

YONGMAO HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No.: 200510649K)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Yongmao Holdings Limited (the "**Company**") will be held at 81 Ubi Avenue 4, #09-01 UB. One, Singapore 408830 on 31 December 2013 at 10 a.m. for the purpose of considering and, if thought fit, passing the following Ordinary Resolution:-

AS ORDINARY RESOLUTION

Approval of the Restructuring Agreement and Shareholders' Agreement

THAT :

(a) approval be and is hereby given for the following Proposed Restructuring of the Company and its wholly-owned subsidiary, Fushun Yongmao Construction Machinery Co., Ltd. (抚顺永茂建筑机械有限公司) ("**FSYM**") investments in Tat Hong Zhaomao Investment Co., Ltd (达丰兆茂投资有限公司) ("**THZMI**") and Beijing Tat Hong Zhaomao Equipment Rental Co., Ltd (北京达丰兆茂机械租赁有限公司) ("**BJTHZM**") which are jointly owned with Tat Hong Holdings Ltd ("**Tat Hong**") and its subsidiaries (collectively, "Tat Hong Group"), which comprise the following:

- A. Transfer by FSYM of 25% of the equity interest in THZMI and transfer by FSYM of 11.89% of the equity interest in BJTHZM for cash;
- B. Transfer by the Company of its 17.83% equity interest in BJTHZM for the consideration of 2,700,000 new shares in the capital of Tat Hong Equipment (China) Pte Ltd ("**THEC**"), representing approximately 1.99% of the enlarged issued and paid-up capital of THEC;
- C. Subscription by the Company of 13,035,099 shares in the issued and paid-up capital of THEC for cash, which will result in approximately 9.61% of the enlarged issued and paid-up capital of THEC;
- D. The conditional Shareholders' Agreement dated 24 July 2013 entered into between the Company, Tat Hong International Pte Ltd ("**THI**") and THEC; and

which will result in the Company holding 11.6% equity interest in THEC at the Group's original cost of investment in THZMI and BJTHZM, pursuant to the Restructuring Agreement entered into between the Company, FSYM, THZMI, BJTHZM, THI and THEC; and

(b) the Non-Interested Directors (as defined in the Company's Circular to Shareholders dated 16 December 2013) be and are hereby authorised to exercise such discretions, to complete and do all such acts and things, including without limitation, to sign, seal and execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to the Restructuring and Shareholders' Agreements or any other document, as they may consider necessary, desirable or expedient in connection with the Proposed Restructuring and/ or this Ordinary Resolution as they may deem fit.

All capitalised terms used in this Notice which are not defined herein shall unless the context otherwise requires have the same meanings ascribed to them in the Company's Circular to Shareholders dated 16 December 2013 (including supplements and modifications thereto).

BY ORDER OF THE BOARD

Yongmao Holdings Limited

Sun Zhao Lin

Executive Director and Chairman

16 December 2013

Notes:

- (1) A member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) The instrument or form appointing a proxy, duly executed, must be deposited at the registered office of the Company at 81 Ubi Avenue 4, #09-01 UB. One, Singapore 408830 not less than 48 hours before the time appointed for holding the Extraordinary General Meeting in order for the proxy to be entitled to attend and vote at the Extraordinary General Meeting.