



**SINGAPORE MYANMAR INVESTCO LIMITED**  
(formerly known as Singapore Windors Holdings Limited)  
(Company Registration No. 200505764Z)  
(Incorporated in the Republic of Singapore)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of **SINGAPORE MYANMAR INVESTCO LIMITED** (the "Company") will be held at Sky Garden Meeting Room, 21<sup>st</sup> Floor Straits Trading Building, 9 Battery Road, Singapore 049910 on Tuesday, 26 July 2016 at 10.00 a.m., for the following purposes:

**AS ORDINARY BUSINESS:**

- To receive and adopt the Directors' Statement and the Audited Financial Statements for the financial year ended 31 March 2016 together with the Independent Auditors' Report thereon. **(Resolution 1)**
- To approve the payment of Directors' fees of S\$240,000 for the financial year ended 31 March 2016. (2015: S\$191,452) **(Resolution 2)**
- To re-elect Mr Fong Sing Chak Jack, a Director retiring under Article 91 of the Company's Constitution and who being eligible, will offer himself for re-election. (see explanatory note 1) **(Resolution 3)**
- To re-elect Mr Wee Sung Leng, a Director retiring under Article 91 of the Company's Constitution and who being eligible, will offer himself for re-election. (see explanatory note 2) **(Resolution 4)**
- To re-appoint Messrs RSM Chio Lim LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**

**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 6)**  
"That pursuant to Section 161 of the Companies Act, Chapter 50 ("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 this 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;
  - 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
  - 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 the Act, 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 Constitution 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 3)

- Authority to grant awards and to allot and issue shares under SWH Performance Share Plan** **(Resolution 7)**

"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, Chapter 50, 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 4)

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

BY ORDER OF THE BOARD

Lee Wei Hsiung  
Wang Shin Lin, Adeline  
Company Secretaries  
Singapore  
8 July 2016

**EXPLANATORY NOTES:**

- Mr Fong Sing Chak Jack will, upon re-appointment as a Director of the Company, continue to serve as a member of the Audit, Remuneration and Nominating Committees. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. He does not have any relationships, including immediate family relationships with the Directors of the Company, the Company or its 10% shareholders.
- Mr Wee Sung Leng will, upon re-appointment as a Director of the Company, continue to serve as the Chairman of the Remuneration and Nominating Committees and a member of the Audit Committee. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. He does not have any relationships, including immediate family relationships with the Directors of the Company, the Company or its 10% shareholders.
- The proposed Ordinary Resolution 6, 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 7, 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) A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the Annual General Meeting ("AGM"). Where such member's form of proxy appoints more than one (1) proxy, the proportion of his/her shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
- (b) A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50.

- (ii) A proxy need not be a member of the Company.

- (iii) The instrument appointing a proxy or proxies must be deposited at the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02, Singapore 068898 not less than forty-eight (48) hours before the time appointed for the AGM.

**PERSONAL DATA PRIVACY**

By submitting a proxy 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 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 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, and (iii) 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.

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting ("EGM") of **SINGAPORE MYANMAR INVESTCO LIMITED** (the "Company") will be held at 21<sup>st</sup> Floor, Straits Trading Building, 9 Battery Road, Singapore 049910 on 26 July 2016 at 11.00 a.m. (or immediately after the conclusion of the Annual General Meeting of the Company to be held on 26 July 2016) for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

**ORDINARY RESOLUTIONS**

**Resolution 1: The Proposed Debt Conversion and the allotment and issue of Debt Conversion Shares to Mr Ho Kwok Wai**

That:

- pursuant to Chapter 9 of the Listing Manual, approval be and is hereby given for the Proposed Debt Conversion being an Interested Person Transaction;
- pursuant to Chapter 8 of the Listing Manual, the Directors of the Company be and are hereby authorised to allot and issue up to 27,483,189 Debt Conversion Shares to Mr Ho Kwok Wai in repayment of an aggregate amount of US\$7,071,651.66 owed by the Company to Mr Ho Kwok Wai (including accrued interest thereon at a rate of 2.34% per annum) at an issue price of S\$0.36 per Debt Conversion Share pursuant to and subject to the terms and conditions of the Debt Conversion Deed;
- the Directors of the Company be and are hereby authorised to do any and all such acts as they may, in their absolute discretion deem fit, expedient or necessary to give effect to the issue of the Debt Conversion Shares, and take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be required or as they may consider necessary or expedient for the purpose of giving effect to the Proposed Debt Conversion.

**Resolution 2: The Proposed Debt Conversion and the allotment and issue of Debt Conversion Shares to Mr Mark Francis Bedingham**

That:

- pursuant to Chapter 9 of the Listing Manual, approval be and is hereby given for the Proposed Debt Conversion being an Interested Person Transaction;
- pursuant to Chapter 8 of the Listing Manual, the Directors of the Company be and are hereby authorised to allot and issue up to 7,780,861 Debt Conversion Shares to Mr Mark Francis Bedingham in repayment of an aggregate amount of US\$2,002,080.00 owed by the Company to Mr Mark Francis Bedingham (including accrued interest thereon at a rate of 2.34% per annum) at an issue price of S\$0.36 per Debt Conversion Share pursuant to and subject to the terms and conditions of the Debt Conversion Deed; and
- the Directors of the Company be and are hereby authorised to do any and all such acts as they may, in their absolute discretion deem fit, expedient or necessary to give effect to the issue of the Debt Conversion Shares, and take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be required or as they may consider necessary or expedient for the purpose of giving effect to the Proposed Debt Conversion.

**Resolution 3: Proposed New Share Issue Mandate**

That pursuant to Section 161 of the Companies Act and Rule 806 of the Listing Manual, and contingent upon the passing of Ordinary Resolutions 1 and 2 in this Notice:

The resolution passed by Shareholders as Ordinary Resolution 7 at the Annual General Meeting of the Company held on 29 July 2015 be and is hereby revoked and that the Directors be and are hereby authorised and empowered to:

- issue 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:
  - the Debt Conversion Shares to be issued pursuant to the passing of Resolutions 1 and 2 above;
  - any new Shares arising from the conversion or exercise of any convertible securities in issue when the Proposed New Share Issue Mandate is approved;
  - any new Shares arising from exercising options or vesting of share awards outstanding or subsisting when the Proposed New Share Issue Mandate is approved; 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 Listing Manual for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution 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.

**ABSTENTION FROM VOTING**

Mr Ho Kwok Wai and his Associates shall abstain from exercising any voting rights on Resolution 1 set out in this Notice of Extraordinary General Meeting, while Mr Mark Francis Bedingham and his Associates shall abstain from exercising any voting rights on Resolution 2 set out in this Notice of Extraordinary General Meeting.

By Order of the Board  
**Singapore Myanmar Investco Limited**  
Mark Francis Bedingham  
Executive Director, President and CEO  
8 July 2016

**Notes:**

- A shareholder of the Company entitled to attend and vote at the Extraordinary General Meeting of the Company ("EGM") 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.
- Intermediaries such as banks and capital markets services licence holders which provide custodial services and are shareholders of the Company may appoint more than two proxies provided that each proxy is appointed to exercise the rights attached to different shares held by the shareholder.
- If a proxy is to be appointed, the instrument appointing a proxy must be duly deposited at the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02, Singapore 068898 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 72 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.
- Terms not defined in this Notice of EGM shall have the meanings ascribed to them in the circular to shareholders dated 8 July 2016.

**PERSONAL DATA PRIVACY:**

Where a member of the Company submits 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 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, proxy 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 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, and (iii) 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.