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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **SHIS Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

SHIS Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1647)

**(1) PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE NEW SHARES AND BUY BACK SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF THE ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at 9:30 a.m. on Wednesday, 23 August 2017 at 18 Kaki Bukit Place, Eunos Techpark, Singapore 416196 is set out on pages 17 to 21 of this circular. A form of proxy for use at the annual general meeting of the Company is also enclosed with this circular.

Whether or not you are able to attend the annual general meeting of the Company, please complete and sign the accompanying form of proxy in accordance with the instructions printed on it and return it to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 31/F, 148 Electric Road, North Point, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting of the Company (i.e. no later than 9:30 a.m. on Monday, 21 August 2017 (Hong Kong time)) or any adjournment of such meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting of the Company or any adjournment of such meeting if you so wish.

24 July 2017

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context otherwise requires:

“acting in concert”	has the same meaning ascribed to it under the Takeovers Code
“AGM”	the annual general meeting of the Company to be held at 9:30 a.m. on Wednesday, 23 August 2017 at 18 Kaki Bukit Place, Eunos Techpark, Singapore 416196, or any adjournment of such meeting
“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Buy-Back Mandate”	as defined in paragraph 2(b) of the Letter from the Board of this circular
“Company”	SHIS Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1647)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	as defined in paragraph 2(a) of the Letter from the Board of this circular
“Latest Practicable Date”	18 July 2017, being the latest practicable date prior to the publication of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, which for the purpose of this circular excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Singapore”	the Republic of Singapore
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“S\$”	Singapore dollars, the lawful currency of Singapore
“%”	per cent

LETTER FROM THE BOARD

SHIS Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1647)

Executive Directors:

Mr. Chua Seng Hai (*Chairman*)

Mr. Lim Kai Hwee

Independent non-executive Directors:

Ms. Ng Peck Hoon

Mr. Toh Soo Bock, Bob

Mr. Sim Choon Hong

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal place of business

in Hong Kong:

19th Floor, Prosperity Tower

39 Queen's Road Central

Central

Hong Kong

24 July 2017

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE NEW SHARES AND BUY BACK SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF THE ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide Shareholders with information in respect of the ordinary resolutions to be proposed at the AGM for, among other matters, (i) the granting of the Issue Mandate to the Directors; (ii) the granting of the Buy-Back Mandate to the Directors; (iii) the extension of the Issue Mandate by adding to it the number of Shares bought back by the Company under the Buy-Back Mandate; and (iv) the re-election of Directors.

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF THE ISSUE MANDATE AND THE BUY-BACK MANDATE

By written resolutions of the then sole Shareholder passed on 5 January 2017, general mandates were granted to the Directors to exercise the powers of the Company to issue new Shares and to buy-back Shares, respectively. Such mandates, to the extent not utilised by the date of the AGM, will lapse at the conclusion of the AGM. Ordinary resolutions will be proposed at the AGM to approve the granting of new general mandates to the Directors:

- (a) to allot, issue or deal with new Shares of not exceeding 20% of the total number of the issued Shares as at the date of passing of such resolution (that is, a total of 207,500,000 Shares on the basis that the existing issued share capital of the Company of 1,037,500,000 Shares remains unchanged as at the date of the AGM) (the “**Issue Mandate**”);
- (b) to buy back Shares, on the Stock Exchange or on any other stock exchange recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange, of not exceeding 10% of the total number of the issued Shares as at the date of passing of such resolution (that is, a total of 103,750,000 Shares on the basis that the existing issued share capital of the Company of 1,037,500,000 Shares remains unchanged as at the date of the AGM) (the “**Buy-Back Mandate**”); and
- (c) to extend the Issue Mandate by adding the number of Shares bought back by the Company pursuant to the Buy-Back Mandate.

The Issue Mandate and the Buy-Back Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 4 and 5 of the notice of the AGM as set out on pages 17 to 21 of this circular.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Buy-Back Mandate. The explanatory statement as required by the Listing Rules in connection with the Buy-Back Mandate is set out in Appendix I to this circular.

3. PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to article 83(3) of the Articles, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board as an addition to the existing Board shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election.

