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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### 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, Level One, RELC International Hotel, 30 Orange Grove Road Singapore 258352 on 30 July 2014 at 12:00 p.m. (or as soon thereafter following the conclusion or adjournment of the Extraordinary General Meeting of the Company to be held at 11:30 a.m. on the same day and at the same place), for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

*Terms and expression not defined herein shall have the meanings ascribed to them in the Company’s Circular to the Shareholders dated 14 July 2014.*

### **ORDINARY RESOLUTION: PROPOSED ADOPTION OF THE SWH PERFORMANCE SHARE PLAN**

That:-

- (a) a share plan to be known as SWH Performance Share Plan (the “Share Plan”), the rules of which have been submitted to the meeting and, for the purpose of identification, subscribed by the Chairman thereof, under which awards (“Awards”) of fully paid-up ordinary shares in the capital of the Company (the “Shares”), their equivalent cash value or combinations thereof will be granted, free of payment, to selected employees of the Company and/or its subsidiaries, including the Directors of the Company, and other selected participants, details of which are set out in the Circular to Shareholders dated 14 July 2014 (the “Circular”), be and is hereby approved;
- (b) the Directors of the Company be and are hereby authorised:-
  - (i) to establish and administer the Share Plan; and
  - (ii) to modify and/or alter the Share Plan from time to time, provided that such modification and/or alteration is effected in accordance with the provisions of the Share Plan and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the Share Plan; and
  - (iii) subject to the same being allowed by law, to apply any share purchased under any share buyback mandate towards the satisfaction of Awards granted under the Share Plan; and
- (c) the Directors of the Company be and are hereby authorised to grant Awards in accordance with the provisions of the Share Plan and to allot and issue from time to time such number of fully paid-up Shares as may be required to be allotted and issued pursuant to the vesting of Awards under the Share Plan, provided that the aggregate number of Shares to be allotted and issued pursuant to the Share Plan shall not exceed 15% of the total issued share capital of the Company from time to time.

By Order of the Board  
**SINGAPORE WINDSOR HOLDINGS LIMITED**

Wee Woon Hong  
Lee Hock Heng  
Company Secretaries

14 July 2014

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**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.