
NOTICE OF EXTRAORDINARY GENERAL MEETING

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 Tanglin 1, Level One, RELC International Hotel, 30 Orange Grove Road Singapore 258352 on 30 July 2014 at 11:30 a.m. (or soon thereafter immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be held on 30 July 2014 at 11:00 a.m.) for the purpose of considering and, if thought fit, passing with or without modifications, the resolutions as set out below as ordinary resolutions:

All capitalised terms used and not defined herein shall have the same meanings given to them in the circular to shareholders of the Company dated 14 July 2014 unless otherwise expressly stated or the context otherwise requires.

ORDINARY RESOLUTION 1: PROPOSED DIVERSIFICATION OF THE BUSINESS

That:

- (a) approval be and is hereby given for the diversification by the Company and its subsidiaries of its core business to include:
- (i) trading, distribution, retail, branding and/or marketing of FMCG Products and durable goods in various locations in South East Asia, commencing with Myanmar;
 - (ii) to undertake infrastructure related business which would include the supply of products, equipment and services relating to construction and telecom-infrastructure (including the laying of cables and/or building and management of telecommunications towers); and the trading, distribution and/or branding of Industrial Products in South East Asia, commencing with Myanmar; and
 - (iii) limousine service business that involves the provision of car rental and/or limousine services locations in South East Asia, commencing with Myanmar
- (collectively the “**Proposed New Business Segments**”), and any other activities related to the Proposed New Business Segments;
- (b) the Company be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of, from time to time any such assets, investments and shares/interests in any entity that is in the Proposed New Business Segments on such terms and conditions as the Directors deem fit, and such Directors be and are hereby authorised to take such steps and exercise such discretion and do all such acts or things as they deem desirable, necessary or expedient or give effect to such to any such investment, purchase, acquisition or disposal; and
- (c) the directors of the Company or any of them be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this Ordinary Resolution as they or he may think fit.

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ORDINARY RESOLUTION 2: SPECIFIC APPROVAL FOR THE VOLUME OF BUSINESS TO CROSS 20% OF THE COMPANY'S MARKET CAPITALISATION FROM TIME TO TIME IN EACH OF THE:-

I. PROPOSED TRADING, DISTRIBUTION AND RETAIL SEGMENT; AND

II. PROPOSED CONSTRUCTION AND TELECOM SEGMENT

That, subject to and contingent upon the passing of Ordinary Resolution 1:

- (a) approval be and is hereby given for the Company to undertake business activities and to enter into contracts in relation to the Proposed Trading, Distribution and Retail Segment at such aggregate value in the Proposed Trading, Distribution and Retail Segment to cross 20% of the Company's market capitalisation from time to time, on such terms and in such manner as the directors shall deem fit from time to time;
- (b) approval be and is hereby given for the Company to undertake business activities and to enter into contracts in relation to the Proposed Construction and Telecom Segment at such aggregate value in the Proposed Construction and Telecom Segment to cross 20% of the Company's market capitalisation from time to time, on such terms and in such manner as the directors shall deem fit from time to time; and
- (c) 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

Wee Woon Hong
Lee Hock Heng
Company Secretaries

14 July 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.