



**SINOBEST TECHNOLOGY HOLDINGS LTD.**  
Incorporated in Bermuda  
(Company Registration No. 35479)

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a Special General Meeting ("SGM") of **SINOBEST TECHNOLOGY HOLDINGS LTD.** (the "Company") will be held at 1 Robinson Road, #18-00 AIA Tower, Singapore 048542 on 23 January 2013 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

**ORDINARY RESOLUTIONS**

**RESOLUTION 1: PROPOSED ACQUISITION**

That contingent upon passing of the Ordinary Resolutions 2, 3 and 4 and Special Resolutions 8 and 9 in this Notice:

- approval be and is hereby given to the Company for the acquisition by the Company of the entire issued share capital of OKH Holdings Pte. Ltd. ("**Proposed Acquisition**") from the Vendor at a consideration of S\$123,184,659 ("**Purchase Consideration**") and on the terms and subject to the conditions set out in the sale and purchase agreement dated 4 July 2011 entered into between the Company and the Vendor as varied and supplemented by the supplemental agreement dated 20 January 2012, second supplemental agreement dated 4 July 2012 and third supplemental agreement dated 27 December 2012 entered into between the same parties; and
- the Directors and each of them be and are hereby authorised and empowered to complete and do all such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they may consider necessary, desirable or expedient to give effect to the matters contemplated by this Ordinary Resolution.

**RESOLUTION 2: PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY**

That subject to and contingent upon the passing of the Ordinary Resolutions 1, 3 and 4 and Special Resolutions 8 and 9 in this Notice:

- the authorised share capital of the Company be and is hereby increased from US\$30,000,000 divided into 333,333,333 shares of a par value of S\$0.09 each to US\$500,000,000 divided into 5,555,555,555 shares of a par value of S\$0.09 each by the creation of an additional 5,222,222,222 shares in the capital of the Company which shares shall rank *pari passu* in all respects with the then existing issued shares in the capital of the Company; and
- the Directors be and are fully authorised to do all things they consider necessary, expedient and appropriate to effect and implement this Ordinary Resolution.

**RESOLUTION 3: PROPOSED ISSUE AND ALLOTMENT OF CONSIDERATION SHARES**

That contingent upon the passing of the Ordinary Resolutions 1, 2 and 4 and Special Resolutions 8 and 9 in this Notice:

- the Directors be hereby authorised to allot and issue 1,026,538,825 shares in the capital of the Company at an issue price of S\$0.12 each in satisfaction of the Purchase Consideration for the Proposed Acquisition; and
- the Directors and each of them be and are hereby authorised and empowered to complete and do all such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they may consider necessary, desirable or expedient to give effect to the matters contemplated by this Ordinary Resolution.

**RESOLUTION 4: PROPOSED CONSOLIDATION**

That contingent upon passing of the Ordinary Resolutions 1, 2 and 3 and Special Resolutions 8 and 9 in this Notice:

- every two shares of par value US\$0.09 each in the capital of the Company be consolidated into one consolidated share of par value US\$0.18 each in the capital of the Company ("**Consolidated Share**") with effect from a date to be fixed by the Directors; and
- any fraction of a Consolidated Share which may arise from the consolidation pursuant to the paragraph (a) above shall be disregarded, and all fractions of the Consolidated Shares to which holders of the issued shares in the capital of the Company would otherwise be entitled to shall be aggregated and sold and the proceeds arising therefrom shall be retained for the benefit of the Company; and
- the Directors and each of them be and are hereby authorised and empowered to complete and do all such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they may consider necessary, desirable or expedient to give effect to the matters contemplated by this Ordinary Resolution.

