

SINGAPORE WINDSOR HOLDINGS LIMITED

(Company Registration Number 200505764Z)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of **SINGAPORE WINDSOR HOLDINGS LIMITED** (the “**Company**”) will be held at the Tanglin 1 Room, Level One, RELC International Hotel, 30 Orange Grove Road, Singapore 258352 on Wednesday, 30 July 2014 at 11:00 a.m., for the following purposes:

AS ORDINARY BUSINESS:

1. To receive and adopt the Directors’ Report and the Audited Accounts for the financial year ended 31 March 2014 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To approve the payment of Directors’ fees of S\$156,111 for the financial year ended 31 March 2014. (2013: S\$120,000) **(Resolution 2)**
3. To re-elect Mr Ho Kwok Wai, a Director retiring under Article 97 of the Company’s Articles of Association and who being eligible, will offer himself for re-election. **(Resolution 3)**
4. To re-elect Mr Fong Sing Chak Jack, a Director retiring under Article 97 of the Company’s Articles of Association and who being eligible, will offer himself for re-election. **(Resolution 4)**
5. To re-elect Mr Wee Sung Leng, a Director retiring under Article 97 of the Company’s Articles of Association and who being eligible, will offer himself for re-election. **(Resolution 5)**
(see explanatory note 1)
6. To re-elect Mr Chan Tak Sing Martin, a Director retiring under Article 91 of the Company’s Articles of Association and who being eligible, will offer himself for re-election. **(Resolution 6)**
7. To re-appoint Messrs RSM Chio Lim LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**

AS SPECIAL BUSINESS:

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution, with or without any modifications:

8. **Authority to Allot and Issue Shares**

“That pursuant to Section 161 of the Companies Act and Rule 806 of the listing manual (“**Listing Manual**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), the Directors of the Company be authorised and empowered to:

(Resolution 8)

- (a) issue shares in the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or
- (b) make or grant offers, agreements or options that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares (collectively, “**Instruments**”),

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force, provided that:

- (i) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution and including Shares which may be issued pursuant to any adjustments effected under any relevant Instrument) to be issued pursuant to this Resolution shall not exceed fifty per cent (50%) of the total number of issued Shares in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares and Instruments to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed twenty per cent (20%) of the total number of issued Shares in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below);
- (ii) (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 sub-paragraph (i) above, the total number of issued Shares shall be calculated and based on the total number of issued Shares in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - (I) new Shares arising from the conversion or exercise of any convertible securities;
 - (II) new Shares arising from the exercise of share options or the vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
 - (III) any subsequent bonus issue, consolidation or subdivision of Shares;
- (iii) in exercising the authority granted by this Resolution, the Company shall comply with the provisions of Companies Act, the the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
- (iv) (unless revoked or varied by the Company in a general meeting), such authority granted under this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.”

(see explanatory note 2)

9. To transact any other business that may be properly transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

Wee Woon Hong
Lee Hock Heng
Company Secretaries
Singapore

14 July 2014

EXPLANATORY NOTES:

1. Mr Wee Sung Leng will, upon re-appointment as a Director of the Company, continue to serve as a member of the Audit Committee and as the Chairman of the Remuneration and Nominating Committees. Mr Wee will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.
2. The Ordinary Resolution 8, if passed, will empower the Directors of the Company from the date of this Annual General Meeting until the date of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, 50% of the total number of issued Shares in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to existing shareholders of the Company.

Notes:

- (i) A member of the Company entitled to attend and vote at the above Annual General Meeting may appoint not more than two proxies to attend and vote instead of him.
- (ii) Where a member appoints two proxies, he/she shall specify the proportion of his/her shareholding to be represented by each proxy in the instrument appointing the proxies. A proxy need not be a member of the Company.
- (iii) If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.
- (iv) The instrument appointing a proxy must be deposited at the Registered Office of the Company at 30 Raffles Place #19-04 Chevron House, Singapore 048622, not less than 48 hours before the time appointed for holding the above Annual General Meeting.