HOTUNG INVESTMENT HOLDINGS LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Hotung Investment Holdings Limited ("**Company**") will be held at The Chevrons, Hibiscus Room 1, 2 & 3, Level 1, 48 Boon Lay Way, Singapore 609961, on 17 April 2018 (Tuesday) at 3:00 p.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the audited Financial Statements of the Company for the financial year ended 31 December 2017, together with the Independent Auditors' Report thereon. **(Resolution 1)**

2. To approve and declare a first and final dividend for the financial year ended 31 December 2017 of NT$3.42 per share as recommended by the directors of the Company ("**Directors**"), to be payable on such date to be determined by the Directors and to be distributed in such manner as the Directors deem fit. The Directors be and are hereby fully authorized to do all acts and things they consider necessary, expedient and appropriate to effect and implement this resolution. **(Resolution 2)**

3. To approve Directors' Fees of NT$8.5 million for the financial year ended 31 December 2017 to the Directors. **(Resolution 3)**

4. To note the following Directors will be retiring by rotation pursuant to Bye-laws 94 and 95 of the Bye-laws of the Company:

   Mr. Chun-Chen Tsou;
   Mr. Kazuyoshi Mizukoshi; and
   Dr. Boon-Wan Tan.

   And

   To re-elect the following retiring Directors who have offered themselves for re-election:

   Mr. Chun-Chen Tsou; and **(Resolution 4)**
   Mr. Kazuyoshi Mizukoshi. **(Resolution 5)**

   And

   To note that the following retiring Director will not be seeking re-election:

   Dr. Boon-Wan Tan.
   (See Explanatory Note 1)

5. To re-elect Ms. Yu-Mei Hsiao retiring pursuant to Bye-law 100 of the Bye-laws of the Company. **(Resolution 6)**

6. To elect Dr. Philip N. Pillai as a Director of the Company pursuant to Bye-law 97 of the Bye-laws of the Company. **(Resolution 7)**
   (See Explanatory Note 2)

7. To re-appoint KPMG LLP as Auditors of the Company until the conclusion of the next annual general meeting and to authorize the Directors to fix their remuneration. **(Resolution 8)**

Hotung_Notice of AGM_r2.indd 1 21/3/18 12:14 pm

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions (with or without modifications) each as Ordinary Resolutions:

8. **THAT** : **(Resolution 9)**

(A) subject to the provisions of the Bye-laws of the Company and the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue (whether by way of rights, bonus or otherwise) and deal with additional shares in the capital of the Company including but not limited to the listing of such additional shares on the SGX-ST and/or the offering of depository receipts in respect of such additional shares and to make or grant offers and agreements which might require the exercise of such power be and is hereby generally and unconditionally approved;

(B) authority be and is hereby given to the Directors to allot and issue shares pursuant to offers, agreements and options made or granted during the Relevant Period (as hereinafter defined) that might or would require shares to be issued, including but not limited to the creation and issuance during the Relevant Period of (as well as adjustments to) warrants, debentures or other instruments convertible into shares (collectively, the "**Instruments**"), upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit, notwithstanding that such allotment and issuance of shares pursuant to the Instruments are made after the end of the Relevant Period (as hereinafter defined);

(C) the aggregate nominal amount of share capital to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an Instrument or otherwise) by the Directors pursuant to the approval in paragraphs (A) and (B) above (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 50% of the aggregate nominal amount of the share capital of the Company in issue (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, of which the aggregate nominal amount of share capital to be allotted other than on a pro-rata basis to the existing members of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed and the said approval shall be limited accordingly;

(D) subject to such manner of calculation as may be prescribed by the SGX-ST, for the purpose of determining the aggregate number of shares that may be issued under paragraph (C) above, the percentage of issued share capital shall be based on the issued share capital of the Company (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for :

(i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and

(ii) any subsequent consolidation or sub-division of shares; and

Hotung_Notice of AGM_r2.indd 2 21/3/18 12:14 pm

(E) for the purpose of this Resolution, "**Relevant Period**" means the period commencing from the passing of this Resolution and expiring on the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required to be held; or

(iii) the date on which the authority given under this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company ("**Shareholders**") in general meeting.