**RESOLUTION 5: PROPOSED CHANGE OF AUDITORS OF THE COMPANY**

That contingent upon the passing of the Ordinary Resolutions 1, 2, 3 and 4 and Special Resolutions 8 and 9 in this Notice, Deloitte & Touche LLP, be and are hereby appointed as auditors of the Company in place of Nexia TS Public Accounting Corporation for the financial period ending 30 June 2013 following the completion of the reverse take-over and will hold office until the conclusion of the next annual general meeting of the Company, at a remuneration to be determined by the Directors, and further that the resignation of Nexia TS Public Accounting Corporation as auditors of the Company with effect from the completion of the reverse take-over be and is hereby noted and approved.

**RESOLUTION 6: PROPOSED TERMINATION OF THE SINOBEST EMPLOYEE SHARE OPTION SCHEME**

That contingent upon the passing of the Ordinary Resolutions 1, 2, 3 and 4 and Special Resolutions 8 and 9 in this Notice:

- approval be and is hereby given for the termination of the Sinobest Employee Share Option Scheme which shall take effect from the date of the completion of the Proposed Acquisition; and
- the Directors be and are hereby authorised to do any act or thing or take such steps as may be necessary to facilitate or as may be incidental in connection with the termination of the Sinobest Employee Share Option Scheme.

**RESOLUTION 7: PROPOSED ADOPTION OF THE OKH PERFORMANCE SHARE PLAN**

That contingent upon the passing of the Ordinary Resolutions 1, 2, 3 and 4 and Special Resolutions 8 and 9 in this Notice:

- a share plan to be known as the OKH Performance Share Plan, the rules of which have been submitted to the meeting and, for the purpose of identification, subscribed by the Chairman thereof, under which awards ("**Awards**") of fully paid-up shares in the capital of the Company, their equivalent cash value or combinations thereof will be granted (freely) to selected employees of the Company and/or its subsidiaries, including the Directors, and other selected participants, details of which are set out in the Circular to Shareholders dated 31 December 2012 (the "**Circular**"), be and is hereby approved;
- the Directors be and are hereby authorised:
  - to establish and administer the OKH Performance Share Plan;
  - to modify and/or amend the OKH Performance Share Plan from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the OKH Performance Share Plan and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the OKH Performance Share Plan;
  - to grant the Awards in accordance with the provisions of the OKH Performance Share Plan and to allot and issue from time to time such number of fully paid-up shares as may be required to be delivered pursuant to the vesting of the Awards under the OKH Performance Share Plan provided that the aggregate number of new shares allotted and issued and/or to be allotted and issued pursuant to the OKH Performance Share Plan and any other share-based incentive schemes of the Company shall not exceed 15.0% of the total issued and paid-up share capital of the Company from time to time;
  - subject to the same being allowed by law, to apply any share purchased or acquired under any share purchase mandate and to deliver such existing shares of the Company (including any shares held in treasury) towards the satisfaction of Awards granted under the OKH Performance Share Plan; and
  - to complete and do all such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as the Directors may consider necessary, desirable or expedient to give effect to the matters contemplated by this Ordinary Resolution.

**SPECIAL RESOLUTIONS**

**RESOLUTION 8: PROPOSED CASH DISTRIBUTION BY WAY OF THE PROPOSED CAPITAL REDUCTION**

That subject to and contingent upon the passing of the Ordinary Resolutions 1, 2, 3 and 4 and Special Resolution 9 in this Notice:

- the share premium account of the Company be reduced by an amount in RMB that is equivalent to approximately S\$1.0 million and approximately S\$1.0 million be returned to the shareholders of the Company (the "**Shareholders**") as at a books closure date to be determined by the Directors; and
- the Directors be and are fully authorised to do all things (including without limitation, to deal with any fractions and exchange rate adjustments) they consider necessary, expedient and appropriate to effect and implement this Special Resolution.

