

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

This circular is issued by LHN Limited (the “Company”). If you are in any doubt as to the contents herein or as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all of your shares in the capital of Company held through The Central Depository (Pte) Limited in Singapore (“CDP”), you need not forward this Circular to the purchaser or transferee as arrangements will be made by CDP for a separate Circular to be sent to the purchaser or transferee.

If you have sold or transferred all of your shares in the capital of the Company represented by physical share certificate(s) or otherwise, you should immediately forward this circular, together with the accompanying notice of annual general meeting and the attached form of proxy to the purchaser or transferee or to the bank, the stockbroker or other agent through whom the sale was effected for onward transmission to the purchaser or transferee.

This Circular has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, PrimePartners Corporate Finance Pte. Ltd. (the “Sponsor”) for compliance with the Singapore Exchange Securities Trading Limited (the “SGX-ST”) Listing Manual Section B: Rules of Catalyst. The Sponsor has not verified the contents of this Circular.

This Circular has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this Circular, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this Circular.

The contact person for the Sponsor is Ms Gillian Goh, Director, Head of Continuing Sponsorship (Mailing address: 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318 and Email: sponsorship@ppcf.com.sg).

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CIRCULAR TO SHAREHOLDERS

IN RELATION TO

- (1) THE PROPOSED RE-ELECTION OF RETIRING DIRECTORS;**
- (2) THE PROPOSED RENEWAL OF THE INTERESTED PERSON TRANSACTIONS MANDATE; AND**
- (3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the 2018 Annual General Meeting (“**2018 AGM**”) of the Company to be held at 10 Raeburn Park, #02-18, Singapore 088702 on Monday, 19 March 2018 at 10:00 a.m. is set out on pages 33 to 36 of this circular. A form of proxy for use at the 2018 AGM is also enclosed with this Circular.

Shareholders who are unable to attend the 2018 AGM and wish to appoint a proxy to attend and vote at the 2018 AGM on their behalf must complete, sign and return the proxy form attached to the notice of 2018 AGM in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the registered office of the Company at 10 Raeburn Park, #02-18, Singapore 088702 (for Singapore Shareholders) or the Company’s Branch Share Registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong (for Hong Kong Shareholders) not less than 72 hours before the time fixed for the 2018 AGM. The completion and return of a proxy form by a Shareholder does not preclude him from attending and voting in person at the 2018 AGM should he subsequently decide to do so, although the appointment of the proxy shall be deemed to be revoked by such attendance.

IMPORTANT DATES AND TIME

Last date and time for lodgement of the proxy form	16 March 2018 at 10:00 a.m.
Date and time of the 2018 AGM	19 March 2018 at 10:00 a.m.
Place of the 2018 AGM	10 Raeburn Park, #02-18 Singapore 088702

* For identification purpose only

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expression have the following meanings:

“2017 AGM”	The annual general meeting of the Company held on 23 January 2017
“2018 AGM”	The annual general meeting of the Company to be held at 10 Raeburn Park, #02-18, Singapore, 088702 on Monday, 19 March 2018 at 10:00 a.m.
“Audit Committee”	The audit committee of the Company comprising Ms Ch’ng Li-Ling, Mr Yong Chee Hiong and Mr Chan Ka Leung Gary, the independent non-executive Directors of the Company, who are deemed to be independent for the purpose of making a recommendation to Shareholders in respect of the Proposed Renewal of the IPT Mandate
“Act” or “Companies Act”	The Companies Act, Chapter 50 of Singapore, as amended or modified from time to time
“AGM”	The annual general meeting of the Company
“Annual Report”	The annual report of the Company for FY2017
“Board of Directors” or “Board”	The board of Directors of the Company as at the date of this Circular
“BVI”	British Virgin Islands
“Catalist”	The Catalist of the SGX-ST
“Catalist Rules”	Section B: Rules of Catalist of the Listing Manual of the SGX-ST as amended, supplemented or modified from time to time
“CCASS”	The Central Clearing and Settlement System established and operated by HKSCC
“CDP”	The Central Depository (Pte) Limited
“Circular”	This circular to Shareholders dated 31 January 2018
“Company”	LHN Limited (formerly known as LHN Pte. Ltd.), a company incorporated with limited liability on 10 July 2014 under the laws of Singapore, the shares of which are listed on the Catalist and the Main Board of SEHK

DEFINITIONS

“Control”	Has the meaning as ascribed to it under the Catalyst Rules, namely, the capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of the Company
“Constitution”	The Constitution of the Company, as amended from time to time
“Directors”	The directors of the Company, as at the date of this circular
“Entity At Risk”	<ul style="list-style-type: none">(a) the Company;(b) a subsidiary of the Company that is not listed on the SGX-ST or an approved exchange; or(c) a SG Associated Company of the Company that is not listed on the SGX-ST or an approved exchange, provided that the Company and the Interested Person(s), have control over the SG Associated Company
“FY”	Financial year of the Company ended or ending 30 September (as the case may be)
“Group”	The Company and its subsidiaries
“Head of Finance”	The Company’s finance personnel who is heading the finance team at that point in time
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“HK Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, modified or supplemented from time to time
“HK Prospectus”	The prospectus of the Company dated 15 December 2017 in relation to the offering of Shares in Hong Kong
“Interested Person”	<ul style="list-style-type: none">(a) A Director, chief executive officer or SG Controlling Shareholder of the Company; or(b) a SG Associate of any such Director, chief executive officer or SG Controlling Shareholder
“Interested Person Transaction(s)” or “IPT(s)”	Means a transaction between an Entity at Risk and an Interested Person

DEFINITIONS

“IPT Mandate”	Has the meaning ascribed to it in Section 3 of this Circular
“Jess Lim”	Ms Lim Bee Choo (also known as Lin Meizhu), the Group Deputy Managing Director and an executive Director of the Company
“Kelvin Lim”	Mr Lim Lung Tieng (also known as Lin Longtian), the Executive Chairman, the Group Managing Director and an executive Director of the Company
“Latest Practicable Date”	23 January 2018, being the latest practicable date prior to the printing of this Circular for the purpose of ascertaining certain information in this Circular prior to its publication
“LHN Culinary”	LHN Culinary Concepts Pte. Ltd., a limited liability company incorporated in Singapore on 26 April 2010, which is an Interested Person of the Company, wholly-owned by Lim Hean Nerng who in turn is a SG Controlling Shareholder, and the father of Kelvin Lim and Jess Lim
“Mandated Interested Persons”	Has the meaning ascribed to it in Section II of Appendix II to this Circular
“Mandated Transactions”	Has the meaning ascribed to it in Section III of Appendix II to this Circular
“NTA”	Net tangible assets
“Proposed Renewal of the IPT Mandate”	The proposed renewal of the IPT Mandate
“PJS Companies”	Café @ Phoenix Pte. Ltd. and DJ Culinary Concepts Pte. Ltd., which are each wholly owned by Pang Joo Siang, the sole director of each company, who is the spouse of Jess Lim and brother-in-law of Kelvin Lim
“Securities Account”	The securities account maintained by a Depositor with CDP (but does not include a securities sub-account)
“Securities and Futures Act” or “SFA”	The Securities and Futures Act (Chapter 289) of Singapore, as amended or modified from time to time
“SEHK”	The Stock Exchange of Hong Kong Limited
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, modified or supplemented from time to time

DEFINITIONS

“SG Associate”	<p>(a) in relation to any Director, chief executive officer, SG Substantial Shareholder or SG Controlling Shareholder (being an individual) means:</p> <ul style="list-style-type: none">(i) his immediate family;(ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and(iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more <p>(b) in relation to a SG Substantial Shareholder or SG Controlling Shareholder (being a company) means any company which is its subsidiary or holding company or is a subsidiary of any such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more</p>
“SG Associated Company”	<p>A company in which at least 20% but not more than 50% of its shares are held by the Company and/or its subsidiaries</p>
“SG Controlling Shareholder”	<p>A person who:</p> <ul style="list-style-type: none">(a) holds directly or indirectly 15% or more of the issued share capital of the Company; or(b) in fact exercises Control over the Company
“SG Substantial Shareholder”	<p>A person (including a corporation) who holds, directly or indirectly, 5% or more of the total issued share capital of the Company</p>
“SGX-ST”	<p>Singapore Exchange Securities Trading Limited</p>
“Share(s)”	<p>Ordinary share(s) in the share capital of the Company</p>

DEFINITIONS

“Shareholders”	The registered holders of the Shares in the register of members of the Company, except where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares and where the context so admits, mean the Depositors whose Securities Accounts are credited with such Shares; and where the registered holder is HKSCC, the term “Shareholders” shall, in relation to such Shares, mean the depositors whose securities accounts are maintained by HKSCC or other licensed securities dealers or registered institutions in securities, or custodian banks through CCASS, and the term “Shareholders” shall be construed accordingly
“SGD”, “S\$”, or “cents”	Singapore dollars and cents, respectively
“%” or “per cent”	Per centum or percentage

The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the same meanings ascribed to them respectively in Section 81SF of the SFA.

The term “**subsidiary**” shall have the same meaning ascribed to it under Section 5 of the Companies Act or the HK Listing Rules, as the context may require. The Company will comply with the more stringent requirements where applicable.

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. References to persons shall include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word or term defined under the Companies Act, the SFA, the Catalist Rules, the SFO, the HK Listing Rules or any statutory modification thereof and not otherwise defined in this Circular, where applicable, shall have the same meaning assigned to it under the Companies Act, the SFA, the Catalist Rules, the SFO, the HK Listing Rules or any modification thereof, as the case may be, unless otherwise provided.

Any reference to a time of day and to dates in this Circular is made by reference to Singapore time and dates, unless otherwise stated.