LETTER FROM THE BOARD

Pursuant to article 83(3) of the Articles, any Director appointed by the Board shall hold office until the next following annual general meeting of the Company. Therefore, Mr. Chua Seng Hai, Mr. Lim Kai Hwee, Ms. Ng Peck Hoon, Mr. Toh Soo Bock, Bob and Mr. Sim Choon Hong will all retire from office at the AGM pursuant to article 83(3) of the Articles. All the retiring Directors, being eligible, shall offer themselves for re-election as Directors at the AGM.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of all the above retiring Directors are set out in Appendix II to this circular.

4. CLOSURE OF REGISTER OF MEMBERS

The AGM will be held on Wednesday, 23 August 2017. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 18 August 2017 to Wednesday, 23 August 2017 (both dates inclusive) during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the AGM, unregistered holders of the Shares should ensure that all share transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 31/F, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Thursday, 17 August 2017.

5. AGM AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 17 to 21 of this circular. At the AGM, resolutions will be proposed to approve, among others, the granting of the Issue Mandate and the Buy-Back Mandate, the extension of the Issue Mandate by adding to it the number of Shares bought back pursuant to the Buy-Back Mandate and the re-election of Directors.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the AGM. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

A form of proxy for use at the AGM is enclosed with this circular and the form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.shilimited.com), respectively. Whether or not you are able to attend the AGM, please complete and sign the form of proxy in accordance with the instructions printed on it and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 31/F, 148 Electric Road, North Point, Hong Kong, not less than 48 hours before the time of the AGM (i.e. no later than 9:30 a.m. on Monday, 21 August 2017 (Hong Kong time)). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment of such meeting if you so wish and in such event, your proxy form shall be deemed to be revoked.

6. RECOMMENDATION

The Board considers that the granting of the Issue Mandate and the Buy-Back Mandate, the extension of the Issue Mandate by adding to it the number of Shares bought back pursuant to the Buy-Back Mandate and the re-election of Directors, are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

7. GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolution to be proposed at the AGM. Your attention is also drawn to the additional information set out in the Appendices to this circular.

8. MISCELLANEOUS

This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

Yours faithfully,
On behalf of the Board
SHIS Limited
Chua Seng Hai
Chairman and Executive Director

The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Buy-Back Mandate.

1. REASONS FOR BUY-BACK OF SHARES

The Directors believe that the granting of the Buy-Back Mandate is in the interests of the Company and the Shareholders.

Buy-backs of Shares may, depending on market conditions and funding arrangements at the time, result in an enhancement of the net asset value per Share or earnings per Share, or both. The Directors are seeking the granting of the Buy-Back Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be bought back on any occasion and the price and other terms upon which the same are bought back will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,037,500,000 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the AGM in respect of the granting of the Buy-Back Mandate and on the basis that the existing issued share capital of the Company remains unchanged as at the date of the AGM, that is, 1,037,500,000 Shares, the Directors would be authorised under the Buy-Back Mandate to buy back, during the period in which the Buy-Back Mandate remains in force, a total of 103,750,000 Shares, representing 10% of the total number of the issued Shares as at the date of the AGM.

3. FUNDING OF BUY-BACKS

Buy-backs of Shares will be funded from the Company's internal resources, which shall be funds legally available for such purposes in accordance with the Company's memorandum of association, the Articles, the laws of Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF BUY-BACKS

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 March 2017) in the event that the Buy-Back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Buy-Back

APPENDIX I EXPLANATORY STATEMENT OF THE BUY-BACK MANDATE

Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time befitting the Company.

