



SHANGHAI TURBO ENTERPRISES LTD.

(Company Registration No. CT-151624)
(Incorporated in the Cayman Islands)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Shanghai Turbo Enterprises Ltd. (the "**Company**") will be held at Regus One Fullerton, 1 Fullerton Road, #02-01, One Fullerton, Singapore 049213 on 30 April 2015 immediately after the 2015 annual general meeting of the Company, for the purpose of considering and, if thought fit, passing with or without modifications the following ordinary resolution set out below.

All capitalised terms in this Notice which are not defined herein shall have the same meanings ascribed to them in the circular to shareholders of the Company dated 14 April 2015 (the "**Circular**").

ORDINARY RESOLUTION 1

THE PROPOSED CONSOLIDATION OF EVERY TEN (10) EXISTING ORDINARY SHARES OF PAR VALUE US\$0.025 EACH IN THE CAPITAL OF THE COMPANY AS AT THE BOOKS CLOSURE DATE, INTO ONE (1) ORDINARY SHARE OF US\$0.25 IN THE CAPITAL OF THE COMPANY, FRACTIONAL ENTITLEMENTS TO BE DISREGARDED

"That:

- (a) approval be and is hereby given for the proposed consolidation of every ten (10) Existing Shares as at the Books Closure Date into one (1) Consolidated Share with effect from the Effective Trading Date, and that all fractional entitlements to Consolidated Shares shall be disregarded;
- (b) approval be and is hereby given for the Directors of the Company to settle any difficulty which may arise in relation to the aforesaid consolidation and, to deal with all fractions of Consolidated Shares which may arise following the consolidation in such manner and on such terms as the Directors may deem fit in the best interests of the Company (including, but not limited to, aggregating all or any of the fractional Consolidated Shares and selling aggregated fractions of the Consolidated Shares and the proceeds thereof paid to the Company for the Company's benefit and/or a purchase by the Company of any or all of the fractions of Consolidated Shares and the proceeds thereof be retained by the Company for the Company's benefit), in each case, in such manner and on such terms as the Directors may deem fit in the best interests of the Company;
- (c) the Directors of the Company be and are hereby authorised to fix the Books Closure Date and the Effective Trading Date (being the date on which the Consolidated Shares will trade on the Mainboard of the SGX-ST in board lots of 100 Consolidated Shares, in each case in the Directors' 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, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or he/she may consider necessary, desirable or expedient to give effect to this Resolution and the Proposed Share Consolidation.

All capitalised terms used in this Resolution which are not defined in this Resolution shall have the same meaning ascribed to them in the circular to shareholders of the Company dated 14 April 2015."

By Order of the Board

Mr. Huang Wooi Teik

Chairman

Shanghai Turbo Enterprises Ltd.

14 April 2015

Notes:-

- (1) A member entitled to attend and vote at the EGM and who holds two or more Shares is entitled to appoint one (1) or two (2) proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
- (3) The instrument appointing a proxy or proxies must be under the hand of the appointer or 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 attorney or a duly authorised officer or other person duly authorised to sign the same.
- (4) The instrument appointing a proxy or proxies must be deposited at the office of the Company's Share Registrar in Singapore, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than forty-eight (48) hours before the time appointed for the holding of the EGM.