Any discrepancies in this Circular between the amounts listed and the total thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures which precede them.

LETTER FROM THE BOARD

LHN GROUP

SPACE OPTIMISED

LHN LIMITED

賢能集團有限公司*

(Incorporated in the Republic of Singapore with limited liability)

(Hong Kong stock code: 1730)

(Singapore stock code: 410)

Executive Directors:

Mr Lim Lung Tieng (Executive Chairman)

Ms Lim Bee Choo

Registered Office:

10 Raeburn Park #02-18

Singapore 088702

Independent Non-executive Directors:

Ms Ch'ng Li-Ling

(Lead Independent Non-executive Director)

Mr Yong Chee Hiong

Mr Chan Ka Leung Gary

Principal place of business in Hong Kong:

Rooms 802-804, 8/F.,

Kin Wing Commercial Building

24-30 Kin Wing Street

Tuen Mun, New Territories

Hong Kong

31 January 2018

To the Shareholders

Dear Sir or Madam,

(A) THE PROPOSED RE-ELECTION OF RETIRING DIRECTORS;

(B) THE PROPOSED RENEWAL OF THE INTERESTED PERSON TRANSACTIONS MANDATE; AND

(C) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

- 1.1 At the 2017 AGM, general unconditional mandate was given to the Directors to exercise all powers of the Company to enter into the IPTs in accordance with the terms of the mandate set out in the resolution authorising the same.

The IPT Mandate will expire at the conclusion of the 2018 AGM, unless renewed at that meeting.

- 1.2 The purpose of this circular is to provide Shareholders with information relating to, and to seek Shareholders' approval for the following matters at the 2018 AGM:

- (a) the proposed re-election of retiring Directors; and
- (b) the proposed renewal of the interested person transactions mandate.

* For identification purpose only

LETTER FROM THE BOARD

These resolutions will be proposed at the 2018 AGM, as set out in the notice of the 2018 AGM contained in this Circular.

- 1.3 The Catalist Rules contains provisions to regulate Interested Person Transactions.

IMPORTANT: In cases where there are discrepancies between the applicable laws, rules and/or regulations of Hong Kong and Singapore, the more stringent set of laws, rules and/or regulations shall prevail.

2. THE PROPOSED RE-ELECTION OF RETIRING DIRECTORS

To comply with Appendix 14 to the HK Listing Rules and in accordance with the Regulation 99 of the Constitution, Ms Lim Bee Choo and Mr Yong Chee Hiong shall retire by rotation at the 2018 AGM.

To comply with Appendix 14 to the HK Listing Rules and in accordance with the Regulation 98 of the Constitution, Mr Chan Ka Leung Gary, who was appointed on 5 June 2017, shall hold office until the conclusion of the 2018 AGM.

All of the above retiring Directors, being eligible, shall offer themselves for re-election at the 2018 AGM. Details of the retiring Directors proposed to be re-elected as Directors at the 2018 AGM, which are required to be disclosed under the HK Listing Rules, are set out in **Appendix I** to this Circular.

3. THE PROPOSED RENEWAL OF THE IPT MANDATE

3.1 Background

Chapter 9 of the Catalist Rules governs transactions between a listed company or any of its unlisted subsidiaries or unlisted associated companies and interested persons. Pursuant to Rule 920 of the Catalist Rules, a listed company is allowed to obtain a mandate from its shareholders for recurrent interested person transactions which are of a revenue or trading nature or for those necessary for its day-to-day operations. These transactions may not include the purchase or sale of assets, undertakings or businesses.

3.2 Validity Period of the IPT Mandate

The IPT Mandate, if renewed, will take effect from the date of receipt of Shareholders' approval, and will (unless revoked or varied by the Company in general meeting) continue in force until the next AGM. Approval from Shareholders will be sought for the renewal of the IPT Mandate at each subsequent AGM to the date by which the next AGM is required by law to be held, subject to satisfactory review by the Audit Committee of its continued application to the transactions with the Mandated Interested Persons.

The IPT Mandate was last renewed at the 2017 AGM and continues to be in force until the conclusion of the 2018 AGM. Accordingly, the Directors propose that the IPT Mandate be renewed at the 2018 AGM to take effect until the next AGM. There is no change to the scope and terms of the IPT Mandate which is proposed to be renewed since its last renewal.

LETTER FROM THE BOARD

3.3 Rationale and Benefits for the Proposed Renewal of the IPT Mandate

It is anticipated that the Group would, in the ordinary course of business, continue to enter into certain transactions with the Mandated Interested Persons. It is likely that such transactions will occur with some degree of frequency and may arise at any time. In view of the time-sensitive and/or recurrent nature of commercial transactions, it would be advantageous to renew the IPT Mandate to enter into certain IPTs in the normal course of business, provided that all such IPTs are carried out on an arm's length basis and on normal commercial terms and are not prejudicial to the interests of the Company and minority Shareholders.

The renewal of the IPT Mandate on an annual basis would eliminate the need to convene separate general meetings from time to time to seek Shareholders' approval as and when potential Interested Person Transactions with a specific class of Mandated Interested Persons arise, thereby substantially reducing the administrative time and expenses in convening such general meetings, without compromising the corporate objectives and adversely affecting the business opportunities available to the Group.

The IPT Mandate is intended to facilitate transactions in the normal course of business which are transacted from time to time with the specified classes of Mandated Interested Persons, provided that they are carried out on an arm's length basis and on normal commercial terms and are not prejudicial to the Company and minority Shareholders.

3.4 Appendix

Details of the IPTs, including the classes of Mandated Interested Persons, scope of Mandated Transactions, review procedures for Mandated Transactions with Mandated Interested Persons and other general information in relation to Chapter 9 of the Catalist Rules, are set out in the **Appendix II** to this Circular.

3.5 Disclosure

In accordance with the requirements of Chapter 9 of the Catalist Rules, the Company will:

- (a) disclose in its annual report the aggregate value of transactions conducted with Mandated Interested Persons pursuant to the IPT Mandate during the financial year (as well as in the annual reports for subsequent financial years that the IPT Mandate continues to be in force); and
- (b) announce the aggregate value of transactions conducted with Mandated Interested Persons pursuant to the IPT Mandate for the financial periods that it is required to report on pursuant to Rule 705 of the Catalist Rules within the time required for the announcement of such report.

Disclosure has been made in the section on IPTs in the Annual Report for the aggregate value of transactions in excess of S\$100,000 conducted with the Mandated Interested Persons pursuant to the IPT Mandate.

LETTER FROM THE BOARD

3.6 Audit Committee's Statements

The Audit Committee confirms that:

- (a) the methods or procedures for determining the transaction prices has not changed since the 2017 AGM; and
- (b) the methods or procedures referred to in sub-paragraph (a) above are sufficient to ensure that the Mandated Transactions with the Mandated Interested Persons will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and minority Shareholders.

If during any of the reviews by the Audit Committee, the Audit Committee is of the view that the guidelines and review procedures for Mandated Transactions have become inappropriate or insufficient in the event of changes to the nature of, or manner in which, the business activities of the Group or the Mandated Interested Persons are conducted, the Company will seek a fresh general mandate from the Shareholders based on new guidelines and review procedures so that Mandated Transactions will be carried out on an arm's length basis and on normal commercial terms and will not be prejudicial to the interests of the Company and minority Shareholders.

3.7 HK Listing Rules Implications

Reference is made to the prospectus of the Company in Hong Kong dated 15 December 2017. Certain Mandated Transactions with the Mandated Interested Persons to be carried out under the IPT Mandate constitute de minimis continuing connected transactions, which are exempt from the reporting, announcement and independent Shareholders' approval requirements under Chapter 14A of the HK Listing Rules. Please refer to the section headed "Connected Transactions" of the HK Prospectus for further details.

The Company will ensure compliance with the HK Listing Rules for the Mandated Transactions to be carried out with the Mandated Interested Persons under the IPT Mandate from time to time, including but not limited to the reporting, announcement and/or independent Shareholders' approval requirements under Chapter 14A of the HK Listing Rules if such transactions will constitute connected transactions under Chapter 14A of the Listing Rules and require to do so under the HK Listing Rules.

4. INTERESTS OF THE DIRECTORS AND/OR SUBSTANTIAL SHAREHOLDERS

4.1 Singapore Laws and Regulations

The interests of the Directors and Substantial Shareholders in the Shares as at the Latest Practicable Date are set out below:

	Direct Interest		Deemed Interest	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾
Directors				
Kelvin Lim ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾	—	—	275,000,000	68.33
Jess Lim ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾	—	—	275,000,000	68.33
Ch'ng Li-Ling	—	—	—	—
Yong Chee Hiong	—	—	—	—
Chan Ka Leung Gary	—	—	—	—

LETTER FROM THE BOARD

	Direct Interest		Deemed Interest	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾
Substantial Shareholders (other than Directors)				
Trident Trust Company (B.V.I.) Limited ⁽³⁾	—	—	275,000,000	68.33
LHN Capital Pte. Ltd. ⁽⁴⁾	—	—	275,000,000	68.33
HN Capital Ltd. ⁽⁵⁾	—	—	275,000,000	68.33
Hean Nerng Group Pte. Ltd. ⁽⁶⁾	—	—	275,000,000	68.33
Fragrance Ltd. ⁽⁷⁾	275,000,000	68.33	—	—
Lim Hean Nerng ⁽⁷⁾	—	—	275,000,000	68.33
Foo Siau Foon ⁽⁷⁾	—	—	275,000,000	68.33
Lim Yun En ⁽⁷⁾	—	—	275,000,000	68.33
Lim Wei Yong Matthew ⁽⁷⁾	—	—	275,000,000	68.33
Lim Wei Yee ⁽⁷⁾	—	—	275,000,000	68.33
Lin Weichen ⁽⁷⁾	—	—	275,000,000	68.33
Lim Wei Kheng (Lin Weiqing) ⁽⁷⁾	—	—	275,000,000	68.33
Lim Yu Yang ⁽⁷⁾	—	—	275,000,000	68.33
Lim Bee Li ⁽⁸⁾	—	—	275,000,000	68.33