5. TAKEOVERS CODE

If, on the exercise of the power to buy back Shares pursuant to the Buy-Back Mandate, a Shareholder’s proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, the following Shareholders are interested in more than 10% of the Shares then in issue and in the event that the Directors exercise in full the power to buy back Shares in accordance with the Buy-Back Mandate, the percentage interest in the Shares:

Name	Type of interests	Position	Number of Shares	Approx. percentage of shareholding	Approx. percentage of shareholding upon full exercise of the Buy-Back Mandate
Ruiheng Global Investments Limited (“ Ruiheng Global ”) <i>(Note 1)</i>	Beneficial owner	Long	750,000,000	72.29%	80.32%
Mr. Chua Seng Hai (“ Mr. Chua ”) <i>(Note 1)</i>	Interest of controlled corporation	Long	750,000,000	72.29%	80.32%
Mdm. Bek Poi Kiang (“ Mrs. Chua ”) <i>(Note 2)</i>	Interest of spouse	Long	750,000,000	72.29%	80.32%

Notes:

- (1) The issued share capital of Ruiheng Global is legally and beneficially owned as to 90% by Mr. Chua and as to 10% by Mrs. Chua. Mr. Chua is deemed to be interested in the Shares in which Ruiheng Global is interested in under Part XV of the SFO.
- (2) Mrs. Chua is the spouse of Mr. Chua. Mrs. Chua is deemed to be interested in the Shares in which Mr. Chua is interested in under Part XV of the SFO.

On the basis of the current shareholdings of the above Shareholders, an exercise of the Buy-Back Mandate in full will not result in any party becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code. Moreover, the Directors do not intend to exercise the power to buy back Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

In addition, the Directors do not have any intention to exercise the proposed Buy-Back Mandate to the effect that it will result in the public float to fall below the percentage as required under the Listing Rules or such other minimum percentage agreed by the Stock Exchange from time to time.

6. BUY-BACKS OF SHARES MADE BY THE COMPANY

The Company has not bought back any of its Shares (whether on the Stock Exchange or otherwise) in the previous six months preceding the Latest Practicable Date.

7. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company in the event that the granting of the Buy-Back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have any present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Buy-Back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make any buy-backs of Shares pursuant to the Buy-Back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

8. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange from 30 March 2017, being the date of listing of the Shares on the Stock Exchange (the “**Listing Date**”), and up to the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2017		
March (since the Listing Date)	1.010	0.600
April	1.170	0.740
May	0.780	0.530
June	0.650	0.200
July (up to the Latest Practicable Date)	0.320	0.244

Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the AGM, are provided below:

(1) Mr. Chua Seng Hai

Mr. Chua Seng Hai (“**Mr. Chua**”), aged 56, founder of the Group, was appointed as the Director on 18 May 2016 and re-designated as the executive Director and appointed as the chairman of the Board on 5 July 2016. He is a member of the nomination committee of the Company and also held directorships in various subsidiaries of the Group. He is responsible for the overall strategic planning and business development of the Group.

Mr. Chua has over 20 years of experience in the provision of integrated building services and in the building and construction industry in Singapore. He obtained the National Trade Certificate Grade 3 in Electrical Fitting & Installation (Industrial) (Practical and Theory Parts) and in Electrical Fitting & Installation (Domestic) (Practical and Theory Parts) from the Vocational and Industrial Training Board (currently known as The Institute of Technical Education) of Singapore in August 1979. He is registered with the Building and Construction Authority as a building construction safety supervisor. He is also a licensed electrician registered with the Energy Market Authority in Singapore.

Mr. Chua entered into a service agreement with the Company on 13 March 2017 for an initial term of three years commencing from 30 March 2017, subject to retirement by rotation and re-election at annual general meetings pursuant to the Articles. Under the service agreement, Mr. Chua was entitled to (i) a remuneration of S\$360,000 per annum which was payable monthly and (ii) discretionary bonus in respect of his service as an executive Director. Mr. Chua’s annual remuneration as executive Director was determined by the Board based on the recommendation from the remuneration committee of the Company with reference to the Company’s performance, his duties and responsibilities with the Company and prevailing market conditions.

As at the Latest Practicable Date, Ruiheng Global Investments Limited (“**Ruiheng Global**”) is interested in 750,000,000 Shares, representing approximately 72.29% of the issued share capital of the Company. The issued share capital of Ruiheng Global is legally and beneficially owned as to 90% by Mr. Chua and as to 10% by Mdm. Bek Poi Kiang, spouse of Mr. Chua and a member of the senior management of the Group. Mr. Chua is deemed to be interested in the Shares in which Ruiheng Global is interested in under Part XV of the SFO. Save as disclosed above, Mr. Chua does not have, and is not deemed to have, any interests or short positions in any Shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of SFO.

