



SINGAPORE WINDSOR HOLDINGS LIMITED

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) 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 7 February 2014 at 3:00 pm for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

ORDINARY RESOLUTION:

THE PROPOSED DISPOSAL OF THE ENTIRE SHAREHOLDING INTERESTS OF WINDSOR MANGANESE LIMITED HELD BY WINDSOR HOLDING INVESTMENT LIMITED, A WHOLLY-OWNED SUBSIDIARY OF THE COMPANY

That:

- (a) approval be and is hereby given for the Proposed Disposal (as defined in the circular to shareholders dated 23 January 2014 (“Circular”), on the terms and subject to the conditions set out in the SPA (as defined in the Circular) between the Company and Bright Legend Investment Limited; and
- (b) the Directors of the Company be and are hereby authorised to do all acts and things (Including executing such documents as may be required) as they may consider expedient or necessary or in the interest of the Company, in connection with the subject matter of, or to give effect to, this Ordinary Resolution.

By Order of the Board
Singapore Windsor Holdings Limited

Ho Kwok Wai
Executive Director and Chairman
23 January 2014

Notes:

- (1) A shareholder of the Company entitled to attend and vote at the EGM of the Company may appoint not more than two proxies to attend and vote in his/her stead. A shareholder of the Company which is a corporation, is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a shareholder of the Company.
- (2) If a proxy is to be appointed, the instrument appointing a proxy must be duly deposited at the registered office of the Company at 30 Raffles Place #19-04 Chevron House Singapore 048622 not later than 48 hours before the time appointed for the holding of the EGM.
- (3) The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
- (4) A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 48 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.