Notes:

- (1) The percentage is calculated based on issued number of Shares of the Company of 402,445,400 Shares as at the Latest Practicable Date.
- (2) Kelvin Lim and Jess Lim are siblings. They are therefore deemed interested in each other's interests in the Shares of the Company.
- (3) Trident Trust Company (B.V.I.) Limited, a licensed trust company incorporated in BVI, holds the entire issued and paid-up share capital in LHN Capital Pte. Ltd. as trustee of The Land Banking Trust in BVI. LHN Capital Pte. Ltd., a company incorporated in Singapore, is the trustee of The LHN Capital Trust in Singapore. LHN Capital Pte. Ltd. holds the entire issued and paid-up share capital in HN Capital Ltd., a company incorporated in BVI. The Land Banking Trust is a discretionary purpose trust with the principal purpose of (a) promoting the operation of the businesses owned directly or indirectly by LHN Capital Pte. Ltd. ("**LHN Capital Business**"); and (b) to enable the operation of the LHN Capital Business in accordance with the terms of the business plan. Accordingly, there are no beneficiaries to The Land Banking Trust. The LHN Capital Trust is a discretionary irrevocable trust which the trustee, LHN Capital Pte. Ltd., has all powers in relation to the property comprised in The LHN Capital Trust as the legal owner of such property, subject to any express restrictions contained in The LHN Capital Trust. The beneficial owners of the property in the trust fund are the beneficiaries of The LHN Capital Trust which comprise Lim Hean Nerng, Foo Siau Foon, Kelvin Lim and Kelvin Lim's direct lineal issues (namely, Lim Yun En, Lim Wei Yong Matthew, Lim Wei Yee, Lin Weichen, Lim Wei Kheng (Lin Weiqing) and Lim Yu Yang) ("**LHN Capital Trust Beneficiaries**"). Trident Trust Company (Singapore) Pte. Limited is the trust administrator of The LHN Capital Trust.

HN Capital Ltd., Jess Lim and Kelvin Lim hold 85.0%, 10.0% and 5.0% respectively of the entire issued and paid-up share capital in Hean Nerng Group Pte. Ltd.. Kelvin Lim and Jess Lim are also directors of Hean Nerng Group Pte. Ltd..

Hean Nerng Group Pte. Ltd. holds the entire issued and paid-up share capital of Fragrance Ltd.. Kelvin Lim and Jess Lim are also directors of Fragrance Ltd..

Fragrance Ltd.. has a direct interest in 275,000,000 ordinary shares of the Company.

As Trident Trust Company (B.V.I.) Limited and its associates, namely LHN Capital Pte. Ltd., HN Capital Ltd. and Hean Nerng Group Pte. Ltd., are entitled to exercise control of not less than 20.0% of the votes attached to the voting shares in Fragrance Ltd., Trident Trust Company (B.V.I.) Limited is deemed to have an interest in the issued and paid-up share capital of the Company held by Fragrance Ltd..
- (4) Kelvin Lim and Jess Lim are directors of LHN Capital Pte. Ltd.. In connection with footnote (3) above, as LHN Capital Pte. Ltd. and its associates, namely HN Capital Ltd. and Hean Nerng Group Pte. Ltd. are entitled to exercise control of not less than 20.0% of the votes attached to the voting shares in Fragrance Ltd., LHN Capital Pte. Ltd. is deemed to have an interest in the issued and paid-up share capital of the Company held by Fragrance Ltd..

LETTER FROM THE BOARD

- (5) Kelvin Lim and Jess Lim are directors of HN Capital Ltd.. In connection with footnote (3) above, as HN Capital Ltd. and its associate, namely Hean Nerng Group Pte. Ltd., are entitled to exercise control of not less than 20.0% of the votes attached to the voting shares in Fragrance Ltd., HN Capital Ltd. is deemed to have an interest in the issued and paid-up share capital of the Company held by Fragrance Ltd..
- (6) Kelvin Lim and Jess Lim are directors of Hean Nerng Group Pte. Ltd.. In connection with footnote (3) above, as Hean Nerng Group Pte. Ltd. is entitled to exercise control of not less than 20.0% of the votes attached to the voting shares in Fragrance Ltd., Hean Nerng Group Pte. Ltd. is deemed to have an interest in the issued and paid-up share capital of the Company held by Fragrance Ltd..
- (7) Section 4(3) of the SFA provides that “where any property held in trust consists of or includes securities and a person knows, or has reasonable grounds for believing, that he has an interest under the trust, he shall be deemed to have an interest in those securities”. In connection with footnote (3) above and pursuant to Section 4(3) of the SFA, The LHN Capital Trust Beneficiaries are deemed to have an interest in the issued and paid-up share capital of the Company held by Fragrance Ltd..

Notwithstanding that each of Lim Hean Nerng, Foo Siau Foon and Kelvin Lim’s direct lineal issues (namely, Lim Yun En, Lim Wei Yong Matthew, Lim Wei Yee, Lin Weichen, Lim Wei Kheng (Lin Weiqing) and Lim Yu Yang), being a beneficiary of The LHN Capital Trust, is deemed to be interested in 15.0% or more of the voting shares of the Company, each of them only receives an economic benefit under The LHN Capital Trust but has no control over the property comprised in The LHN Capital Trust and also does not, in fact, have any voting rights in or exercise control over the Company. Pursuant to the Fourth Schedule of the Securities and Futures (Offers of Investments) (Shares and Debentures) Regulations 2005 of Singapore (“SFR”), a controlling shareholder in relation to a corporation means (a) a person who has an interest in the voting shares of the corporation and who exercises control over the corporation; or (b) a person who has an interest in the voting shares of the corporation of an aggregate of not less than 30.0% of the total votes attached to all voting shares in the corporation, unless he does not exercise control over the corporation. Accordingly, it is not meaningful to consider them as controlling shareholders of the Company within the meaning of the Fourth Schedule of the SFR.

However, as Lim Hean Nerng was one of the initial founders of the Group and is deemed to be interested in 15.0% or more of the voting shares of the Company through The LHN Capital Trust, he is considered to be a SG Controlling Shareholder.

However, Foo Siau Foon and each of Kelvin Lim’s direct lineal issues are considered SG Substantial Shareholders of the Company because they are deemed interested in the Shares held by Fragrance Ltd., being not less than 5.0% of the total votes attached to all the voting shares of the Company.

However, Kelvin Lim, a beneficiary of The LHN Capital Trust, is also a director of LHN Capital Pte. Ltd., HN Capital Ltd., Hean Nerng Group Pte. Ltd., Fragrance Ltd. and the Company. Accordingly, he is deemed to be able to exercise control over the Company and is deemed to be a SG Controlling Shareholder of the Company.

Jess Lim is Kelvin Lim’s sibling and is also a director of LHN Capital Pte. Ltd., HN Capital Ltd., Hean Nerng Group Pte. Ltd., Fragrance Ltd. and the Company. Accordingly, she is deemed to be able to exercise control over the Company and is deemed to be a SG Controlling Shareholder.

- (8) With effect upon the listing of the Company’s Shares on the Main Board of the SEHK, Lim Bee Li is considered to be a SG Controlling Shareholder of the Company in Singapore. Lim Bee Li is deemed to have an interest in the issued and paid-up capital of the Company held by Fragrance Ltd. by virtue of her position as a SG Controlling Shareholder.

Save as disclosed, neither the Directors nor the SG Substantial Shareholders of the Company (other than in his/her capacity as a Director or Shareholder of the Company), as well as their respective associates, has any interest, direct or indirect in the Proposed Renewal of the IPT Mandate.

4.2 Hong Kong Laws and Regulations

(A) DIRECTORS AND CHIEF EXECUTIVE’S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at the Latest Practicable Date, the interests or short positions of Directors and the chief executives (as defined in the HK Listing Rules) of the Company in the Shares, underlying Shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and

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the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the HK Listing Rules, were as follows:

(I) Long Position in the Ordinary Shares and Underlying Shares of the Company

(i) Interests in the Company

NAME OF SHAREHOLDER	CAPACITY/ NATURE OF INTEREST	NUMBER OF SHARES HELD/ INTERESTED	APPROXIMATE PERCENTAGE OF SHAREHOLDING AS AT THE LATEST PRACTICABLE DATE
Kelvin Lim ⁽¹⁾⁽²⁾	Founder of discretionary trusts, beneficiary of a trust	275,000,000	68.33%

Notes:

- (1) Kelvin Lim is one of the founders of The LHN Capital Trust and The Land Banking Trust. Trident Trust Company (B.V.I.) Limited, in its capacity as the trustee of The Land Banking Trust, holds the entire issued share capital of LHN Capital Pte. Ltd.. LHN Capital Pte. Ltd., in its capacity as the trustee of The LHN Capital Trust, holds the entire issued share capital of HN Capital Ltd., which in turn holds 85% of the total issued share capital of Hean Nerng Group Pte. Ltd.. Hean Nerng Group Pte. Ltd. holds the entire issued share capital of Fragrance Ltd.. Fragrance Ltd. is the beneficial owner of 275,000,000 Shares. Kelvin Lim is deemed under the SFO to be interested in the Shares held by Trident Trust Company (B.V.I.) Limited and LHN Capital Pte. Ltd.. Trident Trust Company (B.V.I.) Limited is deemed under the SFO interested in the interests held by LHN Capital Pte. Ltd.. LHN Capital Pte. Ltd. is deemed under the SFO interested in the interests held by HN Capital Ltd.. HN Capital Ltd. is deemed under the SFO interested in the interests held by Hean Nerng Group Pte. Ltd.. Hean Nerng Group Pte. Ltd. is deemed under the SFO interested in the interests held by Fragrance Ltd..
- (2) Kelvin Lim is one of the beneficiaries of The LHN Capital Trust of which LHN Capital Pte. Ltd. is the trustee. LHN Capital Pte. Ltd., in its capacity as the trustee, holds the entire issued share capital of HN Capital Ltd., which in turn holds 85% of the total issued share capital of Hean Nerng Group Pte. Ltd.. Hean Nerng Group Pte. Ltd. holds the entire issued share capital of Fragrance Ltd.. Fragrance Ltd. is the beneficial owner of 275,000,000 Shares. Kelvin Lim is deemed under the SFO to be interested in the Shares held by LHN Capital Pte. Ltd.. LHN Capital Pte. Ltd. is deemed under the SFO interested in the interests held by HN Capital Ltd.. HN Capital Ltd. is deemed under the SFO interested in the interests held by Hean Nerng Group Pte. Ltd.. Hean Nerng Group Pte. Ltd. is deemed under the SFO interested in the interests held by Fragrance Ltd..

