

NOTICE OF ANNUAL GENERAL MEETING

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

- 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)**
- 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)**
- 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)]

- 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)]

- 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)**
- 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)]
- To approve the payment of Directors' travel allowances of S\$2,000 for the financial year ended 30 September 2017. **(Resolution 8)**
[See Explanatory Note (iii)]
- 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)**
- 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:
- approved 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 Catalyst (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;
 - 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;
 - 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 Catalyst Rules which may be prescribed by the SGX-ST from time to time; and
 - 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. **(Resolution 10)**
[See Explanatory Note (iv)]

By Order of the Board

Kenneth Leong
Joint Company Secretary
Singapore,
31 January 2018

Explanatory Notes:

- 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.
- 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.
- 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.
- 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:

- (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.

- A proxy need not be a member of the Company.
- A member of the Company which is a corporation is entitled to appoint its authorised representatives or proxies to vote on his behalf.
- 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:

- 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");
- 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
- 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 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.