Save as disclosed above, Mr. Chua does not have any relationship with other Directors, senior management, substantial Shareholders or controlling Shareholders (within the meaning of the Listing Rules). Mr. Chua does not hold any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, there is no further information relating to Mr. Chua that is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter in relation to the re-election of Mr. Chua which needs to be brought to the attention of the Shareholders.

(2) Mr. Lim Kai Hwee

Mr. Lim Kai Hwee (“**Mr. Lim**”), aged 40, was appointed as the executive Director on 5 July 2016. He is a member of the remuneration committee of the Company. He has joined the Group as a general manager since August 2006. Mr. Lim is responsible for the overall management of both the integrated building services business and building and construction business of the Group and is responsible under the immediate authority of the Board for the conduct of the business of the Group and is therefore the chief executive for the purpose of the Listing Rules.

Mr. Lim has around 10 years of experience in the provision of integrated building services and in the building and construction industry in Singapore. Mr. Lim obtained a degree of Bachelor of Applied Science in construction management and economics from Curtin University of Technology in February 2004.

Mr. Lim entered into a service agreement with the Company on 13 March 2017 for an initial term of three years commencing from 30 March 2017, subject to retirement by rotation and re-election at annual general meetings pursuant to the Articles. Under the service agreement, Mr. Lim was entitled to (i) a remuneration of S\$240,000 per annum which was payable monthly and (ii) discretionary bonus in respect of his service as an executive Director. Mr. Lim’s annual remuneration as executive Director was determined by the Board based on the recommendation from the remuneration committee of the Company with reference to the Company’s performance, his duties and responsibilities with the Company and prevailing market conditions.

As at the Latest Practicable Date, (i) Mr. Lim did not have, and was not deemed to have, any interests or short positions in any Shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of SFO; (ii) Mr. Lim does not have any relationship with other Directors, senior management, substantial Shareholders or controlling Shareholders (within the meaning of the Listing Rules); and (iii) Mr. Lim does not hold any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, there is no further information relating to Mr. Lim that is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter in relation to the re-election of Mr. Lim which needs to be brought to the attention of the Shareholders.

(3) Ms. Ng Peck Hoon

Ms. Ng Peck Hoon (“**Ms. Ng**”), aged 47, was appointed as the independent non-executive Director on 5 January 2017. She is currently the chairlady of the audit committee and a member of the remuneration committee and the nomination committee of the Company. Ms. Ng was admitted as a fellow member of the Institute of Certified Public Accountants of Singapore in July 2004 and an associate member of the Institute of Chartered Accountants in Australia in July 1994.

Ms. Ng has more than 20 years of experience in the field of auditing and accounting. Ms. Ng obtained a degree of Bachelor of Accountancy from the National University of Singapore in July 1991. Ms. Ng was admitted as partner to Deloitte & Touche in August 2001 and subsequently was admitted as partner to Deloitte & Touche LLP in June 2008 and resigned in October 2014. She set up De Arta LLP in September 2014, an accounting firm in Singapore, and became a partner of De Arta LLP since then up to the present.

Ms. Ng entered into a letter of appointment with the Company on 13 March 2017 for an initial term of three years commencing from 30 March 2017, subject to retirement by rotation and re-election at annual general meetings pursuant to the Articles. Under the letter of appointment, Ms. Ng was entitled to a remuneration of S\$21,000 per annum which was payable monthly. Ms. Ng’s annual remuneration as independent non-executive Director was determined by the Board based on the recommendation from the remuneration committee of the Company with reference to the Company’s performance, her duties and responsibilities with the Company and prevailing market conditions.

As at the Latest Practicable Date, (i) Ms. Ng did not have, and was not deemed to have, any interests or short positions in any Shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of SFO; (ii) Ms. Ng does not have any relationship with other Directors, senior management, substantial Shareholders or controlling Shareholders (within the meaning of the Listing Rules); and (iii) Ms. Ng does not hold any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, there is no further information relating to Ms. Ng that is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter in relation to the re-election of Ms. Ng which needs to be brought to the attention of the Shareholders.