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and chief executive of the Company had any interests and short positions in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which would be required to be recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the SEHK pursuant to standards of dealing by Directors contained in the HK Listing Rules.

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(B) SUBSTANTIAL SHAREHOLDER'S INTERESTS AND/OR SHORT POSITION IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at the Latest Practicable Date, the following persons/entities (not being Directors or chief executive of the Company) had an interest or a short position in the Shares or the underlying Shares which were required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO:

Long position in the ordinary shares and underlying shares of the Company

NAME OF SHAREHOLDER	CAPACITY/NATURE OF INTEREST	NUMBER OF SHARES HELD/ INTERESTED	APPROXIMATE PERCENTAGE OF SHAREHOLDING AS AT THE LATEST PRACTICABLE DATE
Fragrance Ltd ⁽¹⁾	Beneficial owner	275,000,000	68.33%
Wang Jialu ⁽¹⁾⁽³⁾	Deemed interest by virtue of interest held by spouse	275,000,000	68.33%
Hean Nerng Group Pte. Ltd. ⁽¹⁾⁽²⁾	Interest in a controlled corporation	275,000,000	68.33%
HN Capital Ltd. ⁽¹⁾⁽²⁾	Interest in a controlled corporation	275,000,000	68.33%
LHN Capital Pte. Ltd. ⁽¹⁾⁽²⁾	Trustee	275,000,000	68.33%
Trident Trust Company (B.V.I.) Limited ⁽¹⁾⁽²⁾	Trustee	275,000,000	68.33%
Lim Hean Nerng ⁽¹⁾⁽²⁾	Founder of discretionary trusts	275,000,000	68.33%
Foo Siau Foon ⁽¹⁾⁽²⁾	Founder of discretionary trusts	275,000,000	68.33%

Notes:

- (1) Fragrance Ltd, which is wholly-owned by Hean Nerng Group Pte. Ltd., which in turn is owned as to 5% by Kelvin Lim, 10% by Jess Lim and 85% by HN Capital Ltd., is the beneficial owner of 275,000,000 Shares. By virtue of the SFO, Kelvin Lim, Wang Jialu, Hean Nerng Group Pte. Ltd., HN Capital Ltd., LHN Capital Pte. Ltd., Trident Trust Company (B.V.I.) Limited, Lim Hean Nerng and Foo Siau Foon are deemed to be interested in all of the Shares held by Fragrance Ltd.
- (2) Lim Hean Nerng, Foo Siau Foon and Kelvin Lim are the founders of The LHN Capital Trust and The Land Banking Trust. Trident Trust Company (B.V.I.) Limited, in its capacity as the trustee of The Land Banking Trust, holds the entire issued share capital of LHN Capital Pte. Ltd.. LHN Capital Pte. Ltd., in its capacity as the trustee of The LHN Capital Trust, holds the entire issued share capital of HN Capital Ltd., which in turn holds 85% of the total issued share capital of Hean Nerng Group Pte. Ltd.. Hean Nerng Group Pte. Ltd. holds the entire issued share capital of Fragrance Ltd. Lim Hean Nerng, Foo Siau Foon and Kelvin Lim are deemed under the SFO to be interested in the Shares held by Trident Trust Company (B.V.I.) Limited and LHN Capital Pte. Ltd.. Trident Trust Company (B.V.I.) Limited is deemed under the SFO interested in the interests held by LHN Capital Pte. Ltd.. LHN Capital Pte. Ltd. is deemed under the SFO interested in the interests held by HN Capital Ltd.. HN Capital Ltd. is deemed under the SFO interested in the interests held by Hean Nerng Group Pte. Ltd.. Hean Nerng Group Pte. Ltd. is deemed under the SFO interested in the interests held by Fragrance Ltd.
- (3) Wang Jialu, the spouse of Kelvin Lim, is deemed under the SFO to be interested in the interests held by Kelvin Lim.

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Save as disclosed herein, the Directors are not aware of any other person (not being a Director or chief executive of the Company) who, as at the Latest Practicable Date, have an interest or a short position in any Shares which would be required to be disclosed to the Company and the SEHK under the provisions of Divisions 2 and 3 of Part XV of the SFO.

5. ABSTENTION FROM VOTING

Kelvin Lim and Jess Lim, whom are Executive Directors of the Company, and their SG Associates, will abstain from voting their shareholdings in respect of ordinary resolution 10 as set out in the notice of the 2018 AGM in this Circular approving the Proposed Renewal of the IPT Mandate. Kelvin Lim and Jess Lim will also decline, and will ensure that their SG Associates will decline to accept appointment as proxy(ies) to vote on the ordinary resolution 10 in respect of the Proposed Renewal of the IPT Mandate to be tabled at the 2018 AGM unless specific instructions as to voting have been given by the Shareholder concerned.

6. DIRECTORS' RECOMMENDATION

- 6.1 All of the Directors, other than Jess Lim, Yong Chee Hiong and Chan Ka Leung Gary (who by virtue of themselves being the retiring Directors, are abstaining from making any recommendation in respect of the proposed re-election of the retiring Directors), are pleased to recommend the retiring Directors, details of whom are set out in **Appendix I** to this Circular, for re-election at the 2018 AGM, and consider that the proposed re-election of the retiring Directors is in the interests of the Company and its Shareholders as a whole, and recommend that Shareholders vote in favour of the resolution relating to the re-election of the retiring Directors, as set out in the notice of the 2018 AGM in this Circular.
- 6.2 All of the Directors, other than Kelvin Lim and Jess Lim (who, by virtue of each being an Interested Person, are abstaining from making any recommendation in respect of the renewal of the IPT Mandate), consider that the proposed renewal of the IPT Mandate is in the interests of the Company and its Shareholders as a whole, and recommend that Shareholders vote in favour of the resolution relating to the Proposed Renewal of the IPT Mandate, as set out in the notice of the 2018 AGM in this Circular.
- 6.3 The independent non-executive Directors who are considered independent for the purposes of the Proposed Renewal of the IPT Mandate, having carefully considered the rationale and benefits of the IPT Mandate is of the opinion that the Proposed Renewal of the IPT Mandate is in the best interests of the Company and its Shareholders as a whole and accordingly, recommend that Shareholders vote in favour of the resolution relating to the Proposed Renewal of the IPT Mandate, as set out in the notice of the 2018 AGM in this Circular.

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7. ANNUAL GENERAL MEETING

A notice convening the 2018 AGM is set out on pages 33 to 36 of this Circular. At the 2018 AGM, ordinary resolutions will be proposed to approve, among other things, the re-election of the retiring Directors and the Proposed Renewal of the IPT Mandate. Pursuant to Rule 13.39(4) of the HK Listing Rules and Catalist Rules, any vote of the Shareholders at a general meeting must be taken by way of poll. Therefore, all proposed resolutions put to vote at the 2018 AGM shall be taken by way of poll.

8. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the 2018 AGM and wish to appoint a proxy to attend and vote at the 2018 AGM on their behalf must complete, sign and return the proxy form attached to the notice of 2018 AGM in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the registered office of the Company at 10 Raeburn Park, #02-18, Singapore 088702 (for Singapore Shareholders) or the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (for Hong Kong Shareholders) not less than 72 hours before the time fixed for the 2018 AGM. The completion and return of a proxy form by a Shareholder does not preclude him from attending and voting in person at the 2018 AGM should he subsequently decide to do so, although the appointment of the proxy shall be deemed to be revoked by such attendance.

A Depositor shall not be regarded as a Shareholder of the Company and not entitled to attend the 2018 AGM and to speak and vote thereat unless his name appears on the Depository Register at least 72 hours before the 2018 AGM.

9. CLOSURE OF REGISTER OF MEMBERS IN HONG KONG

In order to determine the identity of Shareholders in Hong Kong who are entitled to attend and vote at the 2018 AGM, the register of members of the Company in Hong Kong will be closed from Wednesday, 14 March 2018 to Monday, 19 March 2018 (both days inclusive), during which period no transfer of Shares will be registered in Hong Kong. All Share transfers in Hong Kong, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Tuesday, 13 March 2018.

10. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular, for which the Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular, includes particulars given in compliance with the Catalist Rules and the HK Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this Circular is complete and accurate in all material respects and not misleading or deceptive, and there are no other matters, the omission of which would make any statement in this Circular misleading.

In accordance with the Catalist Rules, 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

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constitutes full and true disclosure of all material facts about the Proposed Renewal of the IPT Mandate, proposed re-election of the retiring directors, 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 this 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 this Circular in its proper form and context.