(See Explanatory Note 3)

9. **THAT**: **(Resolution 10)**

(A) the exercise by the Directors of all the powers of the Company to purchase or acquire issued ordinary shares in the capital of the Company ("**Shares**") not exceeding in aggregate the Maximum Limit (as hereinafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:

(i) market purchase(s) ("**On-Market Purchases**") on the SGX-ST; and/or

(ii) off-market purchase(s) (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit based on the requirements of section 76C of the Companies Act, Chapter 50 of Singapore ("**Off-Market Purchases**"),

and otherwise in accordance with all other laws and regulations of Singapore and Bermuda and the rules of the SGX-ST as may for the time being be applicable, be and is hereby authorized and approved generally and unconditionally ("**Proposed Share Buy-back Mandate**");

(B) the authority conferred on the Directors pursuant to the Proposed Share Buy-back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:

(i) the conclusion of the next annual general meeting of the Company or the date by which it is required to be held;

(ii) the date on which the share buy-backs are carried out to the full extent mandated; or

(iii) the date the said mandate is revoked or varied by the Shareholders in a general meeting;

(C) in this Resolution:

"**Maximum Limit**" means such number of Shares representing 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the general meeting at which the Proposed Share Buy-back Mandate is approved by the Shareholders; and

"**Maximum Price**" in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) which shall be determined by the Directors, but must not exceed:

Hotung_Notice of AGM_r2.indd 3 21/3/18 12:14 pm

(i) in the case of an On-Market Purchase of a Share, 105% of the Average Closing Price of the Shares; and

(ii) in the case of an Off-Market Purchase of a Share pursuant to an equal access scheme, 130% of the Highest Last Dealt Price of the Shares,

where:

"**Average Closing Price**" means the average closing price of the Shares over the period of five (5) days on which the SGX-ST is open for securities trading ("**Market Days**") in which transactions in the Shares on the SGX-ST were recorded before the day on which such On-Market Purchase is made and deemed to be adjusted for any corporate action which occurs after the relevant five (5) day period;

"**Highest Last Dealt Price**" means the highest price transacted for a Share on the Market Day on which the Shares were transacted on the SGX-ST immediately preceding the date of the making of the offer pursuant to the Off-Market Purchase; and

"**date of the making of the offer**" means the date on which the Company announces its intention to make an offer for an Off-Market Purchase, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

(See Explanatory Note 4)

10. To transact any other business that may be transacted at an annual general meeting.

By Order of the Board

Hsin-Chieh Chung
Company Secretary

Taipei, Taiwan
2 April 2018

Hotung_Notice of AGM_r2.indd 4 21/3/18 12:14 pm

Explanatory Note(s):

Explanatory Note 1:

*Pursuant to Bye-law 94 of the Company's Bye-laws, except for those Directors holding office as Managing Director, at each annual general meeting, one-third of the Directors shall retire from office by rotation. Given the fact that Ms. Yu-Mei Hsiao who is to retire at the annual general meeting to be held on 17 April 2018 ("**2018 AGM**") pursuant to Bye-law 100 shall not be taken into account in determining the number of Directors who are to retire by rotation, the following Directors, being the longest in service, will be retiring during the 2018 AGM pursuant to Bye-law 95 of the Company's Bye-laws.*

Mr. Chun-Chen Tsou;
Mr. Kazuyoshi Mizukoshi; and
Dr. Boon-Wan Tan.

Dr. Boon-Wan Tan has indicated his intention not to seek re-election, and will accordingly retire at the conclusion of the 2018 AGM. Mr. Chun-Chen Tsou and Mr. Kazuyoshi Mizukoshi have offered themselves for re-election.