(4) Mr. Toh Soo Bock, Bob

Mr. Toh Soo Bock, Bob (“**Mr. Toh**”), aged 57, was appointed as the independent non-executive Director on 5 January 2017. He is currently the chairman of the remuneration committee and a member of the audit committee and nomination committee of the Company.

Mr. Toh has over 15 years of experience in the finance industry in Singapore, primarily in investee and portfolio management. Mr. Toh graduated from the University of Wisconsin-Madison with a degree of Bachelor of Business Administration in May 1986. Mr. Toh was employed by AIA Singapore Private Limited as a financial services consultant from November 1989 to October 2005. He worked at Evia Capital Partners Pte Ltd since 2007, at which he is currently director of investment.

Mr. Toh entered into a letter of appointment with the Company on 13 March 2017 for an initial term of three years commencing from 30 March 2017, subject to retirement by rotation and re-election at annual general meetings pursuant to the Articles. Under the letter of appointment, Mr. Toh was entitled to a remuneration of S\$21,000 per annum which was payable monthly. Mr. Toh’s annual remuneration as independent non-executive Director was determined by the Board based on the recommendation from the remuneration committee of the Company with reference to the Company’s performance, his duties and responsibilities with the Company and prevailing market conditions.

As at the Latest Practicable Date, (i) Mr. Toh did not have, and was not deemed to have, any interests or short positions in any Shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of SFO; (ii) Mr. Toh does not have any relationship with other Directors, senior management, substantial Shareholders or controlling Shareholders (within the meaning of the Listing Rules); and (iii) Mr. Toh does not hold any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, there is no further information relating to Mr. Toh that is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter in relation to the re-election of Mr. Toh which needs to be brought to the attention of the Shareholders.

(5) Mr. Sim Choon Hong (also known as Shen Junfeng)

Mr. Sim Choon Hong (“**Mr. Sim**”), aged 46, was appointed as the independent non-executive Director on 5 January 2017. He is currently the chairman of the nomination committee and a member of the audit committee and remuneration committee of the Company.

Mr. Sim has around 8 years of experience in general management. Mr. Sim graduated from RMIT University with a degree of Bachelor of Business in business administration in August 2000. Mr. Sim is currently the regional sales manager at JDV Control Valves S.E.A. Pte Ltd. From October 2008 to July 2013, Mr. Sim worked in a number of organisations including as a deputy general manager at NSL Chemicals Ltd and as a business manager at Econ Careskill Training Centre Pte Ltd.

Mr. Sim entered into a letter of appointment with the Company on 13 March 2017 for an initial term of three years commencing from 30 March 2017, subject to retirement by rotation and re-election at annual general meetings pursuant to the Articles. Under the letter of appointment, Mr. Sim was entitled to a remuneration of S\$21,000 per annum which was payable monthly. Mr. Sim’s annual remuneration as independent non-executive Director was determined by the Board based on the recommendation from the remuneration committee of the Company with reference to the Company’s performance, his duties and responsibilities with the Company and prevailing market conditions.

As at the Latest Practicable Date, (i) Mr. Sim did not have, and was not deemed to have, any interests or short positions in any Shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of SFO; (ii) Mr. Sim does not have any relationship with other Directors, senior management, substantial Shareholders or controlling Shareholders (within the meaning of the Listing Rules); and (iii) Mr. Sim does not hold any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, there is no further information relating to Mr. Sim that is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter in relation to the re-election of Mr. Sim which needs to be brought to the attention of the Shareholders.