11. INSPECTION OF DOCUMENTS

The following documents are available for inspection at the registered office of the Company at 10 Raeburn Park, #02-18, Singapore 088702 during normal business hours from the date of this Circular up to the date of the 2018 AGM:

- (a) the Constitution of the Company;
- (b) the Annual Report; and
- (c) this Circular.

Copies of the above documents can also be accessed through the websites of the Company, the SGX-ST and the SEHK.

12. GENERAL INFORMATION

Your attention is drawn to the information set out in **Appendix I** and **Appendix II** to this Circular.

13. MISCELLANEOUS

This Circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

Yours faithfully
For and on behalf of the Board of Directors
LHN LIMITED

Kelvin Lim
Executive Chairman, Group Managing Director and Executive Director

As required by the HK Listing Rules, the following are the particulars of the Directors proposed to be re-elected at the 2018 AGM:

1. Ms Lim Bee Choo (林美珠)

Ms Lim, age 43, has been appointed as an executive Director of the Company 10 July 2014 and she is currently the Group Deputy Managing Director and a director of various subsidiaries of the Group.

Ms Lim has over 20 years of extensive and varied experience in business and supply chain management, comprising of over 15 years of experience in the leasing and facilities management business, and over 10 years of experience in the logistics services business. Prior to joining the Group, Ms Jess Lim was a planner with Hewlett Packard Singapore (Private) Limited between 1996 and 2002, where she was responsible for the scheduling of the worldwide production plans of ink cartridges. She joined the Group in 2002 and is primarily responsible for the corporate development and overall administration for the Group and oversees the Group's finance, human resource, information systems and administration functions.

Ms Lim graduated with a Bachelor of Business Administration degree from the National University of Singapore in August 1996. She also obtained an Executive Diploma in Directorship from the Singapore Management University and the Singapore Institute of Directors in June 2015.

Relationship with other Directors, senior management or substantial or controlling shareholders

Ms Lim is the sister of Kelvin Lim (the Chairman, an executive Director, a substantial shareholder (as defined under the HK Listing Rules) and a controlling shareholder (as defined under the HK Listing Rules) of the Company). Ms Lim is also the daughter of Lim Hean Nerng and Foo Siau Foon, each a substantial shareholder of the Company, sister-in-law of Wang Jialu, a substantial shareholder of the Company, and sister of Lim Bee Li, a controlling shareholder of the Company.

Save as disclosed above, Ms Lim does not have any relationships with any Directors, senior management, substantial or controlling shareholders (as defined under the HK Listing Rules) of the Company.

Length of service

Ms Lim has entered into a service contract with the Company on 16 March 2015 for an initial term of three years commencing from 13 April 2015, and will continue thereafter until terminated by not less than six months' notice in writing served by either party on the other. She is subject to retirement by rotation, and be eligible for re-election at the annual general meeting in accordance with the Constitution of the Company.

Amount of emolument

Pursuant to the service contract, Ms Lim will receive an annual salary of S\$288,000, plus annual fixed bonus of one month last drawn monthly salary and incentive bonus to be approved by the remuneration committee of the Board. Her remuneration was determined with reference to her duties and responsibilities, the Company's remuneration policy and the prevailing market conditions, which will be subject to annual review by the remuneration committee of the Board and the Board from time to time with reference to her responsibility and annual performance. Ms Lim's emoluments recorded in FY2017 was approximately S\$300,000, including directors' fees, allowances and benefits in-kinds, discretionary bonuses, and share-based payments (if applicable).

Interest in shares

Under Singapore laws and regulations, Ms Lim is deemed to be interested in 275,000,000 Shares (within the meaning of SFA in Singapore), representing approximately 68.33% of the total issued Shares of the Company, through her relationship with Kelvin Lim, her brother. Ms Lim is also a director of LHN Capital Pte. Ltd., HN Capital Ltd., Hean Nerng Group Pte. Ltd., Fragrance Ltd. and the Company. Accordingly, she is deemed to be able to exercise control over the Company.

However, under Hong Kong laws and regulations, Ms Lim does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures (within the meaning of Part XV of the SFO) of the Company as at the Latest Practicable Date.

Other directorship

Save as disclosed above, Ms Lim does not hold any other position in the Company or its subsidiaries nor any directorship in other listed public company in Hong Kong or overseas in the last three years prior to the Latest Practicable Date.

Other information

Below is a list of companies which has been struck off or applied to be struck off when Ms Jess Lim was a director of such company or within 12 months after her ceasing to act as a director of such company:

Name of company	Place of incorporation	Nature of business	Date of cessation of being a director	Status date	Status
SRM Capital Pte. Ltd.	Singapore	Business management consultancy services	18 February 2015	18 February 2015 ⁽¹⁾	Struck off
Luiz Fernando (Asia) Pte. Ltd.	Singapore	Fashion (including accessories) design services	8 July 2013	8 July 2013 ⁽¹⁾	Struck off

APPENDIX I**DETAILS OF RETIRING DIRECTORS
PROPOSED FOR RE-ELECTION**

Name of company	Place of incorporation	Nature of business	Date of cessation of being a director	Status date	Status
Competent Builders Pte. Ltd.	Singapore	General contractors (building construction including major upgrading works)	5 June 2017	5 June 2017 ⁽¹⁾	Struck off
LHN Automobile Pte. Ltd.	Singapore	Storage, pre-delivery inspection and delivery services for motor vehicles	8 January 2018	8 January 2018 ⁽¹⁾	Struck off

Note:

(1) Date of striking off of the company.

Save as disclosed above, there was no matter relating to the re-election of Ms Lim that needs to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to any requirements of Rules 13.51(2)(h) to (v) of the HK Listing Rules.

2. Mr Yong Chee Hiong (楊志雄)

Mr Yong Chee Hiong, age 64, has been appointed as an independent non-executive Director of the Company on 10 March 2015. Mr Yong is currently the chairman of the nominating committee and member of the audit committee and the remuneration committee.

Mr Yong has been the managing partner of Equity & Land LLP since September 2013, a limited liability partnership that provides advisory services in equities and real-estate investments. He has 40 years' experience in the real estate business ranging from land acquisition, planning and development, marketing and asset management.

He started his career as a land officer and centre manager responsible for land acquisition and property management at the Urban Redevelopment Authority of Singapore between July 1977 and February 1985, was a property and marketing manager responsible for marketing, leasing and management of properties at Tong Eng Brothers Group, a real estate development and investment company, between February 1985 and February 1987, a director and then a partner at Knight Frank Property Consultancy, a real estate consultancy company, between March 1987 and July 1996, Mr Yong held the positions of a director of marketing and business development between August 1996 and December 2004, a deputy chief operating officer between January 2005 and January 2008, a chief operating officer of the corporate real estate business group and executive director of Far East Organization between July 2008 and December 2011, and an executive director of investment properties of Far East Organization between January 2012 and July 2013 at the Far East Organization.

He also served as an executive director between July 2008 to April 2012 at SGX-ST listed Far East Orchard Limited (formerly Orchard Parade Holdings Limited) (Singapore Stock Code: O10).

Mr Yong was the deputy chairman of the industry and development committee and board member of the Singapore Corporation of Rehabilitative Enterprises between September 1996 and August 2013. He served as the management committee member of Real Estate Developers' Association of Singapore between 1997 and 2009, holding various positions including honorary treasurer and honorary secretary. Mr Yong was awarded the public service medal (Pingat Bakti Masyarakat) in 2010 for his public service contributions.

Mr Yong holds a Master of Science (Property and Maintenance Management) degree from the National University of Singapore in March 1992 and a Bachelor of Science (Honours) degree in Urban Estate Management from Liverpool John Moores University (previously known as Liverpool Polytechnic), United Kingdom in July 1983. He has professional affiliations with the Singapore Institute of Surveyors & Valuers since 1986 and the Institute of Real Estate Management (USA) since 1994.

Length of service

Mr Yong has entered into a letter of appointment with the Company on 10 March 2015 (as amended by an addendum dated 25 September 2017) for an initial term of three years commencing on 10 March 2015 and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. He is subject to retirement by rotation, and be eligible for re-election at the annual general meeting in accordance with the Constitution of the Company.

Amount of emolument

Pursuant to the letter of appointment, Mr Yong will receive a director fee of S\$52,500 per annum. His remuneration was determined with reference to his duties and responsibilities, the Company's remuneration policy and the prevailing market conditions, which will be subject to annual review by the remuneration committee of the Board and the Board from time to time with reference to his responsibility and annual performance. Mr Yong's emoluments recorded in FY2017 was approximately S\$60,000, including directors' fees, allowances and benefits in-kinds, discretionary bonuses, and share-based payments (if applicable).

Other directorship

Save as disclosed above, Mr Yong does not hold any other position in the Company or its subsidiaries nor any directorship in other listed public company in Hong Kong or overseas in the last three years prior to the Latest Practicable Date.

Relationship with other Directors, senior management or substantial or controlling shareholders

Save as disclosed above, Mr Yong does not have any relationships with any Directors, senior management, substantial or controlling shareholders (as defined under the HK Listing Rules) of the Company.

Interest in shares

Further, Mr Yong does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures (within the meaning of Part XV of the SFO) of the Company as at the Latest Practicable Date.

Other information

Below is a list of companies which has been struck off when Mr Yong was a director of such company or within 12 months after his ceasing to act as a director of such company:

Name of company	Place of incorporation	Nature of business	Date of cessation of being a director	Status date	Status
Kzones.com Pte. Ltd	Singapore	Publishing of directories and mailing lists, development of software and programming activities	1 August 2014	21 April 2015 ⁽¹⁾	Struck off

Note:

(1) Date of striking off of the company.

