



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 9 Battery Road, Straits Trading Building, 21st Floor, Singapore 049910 on Wednesday, 29 July 2015 at 10:00 a.m., for the following purposes:

AS ORDINARY BUSINESS:

- To receive and adopt the Directors' Report and the Audited Accounts for the financial year ended 31 March 2015 together with the Independent Auditors' Report thereon. **(Resolution 1)**
- To approve the payment of Directors' fees of S\$191,452 for the financial year ended 31 March 2015. (2014: S\$156,111) **(Resolution 2)**
- To re-elect Mr Ho Kwok Wai, a Director retiring under Article 91 of the Company's Articles of Association and who being eligible, will offer himself for re-election. **(Resolution 3)**
- To re-elect Mr Wong Yen Siang, a Director retiring under Article 91 of the Company's Articles of Association and who being eligible, will offer himself for re-election. **(Resolution 4)**
(see explanatory note 1)
- To re-elect Mr Mark Francis Bedingham, 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)**
- To re-appoint Messrs RSM Chio Lim LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**

AS SPECIAL BUSINESS:

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

- Authority to Allot and Issue Shares** **(Resolution 7)**

“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:

- issue shares in the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or
- 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:

- 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);
- (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:
 - new Shares arising from the conversion or exercise of any convertible securities;
 - the passing of this Resolution; and
 - any subsequent bonus issue, consolidation or subdivision of Shares;
- 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
- (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)

- Authority to grant awards and to allot and issue shares under SWH Performance Share Plan** **(Resolution 8)**

“That approval be and is hereby given to the Directors to grant awards from time to time in accordance with the provisions of SWH Performance Share Plan (“**SWH PSP**”), and, pursuant to Section 161 of the Companies Act, to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the vesting of the awards under SWH PSP, provided always that the aggregate number of Shares to be allotted and issued pursuant to SWH PSP, when aggregated together with Shares to be allotted and issued pursuant to any other existing employee share schemes of the Company shall not exceed 15 per cent (15%) of the total number of issued Shares excluding treasury shares from time to time.”

(see explanatory note 3)

- 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
6 July 2015

EXPLANATORY NOTES:

- Mr Wong Yen Siang will, upon re-appointment as a Director of the Company, continue to serve as the Chairman of the Audit Committee and a member of the Remuneration and Nominating Committees. Mr Wong will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.
- The proposed Ordinary Resolution 7, 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.
- The proposed Ordinary Resolution 8, if passed, will empower the Directors to offer and grant awards under SWH PSP (as from time to time amended, modified or supplemented), which was approved at the extraordinary general meeting of the Company on 30 July 2014, and to allot and issue Shares in the capital of the Company, pursuant to the vesting of the awards under SWH PSP provided always that the aggregate number of Shares to be issued under SWH PSP, when aggregated with Shares to be issued under any other existing share scheme of the Company, does not exceed 15 per cent (15%) of the total number of issued Shares excluding treasury shares of the Company for the time being.

Notes:

- 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.
- 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.
- 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.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at 300 Beach Road #29-01 The Concourse Singapore 199555, not less than 48 hours before the time appointed for holding the above Annual General Meeting.

Personal Data Privacy:

“Personal data” in this notice has the same meaning as “personal data” in the Personal Data Protection Act 2012 (“**PDPA**”), which includes your and your proxy's and/or representative's name, address and NRIC/Passport No. By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's and its proxy(ies)'s or representative's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior express consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, (iii) undertakes that the member will only use the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iv) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty. Your and your proxy and/or representative's personal data may be disclosed or transferred by the Company to its subsidiaries, its share register and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the Company's verification and record purposes.

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 9 Battery Road, Straits Trading Building 21st Floor, Singapore 049910 on 29 July 2015 at 11.00 a.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 10.00 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 resolutions:

ORDINARY RESOLUTION: THE PROPOSED DISPOSAL OF THE ENTIRE SHAREHOLDING INTERESTS OF WINDSOR HOLDING INVESTMENTS LIMITED AND WINDSOR METAL MANUFACTURE CO. LIMITED HELD BY THE COMPANY

That:

- approval be and is hereby given for the Proposed Disposal (as defined in the circular to shareholders dated 6 July 2015 (“**Circular**”), on the terms and subject to the conditions set out in the SPA (as defined in the Circular) (as defined in the Company and Chung Koon Wing and Chung Wah Sang; and
- 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.

SPECIAL RESOLUTION: THE PROPOSED CHANGE OF NAME OF THE COMPANY

That:

- the name of the Company be changed from “Singapore Windsor Holdings Limited” to “Singapore Myanmar Investco Limited” and that the name “Singapore Myanmar Investco Limited” be substituted for “Singapore Windsor Holdings Limited” wherever the latter name appears in the Memorandum and Articles of Association of the Company; and
- each of the Directors of the Company be and is hereby authorised to complete and do all such acts and things (including or amending such documents as may be required) as he may consider necessary, desirable or expedient to give effect to this Special Resolution as he may deem fit.

By Order of the Board
Singapore Windsor Holdings Limited

Mark Francis Bedingham
Executive Director, President and CEO
6 July 2015

Notes:

- 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.
- If a proxy is to be appointed, the instrument appointing a proxy must be duly deposited at the registered office of the Company at 300 Beach Road #29-01 The Concourse Singapore 199555 not later than 48 hours before the time appointed for the holding of the EGM.
- 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.
- 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.

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“Personal data” in this notice has the same meaning as “personal data” in the Personal Data Protection Act 2012 (“**PDPA**”), which includes your and your proxy's and/or representative's name, address and NRIC/Passport No. By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's and its proxy(ies)'s or representative's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior express consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, (iii) undertakes that the member will only use the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iv) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty. Your and your proxy and/or representative's personal data may be disclosed or transferred by the Company to its subsidiaries, its share register and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the Company's verification and record purposes.