

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of LHN Limited (the "**Company**") will be held at 10 a.m. on 25 September 2017 at 10 Raeburn Park #02-18, Singapore 088702 for the purpose of considering and, if thought fit, passing with or without modifications the following resolutions ("**Resolutions**"), of which Resolutions 1, 3, 4 and 5 will be proposed as ordinary resolutions and Resolution 2 will be proposed as a special resolution:
*All capitalised terms in this Notice of Extraordinary General Meeting which are not defined herein shall have the meanings ascribed to them in the circular dated 2 September 2017 (the "**Circular**") issued by the Company to its Shareholders.*

RESOLUTION 1

ORDINARY RESOLUTION

THE PROPOSED GLOBAL OFFERING OF 42,000,000 NEW SHARES FOR SUBSCRIPTION AT THE OFFER PRICE, TO BE CARRIED OUT IN CONJUNCTION WITH THE PROPOSED SEHK LISTING

THAT subject to and contingent upon the passing of Resolution 2:

- (a) approval be and is hereby given for the Company to carry out and implement the Proposed Global Offering and Proposed SEHK Listing, as well as any other transactions contemplated thereunder;
- (b) the issue of up to 42,000,000 new Shares (the "**Offer Shares**") at an offer price, which shall not be at a discount of more than 10% to the SGX-ST Market Price (as defined below), pursuant to such structure, in such manner, on such terms and at such time as the board of directors of the Company (the "**Board**") may determine, and all matters relating thereto, be approved and authorised, and notwithstanding that the authority conferred by this Resolution may have ceased to be in force, any of the directors of the Company (the "**Directors**") be authorised to issue the Offer Shares in pursuance of any offer or agreement made or option granted by the Directors while this Resolution was in force;
- (c) the listing of the Shares, the Offer Shares and the new Shares that may be allotted and issued pursuant to the exercise of the Options which may be granted in accordance with the terms of the Scheme, on the Main Board of the SEHK, and all matters relating thereto be approved and authorised; and
- (d) the Directors and/or any of them be and are hereby authorised to complete and do all acts and things and sign all such documents and deeds (including approving any matters in relation to the Proposed Global Offering and Proposed SEHK Listing) as they and/or he may consider necessary, desirable or expedient for the purposes of or in connection with and to give effect to this Resolution.

The "**SGX-ST Market Price**" means either (i) the weighted average price for trades of the Shares done on the SGX-ST for the full Market Day on which the offer price is determined; or (ii) if trading in the Shares is not available for a full Market Day as at the time the offer price is determined, the weighted average price for trades of the Shares done on the SGX-ST on the immediately preceding Market Day and up to the time the offer price is determined.

RESOLUTION 2

SPECIAL RESOLUTION

THE PROPOSED ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY

THAT subject to and contingent upon the passing of Resolution 1:

- (a) with effect from the date of listing of the Company on the SEHK, the New Constitution, the regulations of which are set out in Appendix C to the Circular, be approved and adopted as the new Constitution of the Company in substitution for, and to the exclusion of, the Existing Constitution; and
- (b) the Directors and/or any of them be and are hereby authorised to complete and do all acts and things (including, without limitation, executing all such documents as may be required) as they and/or he may consider necessary, desirable or expedient for the purposes of or in connection with and to give effect to this Resolution.

RESOLUTION 3

ORDINARY RESOLUTION

THE PROPOSED ADOPTION OF THE SCHEME

THAT subject to and contingent upon the passing of Resolutions 1 and 2:

- (a) the share option scheme to be named the "LHN Employee Share Option Scheme" (the "**Scheme**"), the rules of which are set out in Appendix D to the Circular, be and is hereby approved and adopted; and
- (b) the Directors be and are hereby authorised:
 - (i) to establish and administer the Scheme;
 - (ii) to modify and/or amend the Scheme from time to time provided that such modifications and/or amendments are effected in accordance with the rules of the Scheme and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Scheme; and
 - (iii) to grant options (the "**Options**") in accordance with the rules of the Scheme and to allot and issue from time to time such number of new Shares required pursuant to the exercise of the Options under the Scheme; and
- (c) the Directors and/or any of them be and are hereby authorised to complete and do all acts and things (including, without limitation, executing all such documents as may be required) as they and/or he may consider necessary, desirable or expedient for the purposes of or in connection with and to give effect to this Resolution.

RESOLUTION 4

ORDINARY RESOLUTION

PROPOSED PARTICIPATION BY KELVIN LIM, A CONTROLLING SHAREHOLDER OF THE COMPANY, IN THE LHN EMPLOYEE SHARE OPTION SCHEME

THAT subject to and contingent upon the passing of Resolution 3, approval be and is hereby given for the participation by Kelvin Lim, a controlling shareholder of the Company, in the LHN Employee Share Option Scheme.

RESOLUTION 5

ORDINARY RESOLUTION

PROPOSED PARTICIPATION BY JESS LIM, A CONTROLLING SHAREHOLDER OF THE COMPANY, IN THE LHN EMPLOYEE SHARE OPTION SCHEME

THAT subject to and contingent upon the passing of Resolution 3, approval be and is hereby given for the participation by Jess Lim, a controlling shareholder of the Company, in the LHN Employee Share Option Scheme.

By Order of the Board

Kelvin Lim

Executive Chairman and Group Managing Director

2 September 2017

Notes:

1. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Extraordinary General Meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
(b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Extraordinary General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"relevant intermediary" has the meaning ascribed to it in Section 181(6) of the Companies Act, Chapter 50 of Singapore.

2. A proxy need not be a member of the Company.
3. 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 not less than 48 hours before the time appointed for holding the Extraordinary General Meeting.
4. Completion and return of the instrument appointing a proxy or proxies by a member shall not preclude him from attending and voting at the Extraordinary General Meeting if he so wishes. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the Extraordinary General Meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the Extraordinary General Meeting.
5. The instrument appointing a proxy or proxies must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General 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 Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General 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.