Save as disclosed above, there was no matter relating to the re-election of Mr Yong that needs to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to any requirements of Rules 13.51(2)(h) to (v) of the HK Listing Rules.

3. Mr Chan Ka Leung Gary (陳嘉樑)

Mr Chan Ka Leung Gary, age 45, was appointed as an independent non-executive Director on 5 June 2017. Mr Chan is the chairman of our audit committee and a member of the remuneration committee and the nominating committee. He is a seasoned finance executive and an entrepreneur. He has advised companies across various disciplines and industries including consumer products and services, financial services, food and beverage, logistics, media, renewable energy, recruitment services, and technology. In 2014, he joined CFO (HK) Limited, a company licensed by The CFO Centre Group Limited to provide services of time-shared chief financial officers to client companies in the Greater China region and is currently the Greater China chief executive officer. He is also currently an independent non-executive director of SEHK listed Tomo Holdings Limited (Hong Kong Stock Code: 8463).

Mr Chan was also the corporate finance director of TNG (Asia) Limited, a financial technology company based in Hong Kong, between April 2015 and February 2017. He has assisted in the company's successful application of the stored value facility licence to the Hong Kong Monetary Authority ("HKMA"), with the licence being granted in August 2016. During the process, Mr Chan has overseen the process of fulfilling all the necessary business requirements set out by the HKMA including internal controls and placement of its senior management team.

From August 2009 to August 2013, Mr Chan was a partner at Creat Capital Company Limited (“Creat”), a company that focuses on private equity investments. During his tenure, Mr Chan reported to the board of directors and was involved in the origination of corporate advisory and corporate finance transactions for Creat.

Mr Chan started his career with KPMG in Toronto, Canada in 1998 under that firm’s real estate practice. In January 2001, he joined Deloitte Touche Tohmatsu in Hong Kong as an accountant under that firm’s reorganisation services group and his last position held was manager before he moved to Deloitte & Touche Corporate Finance Ltd., a service company of Deloitte Touche Tohmatsu, as manager from June 2005 to March 2007. From March 2007 to February 2009 Mr Chan assumed the position of an associate in the fixed income, currency and commodities division of Goldman Sachs (Asia) L.L.C. in Hong Kong.

Mr Chan obtained a bachelor’s degree in mathematics from the University of Waterloo in Ontario, Canada in May 1998 and a master’s degree in accounting from the same university in October 1998. He obtained his Chartered Accountant designation in Canada in 2000.

Length of service

Mr Chan has entered into a letter of appointment with the Company on 5 June 2017 (as amended by an addendum dated 25 September 2017) for an initial term of three years commencing on 5 June 2017 and will continue thereafter until terminated by not less than three months’ notice in writing served by either party on the other. He is subject to retirement by rotation, and be eligible for re-election at the annual general meeting in accordance with the Constitution of the Company.

Amount of emolument

Pursuant to the letter of appointment, Mr Chan will receive a director fee of S\$59,500 per annum. His remuneration was determined with reference to his duties and responsibilities, the Company’s remuneration policy and the prevailing market conditions, which will be subject to annual review by the remuneration committee of the Board and the Board from time to time with reference to his responsibility and annual performance. Mr Chan’s emoluments recorded in FY2017 was approximately S\$21,000, including directors’ fees, allowances and benefits in-kinds, discretionary bonuses, and share-based payments (if applicable).

Other directorship

Save as disclosed above, Mr Chan does not hold any other position in the Company or its subsidiaries nor any directorship in other listed public company in Hong Kong or overseas in the last three years prior to the Latest Practicable Date.

Relationship with other Directors, senior management or substantial or controlling shareholders

Save as disclosed above, Mr Chan does not have any relationships with any Directors, senior management, substantial or controlling shareholders (as defined under the HK Listing Rules) of the Company.

Interest in shares

Further, Mr Chan does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures (within the meaning of Part XV of the SFO) of the Company as at the Latest Practicable Date.

Other information

Save as disclosed above, there was no matter relating to the re-election of Mr Chan that needs to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to any requirements of Rules 13.51(2)(h) to (v) of the HK Listing Rules.

THE IPT MANDATE

I. General Information Relating To Chapter 9 of the Catalyst Rules

Scope

Chapter 9 of the Catalyst Rules applies to transactions which a listed company or any of its subsidiaries (other than a subsidiary that is listed on an approved stock exchange) or associated companies (other than an associated company that is listed on an approved stock exchange or over which the listed group and/or its interested person(s) has no control) proposes to enter into a counter-party who is an interested person of the listed company.

Definitions

An “**interested person**” means a director, chief executive officer or controlling shareholder of the listed company or an associate of such director, chief executive officer or controlling shareholder.

An “**associate**” means:

- (a) in relation to any director, chief executive officer, substantial shareholder or controlling shareholder (being an individual) means:
 - (i) his immediate family;
 - (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and
 - (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more;
- (b) in relation to a substantial shareholder or a controlling shareholder (being a company) means any other company which is its subsidiary or holding company or it's a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more.

An “**associated company**” means a company in which at least 20% but not more than 50% of its shares are held by the listed company or the group.

A “**controlling shareholder**” means a person who holds (directly or indirectly) 15% or more of the nominal amount of all voting shares in the listed company or one who in fact exercises control over its listed company.

General Requirements

Except for certain transactions which, by reason of the nature of such transactions, are not considered to put the listed company at risk to its interested person and are hence excluded from the ambit of Chapter 9 of the Catalist Rules, immediate announcement, or, immediate announcement and shareholders' approval would be required in respect of transactions with interested persons if certain thresholds (which are based on the value of the transaction as compared with the listed company's latest audited consolidated NTA), are reached or exceeded. In particular, shareholders' approval is required where:

- (a) the value of such transaction is equal to or exceeds five per cent (5%) of the latest audited consolidated NTA of the group; or
- (b) the value of such transaction when aggregated with the value of all other transactions previously entered into with the same interested person in the same financial year of the group is equal to or exceeds five per cent (5%) of the latest audited consolidated NTA of the group. However, a transaction which has been approved by shareholders, or is the subject approved by shareholders, need not be included in any subsequent aggregation.

Immediate announcement of a transaction is required where:

- (a) the value of such transaction is equal to or exceeds three per cent (3%) of the latest audited consolidated NTA of the group, or
- (b) the value of such transaction when aggregated with the value of all other transactions previously entered into with the same interested person in the same financial year of the group is equal to or exceeds three per cent (3%) of the latest audited consolidated NTA of the group.

The above requirements for immediate announcement and for shareholders' approval do not apply to any transaction below S\$100,000.

General Mandate

A listed company may seek a general mandate from its shareholders for recurrent transactions with interested persons of a revenue or trading nature or those necessary for its day-to-day operations such as the purchase and sale of supplies and materials but not in respect of the purchase or sale of assets, undertakings or businesses. A general mandate is subject to annual renewal.

II. Classes of Mandated Interested Persons

During FY2016, the shareholding of LHN Culinary was transferred from Hean Nerng Group Pte. Ltd. to Lim Hean Nerng, who was one of the initial founders of the Group. Our Executive Directors and their immediate family are directly and indirectly interested in the entire issued and paid-up share capital of Hean Nerng Group Pte. Ltd. through HN Capital Ltd. and The LHN Capital Trust. The subsidiary of LHN Culinary, namely Alkaff Mansion Ristorante Pte. Ltd. is involved in the food and beverage business.

The beneficiaries of The LHN Capital Trust comprises of Lim Hean Nerng, Foo Siau Foon, Kelvin Lim and Kelvin Lim's direct lineal issues (namely, Lim Yun En, Lim Wei Yong Matthew, Lim Wei Yee, Lin Weichen, Lim Wei Kheng (Lin Weiqing) and Lim Yu Yang). Trident Trust Company (Singapore) Pte. Limited is the trust administrator of The LHN Capital Trust. Trident Trust Company (B.V.I.) Limited and its associates, are entitled to exercise control of Hean Nerng Group Pte. Ltd..

PJS Companies, which includes Cafe @ Phoenix Pte. Ltd. and DJ Culinary Concepts Pte. Ltd., are each wholly owned by Pang Joo Siang, the sole director of each company, who is the spouse of the Company's Executive Director and Group Deputy Managing Director, Jess Lim.

Accordingly, certain transactions entered into between the Company together with its subsidiaries and/or associated companies and LHN Culinary and its subsidiaries, beneficiaries of The LHN Capital Trust as well as PJS Companies will therefore constitute as interested person transactions under Chapter 9 of the Catalist Rules.

The IPT Mandate will apply to the transactions that are carried out with the following classes of Interested Persons:

- (a) certain members of the Lim family (collectively, the **"Lim Family"**) who are or may from time to time be or become beneficiaries of The LHN Capital Trust;
- (b) the Executive Directors, Kelvin Lim and Jess Lim;
- (c) LHN Culinary, its subsidiaries and its Associated Companies;
- (d) the PJS Companies, their respective subsidiaries and their respective SG Associated Companies; and
- (e) the respective associates (as defined in the Catalist Rules) of the parties named in (a) and (b) above, (collectively, the **"Mandated Interested Persons"**).

While not all Mandated Interested Persons currently have ongoing transactions with the Group, the Group has included them in the IPT Mandate as the Group envisages that they may enter into transactions with the Mandated Interested Persons in the future. Transactions between the Mandated Interested Persons and the Group which do not fall within the ambit of the IPT Mandate shall be subject to the relevant provisions of Chapter 9 of the Catalist Rules. In particular, if such transactions are of an aggregate value equal to or more than 5.0% of the Group's latest audited NTA, future transactions of such a nature will be subject to Shareholders' approval before they can be entered into.