Explanatory Note 2:

The proposed election of Dr. Philip N. Pillai as a new Director is made pursuant to Bye-law 97 of the Bye-laws of the Company which requires that the proposed election be referred to Shareholders in general meeting. The Nominating Committee of the Company had reviewed the curriculum vitae of Dr. Philip N. Pillai and has delivered its recommendation through the Board to appoint Dr. Philip N. Pillai as a member of the Board at the forthcoming 2018 AGM. Dr. Philip N. Pillai was formerly an associate professor in law at the National University of Singapore from 1972 to 1985. Between 2001 and 2008, he was the joint managing partner of the Allen & Overy, Shook Lin & Bok Joint Law Venture, and from 1986 to 2009, he was the managing partner of Shook Lin & Bok LLP. From 2009 to 2012, Dr. Philip N. Pillai served as a Judicial Commissioner and Judge of the Supreme Court of Singapore. Dr. Philip N. Pillai was formerly a Director of the Company from 1997 to 2009. He was also previously a director of each of Singapore Exchange Ltd., Mediacorp Pte Ltd., Singapore General Hospital Pte Ltd, Singapore Technologies Engineering Ltd, Singapore Press Holdings Limited, and the Monetary Authority of Singapore. He is currently a director of the Inland Revenue Authority of Singapore, Capitaland Limited, SMRT Corporation Ltd and SMRT Trains Ltd. Dr. Philip N. Pillai was awarded the Public Service Medal in 2003. Dr. Philip N. Pillai had graduated from the National University of Singapore in 1971 with a bachelor degree (first class honours) in law, and obtained a master's degree and Doctor of Juridical Science from Harvard Law School in 1973 and 1982 respectively.

Explanatory Note 3:

Ordinary Resolution 9 proposed in item 8 above, if passed, will authorize the Directors to (i) issue further shares during the Relevant Period (as defined in paragraph (E) of the Ordinary Resolution 9); and (ii) issue shares in pursuance of Instruments (as defined in paragraph (B) of the Ordinary Resolution 9) made or granted during the Relevant Period regardless whether such issuance of shares pursuant to the Instruments are made during the Relevant Period or after the expiry of the Relevant Period, up to an amount not exceeding 50% of the aggregate nominal amount of the share capital of the Company in issue (excluding treasury shares and subsidiary holdings) at the time this Ordinary Resolution 9 is passed, of which the aggregate nominal amount of the share capital to be allotted other than on a pro-rata basis to the existing members of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Ordinary Resolution 9) shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue (excluding treasury shares and subsidiary holdings) at the time this Ordinary Resolution 9 is passed.

For the purpose of determining the aggregate number of shares that may be issued, the percentage of shares shall be based on the issued share capital of the Company (excluding treasury shares and subsidiary holdings) at the time this Ordinary Resolution 9 is passed, after adjusting for (1) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards that are outstanding or subsisting when this Ordinary Resolution 9 is passed; and (2) any subsequent consolidation or sub-division of shares.

This authority will, unless revoked or varied at a general meeting, expire at the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting of the Company is required to be held, whichever is earlier; save and except that this authority extends to cover allotments and issuances of shares made after the end of the Relevant Period where such allotments and issuances of shares are pursuant to Instruments made or granted during the Relevant Period.

Explanatory Note 4:

Ordinary Resolution 10 proposed in item 9 above, if passed, will empower the Directors to buy-back Shares by way of On-Market Purchases and/or Off-Market Purchases in accordance with the terms and conditions set out in the Company's circular dated 19 December 2008 (approved by Shareholders on 7 January 2009).

Please refer to the Appendix (enclosed in a CD-ROM) to this Notice of Annual General Meeting of the Company for additional information in relation to the Proposed Share Buy-back Mandate.

Hotung_Notice of AGM_r2.indd 5 21/3/18 12:14 pm

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 2018 AGM 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 2018 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 2018 AGM (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.

Hotung_Notice of AGM_r2.indd 6 21/3/18 12:14 pm