NOTICE OF THE ANNUAL GENERAL MEETING

SHIS Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1647)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of SHIS Limited (the “**Company**”) will be held at 9:30 a.m. on Wednesday, 23 August 2017 at 18 Kaki Bukit Place, Eunos Techpark, Singapore 416196 to consider and if thought fit, transact the following resolutions as ordinary resolutions of the Company:

ORDINARY BUSINESS

1. To receive and consider the audited consolidated financial statements and the reports of the directors (“**Director(s)**”) of the Company and the auditors of the Company for the year ended 31 March 2017;
2.
 - (a) To re-elect Mr. Chua Seng Hai as an executive Director;
 - (b) To re-elect Mr. Lim Kai Hwee as an executive Director;
 - (c) To re-elect Ms. Ng Peck Hoon as an independent non-executive Director;
 - (d) To re-elect Mr. Toh Soo Bock, Bob as an independent non-executive Director;
 - (e) To re-elect Mr. Sim Choon Hong as an independent non-executive Director;
 - (f) To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
3. To re-appoint Deloitte & Touche LLP as auditors of the Company and to authorise the Board to fix the auditor’s remuneration;

SPECIAL BUSINESS

4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) of this resolution, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with (otherwise than by way of Rights Issue (as defined below) or pursuant to the exercise of options granted under any of the Company’s share option schemes or any scrip dividend scheme or similar arrangements providing

NOTICE OF THE ANNUAL GENERAL MEETING

for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company pursuant to the articles of association (the “**Articles**”) of the Company from time to time) additional shares in the share capital of the Company and to make or grant any offers, agreements and options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant any offers, agreements and options which would or might require the exercise of such powers either during or after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below); or
 - (ii) the grant or exercise of any option under any share option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to employee, director, advisor or business consultant of the Company and/or any of its subsidiaries of shares in the Company or rights to acquire shares in the Company; or
 - (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in the Company in accordance with the Articles in force from time to time; or
 - (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any warrants or convertible bonds issued by the Company or any securities which carry rights to subscribe for or are convertible into shares in the Company shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution,

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

NOTICE OF THE ANNUAL GENERAL MEETING

(d) for the purposes of this resolution,

“**Relevant Period**” means the period from the passing of this resolution until whichever is 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 by the Articles or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means the offer of shares in the Company or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares in the Company on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined in resolution no. 4(d) set out in the notice) of all powers of the Company to buy back the issued shares of the Company on the Stock Exchange or any other stock exchange on which shares in the capital of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Listing Rules or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved; and

NOTICE OF THE ANNUAL GENERAL MEETING

- (b) the aggregate nominal amount of shares of the Company which the Company is authorised to buy back pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the issued share capital of the Company at the date of the passing of this resolution, and the said approval shall be limited accordingly.”
6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions nos. 4 and 5 above, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with shares of the Company pursuant to resolution no. 4 above be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by Directors pursuant to such unconditional general mandate of an amount representing the aggregate nominal amount of the share capital of the Company bought back by the Company under the authority granted pursuant to resolution no. 5 above.”

By order of the Board
SHIS Limited
Chua Seng Hai
Chairman and Executive Director

Hong Kong, 24 July 2017

Notes:

- (a) Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (b) In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 31/F, 148 Electric Road, North Point, Hong Kong, not less than 48 hours before the time appointed for the holding of the annual general meeting of the Company (i.e. no later than 9:30 a.m. on Monday, 21 August 2017 (Hong Kong time) or any adjournment of such meeting. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.

NOTICE OF THE ANNUAL GENERAL MEETING

- (c) For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Friday, 18 August 2017 to Wednesday, 23 August 2017 (both dates inclusive), during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the above meeting, unregistered holders of shares should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 31/F, 148 Electric Road, North Point, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 17 August 2017.
- (d) In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto to if more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (e) In relation to the proposed resolutions no. 2(a) to 2(e) above, Details of the retiring Directors standing for re-election are set out in Appendix II to this circular of which this notice of the AGM forms part.
- (f) In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares under the Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders of the Company
- (g) In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to buy back shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in the Appendix I in this circular of which this notice of the AGM forms part.
- (h) Any voting at the meeting shall be taken by poll.
- (i) In the case of any inconsistency between the Chinese translation and the English text hereof, the English text shall prevail.

As at the date of this notice, the Board comprises Mr. Chua Seng Hai and Mr. Lim Kai Hwee as executive Directors; and Ms. Ng Peck Hoon, Mr. Toh Soo Bock, Bob and Mr. Sim Choon Hong as independent non-executive Directors.