III. Categories of Mandated Interested Person Transactions

It is envisaged that in the ordinary course of business, the following transactions between the Group and the Mandated Interested Person(s) are likely to occur from time to time:

- (a) the provision or obtaining of leases or sub-leases of commercial space, industrial space, residential space and/or land to or from the Mandated Interested Persons;

- (b) the provision of facilities management services under the Group's Facilities Management business such as building maintenance services, security services and pest control services to the Mandated Interested Persons;
- (c) the provision of renovation and related services such as, project management services, fitting-out works, addition and alteration works and replacement of mechanical and electrical installations to the Mandated Interested Persons;
- (d) purchase of food and beverage products and services from the Mandated Interested Persons; and
- (e) the provision or obtaining of such other products and/or services which are incidental to or in connection with the transactions in (a) to (d) above,

(collectively, the "**Mandated Transactions**").

For the avoidance of doubt, there will be no sale or purchase of any assets, undertakings or businesses within the scope of the IPT Mandate. The IPT Mandate will also not cover any transactions by the Group with a Mandated Interested Person(s) that has a value below S\$100,000 as the threshold and aggregation requirements contained in Chapter 9 of the Catalist Rules would not apply to such transactions.

Transactions with other Interested Persons (other than the classes of Mandated Interested Persons) that do not fall within the ambit of the IPT Mandate will be subject to the relevant provisions of Chapter 9 of the Catalist Rules and/or applicable provisions of the Catalist Rules and/or any applicable law. Transactions conducted under the IPT Mandate are not subject to Rules 905 and 906 of Chapter 9 of the Catalist Rules pertaining to threshold and aggregation requirements.

IV. Review Procedures for Mandated Transactions with Mandated Interested Persons

The Group has established an internal control system and review procedures in place to ensure that Mandated Transactions with the Mandated Interested Persons are made on an arm's length basis and on normal commercial terms, supported by independent valuation where appropriate, and are consistent with the Group's usual policies and practices and are not prejudicial to the interests of the Company and minority Shareholders.

(a) In particular, the following review procedures have been put in place:

- (i) Provision of services or sale of products to Mandated Interested Persons
 - aa. In general, all contracts entered into or transactions with Mandated Interested Persons are to be carried out in accordance with the Group's usual business policies and practices, consistent with the usual margins or at the prevailing market rates for the same or substantially similar type of service or product provided, and on terms which are no more favourable to the Mandated Interested Persons than those extended to unrelated third parties (including, where applicable, preferential rates/prices/discounts accorded to corporate customers or for bulk purchases) or otherwise in accordance with applicable industry norms. Where possible and practicable, the Group will use its reasonable endeavours to make comparisons with at least two (2) other contracts or invoices issued to unrelated third parties for the same or

substantially similar types of transactions. In the event where the prevailing market rates or prices are not available due to the nature of service to be provided or the product to be sold, the Head of Finance and a senior executive of the Company designated by the Audit Committee (both of whom must have no interest, direct or indirect, in the transactions) will, subject to the approval thresholds set out below, determine whether the prices and terms offered to the Mandated Interested Persons are fair and reasonable, taking into account factors such as, but not limited to, the Group's then prevailing capacity and resources, nature and scope of services, rationale for and benefits of the transaction, duration of the contracts or services, requirements and specifications, industry's terms and practices (if applicable) and credit standing of the Mandated Interested Persons.

- bb. Provision of property leases or sub-leases In addition to (i)(aa) above, in relation to the provision of property leases or sub-leases to Mandated Interested Persons, factors such as, but not limited to, costs of services, prevailing market rental rates for other properties within the vicinity of similar or comparable standing and facilities, the tenure of the lease, the area of the leased premises and any other factors which may affect the rental rates or terms of the lease, will be taken into account. The amount of rental payable by the Mandated Interested Persons shall not be more favourable than the rental payable by unrelated third parties for similar properties in terms of, inter alia, size, location, quality of premise and credit terms.

- cc. Provision of facilities management services

In addition to (i)(aa) above, in relation to the provision of facilities management services, factors such as, but not limited to, costs of services, scope of work and budgetary evaluations according to customer requirements, will be taken into account and marked up with a gross profit margin which will not be more favourable to the Mandated Interested Persons than those extended to unrelated third parties, in line with the Company's usual business and pricing policies.

- dd. Provision of renovation and related services

Renovation and related services are primarily provided to entities within the Group for internal support in connection with the Group's businesses and operations. Although the Group may extend such services to unrelated third parties such as the tenants, upon request, revenue contribution from such renovation and related services provided to the tenants were historically not material. In the event that the Group renders any renovation and related services to Mandated Interested Persons, factors such as, but not limited to, costs of services provided, scope of work and duration of the renovation period, will be taken into account and marked up with a gross profit margin which will not be more favourable to the Mandated Interested Persons than those extended to unrelated third parties. In addition, the Head of Finance and a senior executive of the Company designated by the Audit Committee (both of whom must have no interest, direct or indirect, in the transactions) will, subject to the approval thresholds set out below, determine whether the prices and terms offered to the Mandated Interested Persons are fair and reasonable, taking into account factors such as, but not limited to, the

Group's then prevailing capacity and resources, nature and scope of services, rationale for and benefits of the transaction, duration of the services and credit standing of the Mandated Interested Persons, prior to rendering any renovation and related services to Mandated Interested Persons.

- (ii) Obtaining of services or purchasing of products from Mandated Interested Persons
 - aa. All contracts entered into or transactions with Mandated Interested Persons are to be carried out by obtaining quotations (wherever possible or available) from at least two (2) other unrelated third party suppliers for the same or substantially similar quantities and/or quality of services or products, prior to the entry into the contract or transaction with the Mandated Interested Person, as a basis for comparison to determine whether the price and terms offered by the Mandated Interested Person are fair and reasonable and comparable to those offered by other unrelated third parties for the same or substantially similar type of services or products. In determining whether the price and terms offered by the Mandated Interested Person are fair and reasonable, factors such as, but not limited to, requirements and specifications, quality, reputation, experience and expertise, and where applicable, preferential rates, rebates or discounts accorded for bulk purchases, will also be taken into account.
 - bb. In the event that such competitive quotations cannot be obtained (for instance, if there are no unrelated third party vendors of similar products or services, or if the product is a proprietary item), the Head of Finance and a senior executive of the Company designated by the Audit Committee (both of whom must have no interest, direct or indirect in the transactions) will, subject to the approval thresholds set out below, determine whether the price and terms offered by the Mandated Interested Person are fair and reasonable, taking into account factors such as, including but not limited to, the costs and benefits of entering into the transactions and the prices charged to unrelated third parties by the Mandated Interested Persons.
 - cc. In addition to (ii)(aa) above, with regards to the obtaining of property leases or sub-leases from Mandated Interested Persons, factors such as, but not limited to, prevailing market rental rates for other properties within the vicinity of similar or comparable standing and facilities, market rental rates as determined by independent valuers, the tenure of the lease, the area of the leased premises and any other factors which may affect the rental rates or terms of the lease, will be taken into account.
- (b) In addition to the above review procedures, the following approval procedures and thresholds will apply to the Mandated Transactions:
 - (i) Mandated Transactions relating to the provision or obtaining of property leases or sub-leases below or equal to the Property Leases Financial Limit (as defined below) each in value and Mandated Transactions not relating to the provision or obtaining of property leases or sub-leases below or equal to the Category 1 Financial Limit (as defined below) each in value, will be reviewed and approved by the Head of Finance and a senior executive of the Company designated by the Audit Committee (both of whom must have no interest, direct or indirect, in the

Mandated Transactions) from time to time for such purpose, and tabled for review by the Audit Committee on a half-yearly basis;

- (ii) Mandated Transactions relating to the provision or obtaining of property leases or sub-leases above the Property Leases Financial Limit (as defined below), each in value and Mandated Transactions not relating to the provision or obtaining of property leases or sub-leases above the Category 1 Financial Limit (as defined below), each in value will be reviewed and approved by the Audit Committee;
- (iii) Where the value of a Mandated Transaction not involving the provision or obtaining of property leases or sub-leases, when aggregated with previous Mandated Transactions of the same kind in any particular financial year, is equal to or exceeds the Category 2 Financial Limit (as defined below), such Mandated Transaction, and all future Mandated Transactions of the same kind in that particular financial year will be reviewed and approved by the Audit Committee; and
- (iv) The Head of Finance and a senior executive of the Company designated by the Audit Committee from time to time for such purpose, and the Audit Committee, may, as he/she/it deems fit, request for additional information pertaining to the transaction under review from independent sources or advisers, which includes obtaining valuations from independent professional valuers.

For the purposes of sub-paragraphs b(i) and b(ii) above, in relation to Mandated Transactions involving the provision or obtaining of property leases and sub-leases to or from Mandated Interested Persons, the financial limit for each Mandated Transaction shall be the amount equivalent to 5.0% of the Group's audited consolidated NTA for the time being ("**Property Leases Financial Limit**"), as determined with reference to the Group's latest announced audited consolidated financial statements ("**Latest NTA**"). For the purposes of sub-paragraphs b(i) and b(ii) above, the financial limit for each Mandated Transaction not relating to the provision or obtaining of property leases and sub-leases shall be S\$300,000 ("**Category 1 Financial Limit**"); and for the purpose of sub-paragraph b(iii) above, the financial limit for the aggregate value of the Mandated Transactions not relating to the provision or obtaining of property leases and sub-leases shall be the amount equivalent to 3.0% of the Group's Latest NTA ("**Category 2 Financial Limit**").