**RESOLUTION 9: PROPOSED DISPOSAL INVOLVING THE PROPOSED SELECTIVE SHARE CANCELLATION**

That subject to and contingent upon the passing of the Ordinary Resolutions 1, 2, 3 and 4 and Special Resolution 8 in this Notice:

- the proposed disposal of the entire shareholding interest owned by the Company in (a) Guangzhou Sinobest Information Technology Ltd. and (b) Sinobest Technologies (H.K.) Limited to Zou Gefei, Jin Changren and Profit Saver International Limited (collectively, the "**Undertaking Shareholders**") pursuant to the disposal agreement dated 27 December 2012 entered into between the Company and each of the Undertaking Shareholders (the "**Disposal Agreement**"), be and is hereby approved;
- the issued and paid-up share capital of the Company be reduced by cancelling 75,347,433 shares in the capital of the Company held by the Undertaking Shareholders and returning the corresponding capital to the Undertaking Shareholders, which amount shall be deemed returned as part satisfaction of the purchase consideration payable by the Undertaking Shareholders to the Company under the Disposal Agreement; and
- the Directors be and are fully authorised to do all things they consider necessary, expedient and appropriate to effect and implement this Special Resolution and each of them be authorised and empowered to do all such acts and things as they/he may consider necessary, desirable or expedient to effect and implement any of the foregoing, including without limitation, dealing with any fractions and exchange rate adjustments, entering into and executing all transactions, agreements, deeds, documents and arrangements, and signing, filing and/or submitting any forms, returns and documents with the relevant regulatory authorities and agencies.

**RESOLUTION 10: PROPOSED CHANGE OF NAME OF THE COMPANY**

That contingent upon the passing of the Ordinary Resolutions 1, 2, 3 and 4 and Special Resolutions 8 and 9 in this Notice:

- the name of the Company be changed from "**Sinobest Technology Holdings Ltd.**" to "**OKH Global Ltd.**" and that the name "**Sinobest Technology Holdings Ltd.**" be replaced by "**OKH Global Ltd.**" wherever the earlier name appears in the Memorandum and Bye-Laws of the Company; and
- the Directors be and are hereby authorised to do all such acts and things (including without limitation entering into all such transactions, arrangements and agreements and executing all such documents) as they may consider necessary or expedient for the purposes of giving effect to this Special Resolution.

**RESOLUTION 11: THE PROPOSED AMENDMENT TO THE BYE-LAWS**

That the proposed amendment to the Bye-Laws of the Company as set out in Appendix G to the Circular to Shareholders dated 31 December 2012 is hereby approved and adopted, and any of the Directors be and is hereby authorised to do all such acts as may be necessary or expedient in order to give full effect to this Special Resolution.

By Order of the Board

Chew Kok Liang  
Company Secretary  
31 December 2012

**Notes:**

- A Member of the Company entitled to attend and vote at the SGM of the Company may appoint not more than two proxies to attend and vote in his/her stead. A Member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a Member of the Company.
- If a proxy is to be appointed, the instrument appointing a proxy must be duly deposited at the Company's Singapore Share Transfer Agent, Tricor Barbinder Share Registration Services, located at 80 Robinson Road, #02-00, Singapore 068898 no later than 48 hours before the time appointed for the holding of the SGM.
- The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy 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.
- Depositors are not regarded as Members entitled to attend the SGM and to speak and vote thereat. A depositor who wishes to attend and vote at the SGM, and whose name is shown in the records of CDP as at a time not earlier than 48 hours prior to the time of the SGM, may attend as CDP's proxy. A depositor who is an individual and who wishes to attend the SGM in person need not take any further action and can attend and vote at the SGM without the lodgement of any proxy form. A depositor who is an individual and is unable to attend the SGM personally and wishes to appoint his nominee or nominees to attend and vote on his behalf, and a depositor which is a corporation, must complete, sign and return the proxy form attached to this Circular ("**Depositor Proxy Form**") in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the office of the Company's Singapore share transfer agent, Tricor Barbinder Share Registration Services, located at 80 Robinson Road, #02-00, Singapore 068898, no later than 48 hours prior to the time of the SGM. The completion and return of a Depositor Proxy Form by an individual depositor does not preclude him from attending and voting in person at the SGM if he so wishes, in place of his nominee or nominees.