

**NOTICE OF EXPIRY OF THE NCCPS CONVERSION PERIOD**

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**TO: ALL HOLDERS OF THE OUTSTANDING NON-REDEEMABLE CONVERTIBLE CUMULATIVE PREFERENCE SHARES (“NCCPS”) IN THE CAPITAL OF HL GLOBAL ENTERPRISES LIMITED (THE “COMPANY”)**

**THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

Terms not defined herein shall have the same meanings given to them in the Constitution of the Company (the “**Constitution**”).

If you are in doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Holders of NCCPS who have sold their NCCPS should immediately upon a receipt of a copy of this Notice, send it to the purchaser or the bank, stockbroker or agent through whom the sale was effected for onward transmission to the purchaser.

**EXPIRY OF THE NCCPS CONVERSION PERIOD ON MONDAY, 4 JULY 2016**

Holders of NCCPS are hereby reminded that in accordance with the terms and conditions of the NCCPS, their rights to convert all or any of their NCCPS into fully paid ordinary shares in the capital of the Company (“**Ordinary Shares**”) will expire on **Monday, 4 July 2016** (being the date of expiry of the NCCPS Conversion Period), after which time any conversion rights comprised in the NCCPS which have not been exercised will lapse.

Holders should note that the NCCPS are perpetual securities and there will be no mandatory conversion of the NCCPS upon the expiry of the NCCPS Conversion Period.

**NCCPS CONVERSION RATIO**

The NCCPS Conversion Ratio is one (1) new Ordinary Share for every ten (10) NCCPS to be converted.

**PROCEDURE FOR THE CONVERSION OF THE NCCPS**

Holders of NCCPS who wish to convert all or any of their NCCPS must do so in accordance with the terms and conditions of the NCCPS.

1. NCCPS Conversion Notice

The right to convert shall be exercisable by a holder of NCCPS on any Business Day falling during the NCCPS Conversion Period by completing the NCCPS Conversion Notice and delivering the same to the NCCPS Conversion Agent together with such other documents or evidence (if any) as the directors of the Company (“**Directors**”) may require to prove the title and claim of the person exercising such right. A NCCPS Conversion Notice once given may not be withdrawn without the consent in writing of the Company.

Copies of the NCCPS Conversion Notice are available from the NCCPS Conversion Agent. The address, telephone number and business hours of the NCCPS Conversion Agent are as follows:

KCK CorpServe Pte. Ltd.  
333 North Bridge Road  
#08-00 KH KEA Building  
Singapore 188721

Telephone No. : (65) 6837 2133  
Facsimile No. : (65) 6339 0218  
Business Hours : 9.00 a.m. to 5.00 p.m.

2. Alteration of Rights of NCCPS Following Conversion

Upon conversion, the NCCPS shall become Ordinary Shares and, from the NCCPS Conversion Date, the rights attached to such NCCPS are altered and such NCCPS shall cease to have any preference or priority set out in Article 8C of the Constitution and the Ordinary Shares into which such NCCPS are converted will rank *pari passu* in all respects with the Ordinary Shares then in issue (save for any dividends, rights, allotments and other distributions, the record date for which is before the relevant NCCPS Conversion Date).

3. No Fractional Entitlements

If there shall be fractions of Ordinary Shares into which the NCCPS are converted, the holders of the NCCPS shall not be entitled to such fractions of Ordinary Shares, which shall be disregarded.

**HOLDERS OF NCCPS SHOULD NOTE THAT AFTER MONDAY, 4 JULY 2016, ANY CONVERSION RIGHTS COMPRISED IN THE NCCPS WHICH HAVE NOT BEEN EXERCISED WILL LAPSE. THE NCCPS ARE PERPETUAL SECURITIES AND THERE WILL BE NO MANDATORY CONVERSION OF THE NCCPS UPON THE EXPIRY OF THE NCCPS CONVERSION PERIOD ON MONDAY, 4 JULY 2016.**

BY ORDER OF THE BOARD

Foo Yang Hym  
Chief Financial Officer  
HL Global Enterprises Limited  
3 June 2016  
Singapore