATIONS

The Directors, having considered the rationale and terms of the Proposed Share Consolidation, are of the opinion that the Proposed Share Consolidation is in the best interests of the Company, Accordingly, the Directors recommend that Shareholders vote in favour of the ordinary resolution set out in the Notice of EGM relating to the Proposed Share Consolidation.

8. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Share Consolidation, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in the Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the Circular in its proper form and context.

9. DOCUMENTS FOR INSPECTION

A copy of the following documents may be inspected at the registered office of the Company at 31 Bukit Batok Crescent, #01-10 The Splendour, Singapore 658070, during normal business hours from the date of this Circular up to and including the date of the EGM:

- (a) the Annual Report of the Company for the financial period ended 31 December 2014; and
- (b) the Memorandum and Articles of Association of the Company.

Yours faithfully

Dai Zhi Xiang
For and on behalf of the Board of Directors of
Hu An Cable Holdings Ltd.

HU AN CABLE HOLDINGS LTD.

(Incorporated in the Republic of Singapore on 26 May 2008)
(Company Registration No. 200810320N)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an **EXTRAORDINARY GENERAL MEETING** (“EGM”) of Hu An Cable Holdings Ltd. (the “**Company**”) will be convened on 30 April 2015 at 2.30 p.m. at FTSE Room, Level 9, 168 Robinson Road, Capital Tower, Singapore 068912, for the purpose of considering and, if thought fit, passing with or without any modifications the following ordinary resolution:—

All capitalised terms in the Ordinary Resolution and defined in the Circular shall, unless otherwise defined in this Notice, bear the respective meanings ascribed thereto in the Circular.

ORDINARY RESOLUTION:

THE PROPOSED SHARE CONSOLIDATION OF EVERY TWENTY (20) ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AS AT A BOOKS CLOSURE DATE TO BE DETERMINED BY THE DIRECTORS, INTO ONE (1) ORDINARY SHARE, FRACTIONAL ENTITLEMENTS TO BE DISREGARDED

That with effect from the date to be determined by the Directors of the Company and pursuant to the Articles of Association of the Company, approval be and is hereby given:—

- (a) for the proposed consolidation of every twenty (20) Shares held by Shareholders as at a books closure date to be determined by the Directors (the “**Books Closure Date**”) into one (1) Consolidated Share in the manner set out in the Circular to be dispatched to Shareholders at a later date;
- (b) any fraction of a Consolidated Share which may arise from the Proposed Share Consolidation pursuant to paragraph (a) above shall be disregarded, and any fractional entitlements arising from the implementation of the Proposed Share Consolidation will be aggregated or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company;
- (c) for the Directors to be authorised to fix the Books Closure Date and the date on which the Consolidated Shares will trade on the Mainboard of the SGX-ST in board lots of 100 Consolidated Shares in their absolute discretion as they deem fit; and
- (d) the Directors of the Company and each of them be and is hereby authorised to do such acts and things (including, without limitation, enter into all transactions, arrangements and agreements and executing such documents) as they and/or he may consider necessary or expedient to give full effect to this resolution and the Proposed Share Consolidation.

BY ORDER OF THE BOARD

Dai Zhi Xiang

Executive Chairman & CEO

15 April 2015

Notes:-

- (a) A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company.
- (b) If the appointor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- (c) The instrument appointing a proxy must be deposited at the registered office of the Company at 31 Bukit Batok crescent, #01-10 The Splendour, Singapore 658070, not less than forty-eight hours before the time for holding the Extraordinary General Meeting.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

HU AN CABLE HOLDINGS LTD.

(Company Registration No. 200810320N)
(Incorporated in the Republic of Singapore
on 26 May 2008)

PROXY FORM

(Please see notes overleaf before completing this Form)

IMPORTANT

1. For investors who have used their CPF monies to buy Hu An Cable Holdings Ltd.'s shares, the Circular is forwarded to them at the request of their CPF Approved Nominees and is sent solely FOR INFORMATION ONLY.
2. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them
3. CPF investors who wish to attend the EGM as an observer must submit their requests through their CPF Approved Nominees within the time frame specified. If they also wish to vote, they must submit their voting instructions to the CPF Approved Nominees within the time frame specified to enable them to vote on their behalf.

I/We _____ (name)
of _____ (address)
being a member/members of Hu An Cable Holdings Ltd. (the "Company"), hereby appoint:

Name	NRIC/Passport Number	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or (delete as appropriate)

Name	NRIC/Passport Number	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing him/her, the Chairman of the Meeting as my/our proxy/proxies to vote for me/us on my/our behalf at the Extraordinary General Meeting (the "Meeting") of the Company to be held at FTSE Room, Level 9, 168 Robinson Road, Capital Tower, Singapore 068912 on 30 April 2015 at 2.30 p.m. (or as soon thereafter as the annual general meeting of the Company convened on the same day and at the same place at 2.00 p.m. shall have concluded or shall have been adjourned) and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the Resolutions to be proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/her discretion. The authority herein includes the right to demand or to join in demanding a poll and to vote on a poll.

(Please indicate your vote "For" or "Against" with a tick [✓] within the box provided.)

	For	Against
Ordinary Resolution: To approve the Proposed Share Consolidation		

Dated this _____ day of _____ 2015.

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

Signature(s) of Shareholder(s) or
Common Seal of Corporate Shareholder

NOTES:

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 130A of the Companies Act, Cap. 50 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the shares held by you.
2. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
3. Where a member appoints more than one proxy, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.
4. The instrument appointing a proxy or proxies must be deposited at registered office of the Company at 31 Bukit Batok Crescent, #01-10 The Splendour, Singapore 658070 not less than forty-eight (48) hours before the time appointed for the Meeting.
5. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its officer or attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument, failing which the instrument may be treated as invalid.
6. A corporation which is a shareholder of the Company may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act (Cap. 50) of Singapore.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 15 April 2015.

GENERAL:

The Company shall be entitled to reject any instrument appointing a proxy or proxies which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the proxy form. In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies if the member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at forty-eight (48) hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.

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