- (c) The following will apply to the review and approval process for all categories of Mandated Transactions:
 - (i) if the Head of Finance has an interest in the Mandated Transaction or is a nominee for the time being of the Mandated Interested Person, the review and approval process shall be undertaken by such other senior executive of the Company designated by the Audit Committee and the Chairman of the Audit Committee;
 - (ii) if the Head of Finance and the appointed senior executive have an interest in the Mandated Transaction(s) or are nominees for the time being of the Mandated Interested Person, the review and approval process shall be undertaken by the Chairman of the Audit Committee or another member of the Audit Committee (who is not a nominee of the Mandated Interested Person(s) and has no interest in the Mandated Transaction(s)) designated by the Chairman of the Audit Committee from time to time for such purpose;

- (iii) if a member of the Audit Committee has an interest in any Mandated Transaction or is a nominee for the time being of the Mandated Interested Person(s), he/she shall abstain from participating in the review and approval process of the Audit Committee in relation to that Mandated Transaction; and
 - (iv) if a member of the Audit Committee (who is not a nominee of the Mandated Interested Person(s) and has no interest in the Mandated Transaction) also serves as an independent non-executive director on the board of directors or (as the case may be) an audit or other board committee of the Mandated Interested Person, and he/she participates in the review and approval process of the Audit Committee in relation to a Mandated Transaction with that Mandated Interested Person, he/she will abstain from participating on any decision before the board or committee of that Mandated Interested Person with respect to such Mandated Transaction.
- (d) The Company has also implemented the following procedures for the identification of Interested Persons and the recording of all Interested Person Transactions (including the Mandated Transactions):
- (i) The Company will maintain an updated list of Interested Persons and will disclose the list to relevant key personnel within the Group (including after each update to the list) to enable identification of Interested Persons. This master list of Interested Persons shall be reviewed on a half-yearly basis by the Audit Committee;
 - (ii) The Company will obtain signed letters of confirmation from key management personnel and Directors on an annual basis with respect to their interest in any transactions with the Group; and
 - (iii) The Company will maintain a register of Interested Person Transactions, including the Mandated Transactions (“**IPT Register**”) carried out with Mandated Interested Persons. The IPT Register shall include information pertinent to all the Mandated Transactions, such as, but not limited to, the list of Associates, the nature of the Mandated Transactions, the amount of the Mandated Transactions, the basis and rationale for determining the transaction prices, material terms and conditions and supporting evidence and quotations to support such basis. For the avoidance of doubt, all Mandated Transactions including those below S\$100,000 shall be recorded in the IPT Register.

The IPT Register shall be prepared, maintained and monitored by the Head of Finance, who shall not be interested in any of the Mandated Transactions and who is duly delegated to do so by the Audit Committee.

The master list of Interested Persons, the IPT Register and any accompanying report, such as the internal audit reports on Mandated Transactions will be reviewed by the internal auditors or the Audit Committee on a half-yearly basis to ascertain that the procedures established to monitor the Mandated Transactions have been complied with.

- (e) The Board will also ensure that all announcement, disclosures, reporting, approvals and other requirements on the Mandated Transactions, including those required by prevailing legislation, the Catalist Rules, the HK Listing Rules and relevant accounting standards, are complied with.

NOTICE OF ANNUAL GENERAL MEETING

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LHN LIMITED 賢能集團有限公司*

(Incorporated in the Republic of Singapore with limited liability)

(Hong Kong stock code: 1730)

(Singapore stock code: 410)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of **LHN LIMITED** will be held at 10 Raeburn Park, #02-18, Singapore 088702 on Monday, 19 March 2018 at 10:00 a.m. to transact the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements for the financial year ended 30 September 2017 together with the Independent Auditor's Report thereon. **(Resolution 1)**
2. To declare a final dividend of 0.2 Singapore cents (S\$0.002) per ordinary share tax exempt (one-tier) for the financial year ended 30 September 2017. **(Resolution 2)**
3. To re-elect Mr Chan Ka Leung Gary retiring pursuant to Regulation 98 of the Constitution of the Company, and who has, being eligible, offered himself for re-election as a Director. **(Resolution 3)**

The detailed information of Mr Chan Ka Leung Gary as recommended under Guideline 4.7 of the Code of Corporate Governance 2012 and as required under rule 13.74 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "HK Listing Rules") can be found under the sections entitled "Board of Directors" and the "Corporate Governance Report" in the Annual Report and circular of the Company dated 31 January 2018.

[See Explanatory Note (i)]

4. To re-elect the following Directors of the Company retiring pursuant to Regulation 99 of the Constitution of the Company, and who have, being eligible, offered themselves for re-election as Directors:

Ms Lim Bee Choo

(Resolution 4)

Mr Yong Chee Hiong

(Resolution 5)

The detailed information of the above mentioned Directors as recommended under Guideline 4.7 of the Code of Corporate Governance 2012 and as required under rule 13.74 of the HK Listing Rules can be found under the sections entitled "Board of Directors" and the "Corporate Governance Report" in the Annual Report and circular of the Company dated 31 January 2018.

[See Explanatory Note (ii)]

5. To approve the payment of Directors' fees of S\$168,000 for the financial year ending 30 September 2018, payable quarterly in arrears (FY2017: S\$168,000). **(Resolution 6)**
6. To approve the payment of Directors' meeting allowances of S\$25,176 for the financial year ended 30 September 2017. **(Resolution 7)**
[See Explanatory Note (iii)]

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

7. To approve the payment of Directors' travel allowances of S\$2,000 for the financial year ended 30 September 2017.
[See Explanatory Note (iii)] **(Resolution 8)**
8. To re-appoint Messrs PricewaterhouseCoopers LLP as the Independent Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors of the Company to fix their remuneration. **(Resolution 9)**
9. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution as Ordinary Resolution, with or without any modifications:

10. **Proposed Renewal of the Shareholders' Mandate for Interested Person Transactions**

That:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of Section B of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") Listing Manual: Rules of Catalist (the "**Catalist Rules**") ("**Chapter 9**"), for the Company, its subsidiaries and associated companies that are "entities at risk" (as that term is used in Chapter 9), or any of them, to enter into any of the transactions falling within the types of interested person transactions described in the circular of the Company dated 31 January 2018 (the "**Circular**") with any party who is of the class of interested persons described in the Circular, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions;
- (b) the approval given in sub-paragraph (a) above (the "**IPT Mandate**") shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company;
- (c) the Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendments to Chapter 9 of the Catalist Rules which may be prescribed by the SGX-ST from time to time; and
- (d) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the IPT Mandate and/or this Resolution.

[See Explanatory Note (iv)]

(Resolution 10)

By Order of the Board

Kenneth Leong
Joint Company Secretary
Singapore,
31 January 2018

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes:

- (i) Mr Chan Ka Leung Gary, upon re-election as a Director of the Company, will remain as the Chairman of the Audit Committee and a member of the Nominating and Remuneration Committees, and the Board of Directors (save for Mr Chan Ka Leung Gary) considers him independent for the purposes of Rule 704(7) of the Catalyst Rules and rule 3.13 of the HK Listing Rules.
- (ii) Ms Lim Bee Choo, upon re-election as a Director of the Company, will remain as the Group Deputy Managing Director.

Mr Yong Chee Hiong, upon re-election as a Director of the Company, will remain as the Chairman of the Nominating Committee and a member of the Audit and Remuneration Committees, and the Board of Directors (save for Mr Yong Chee Hiong) considers him independent for the purposes of Rule 704(7) of the Catalyst Rules and rule 3.13 of the HK Listing Rules.
- (iii) The payment of Directors' meeting allowances is for the additional and ad-hoc board meetings attended by the Directors during the financial year ended 30 September 2017. The payment of Directors' travel allowances is for the overseas travel conducted by the Directors during the financial year ended 30 September 2017 for the evaluation of potential overseas projects to be undertaken by the Company.
- (iv) The Ordinary Resolution 10 proposed in item 10 above, if passed, will allow the Company and its subsidiaries to enter into transactions with interested persons as defined in Chapter 9 of the Catalyst Rules. Please refer to the Circular of the Company dated 31 January 2018 for details.

Notes:

- 1.
 - (a) A member who is not a relevant intermediary is entitled to appoint one or two proxies to attend and vote at the annual general meeting ("**Meeting**") of the Company.
 - (b) A member who is relevant intermediary is entitled to appoint more than two proxies to attend and vote at the Meeting of the Company, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member,

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Act.
- 2. A proxy need not be a member of the Company.
- 3. A member of the Company which is a corporation is entitled to appoint its authorised representatives or proxies to vote on his behalf.
- 4. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at **10 Raeburn Park, #02-18, Singapore 088702** (for Singapore shareholders), or at the Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited at **Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong** (for Hong Kong shareholders) not less than **seventy-two (72) hours** before the time set for the Meeting. The completion and return of a proxy form by a Shareholder does not preclude him from attending and voting in person at the Meeting should he subsequently decide to do so, although the appointment of the proxy shall be deemed to be revoked by such attendance.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (including any adjournment thereof), and in order for the Company (or its agents) 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), 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) 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.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE OF BOOK CLOSURE IN HONG KONG IN RESPECT OF SHAREHOLDERS' ENTITLEMENT TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM")

In order to determine the entitlement of Shareholders in Hong Kong to attend and vote at the 2018 AGM, the branch register of members of the Company in Hong Kong will be closed from Wednesday, 14 March 2018 to Monday, 19 March 2018 (both days inclusive), during which period no transfer of Shares will be registered in Hong Kong. All Share transfers in Hong Kong, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Tuesday, 13 March 2018.

As at the date of this notice, the board of directors of the Company comprises Mr Lim Lung Tieng and Ms Lim Bee Choo as executive directors of the Company; and Ms Ch'ng Li-Ling, Mr Yong Chee Hiong and Mr Chan Ka Leung Gary as independent non-executive directors of the Company.

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