



SWISSCO INTERNATIONAL LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No: 200401051D)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixth Annual General Meeting of the Company will be held at Republic of Singapore Yacht Club, 52 West Coast Ferry Road Singapore 126887 on 16 April 2010 at 10.00 a.m. for the purpose of transacting the following businesses:-

ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and the Audited Financial Statements for the year ended 31 December 2009 together with the Auditors' Report thereon. **Resolution 1**
2. To consider and if thought fit, to pass the following resolution: **Resolution 2**
"That pursuant to Section 153(6) of the Companies Act, Chapter 50, Mr Yeo Chong Lin be and is hereby re-appointed as a Director of the Company to hold such office until the next Annual General Meeting."
3. To re-elect Mr Phillip Chan Yee Foo, a Director who is retiring pursuant to Article 87 of the Company's Articles of Association. [(see Explanatory Note I (a)] **Resolution 3**
4. To approve the proposed payment of a first and final dividend of 1 cent per ordinary share (tax exempt 1-tier) for the year ended 31 December 2009. **Resolution 4**
5. To approve the Directors' fees of S\$129,700 for the year ended 31 December 2009. (2008: S\$153,933) **Resolution 5**
6. To re-appoint PricewaterhouseCoopers LLP as Auditors and to authorise the Directors to fix their remuneration. **Resolution 6**
7. To transact any other business of the Company which may properly be transacted at an Annual General Meeting.

SPECIAL BUSINESS

To consider and, if thought fit, to pass, with or without modifications, the following Ordinary Resolutions:

8. **Share Issue Mandate** **Resolution 7**
"That authority be and is hereby given to the Directors to issue:
(a) (i) shares in the capital of the Company ("shares") whether by way of rights, bonus or otherwise; and/or
(ii) convertible securities;
(iii) additional convertible securities arising from adjustments made to the number of convertible securities previously issued in the event of rights, bonus or capitalisation issues; or
(iv) shares arising from the conversion of convertible securities,
at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit; and
(b) shares in pursuance of any convertible securities made or granted by the Directors notwithstanding the authority conferred by this Resolution may have ceased to be in force,
provided that:
(i) the aggregate number of shares and/or convertible securities to be issued pursuant to this Resolution (including shares to be issued in pursuance of convertible securities made or granted pursuant to this Resolution does not exceed 50% of the total number of issued shares in the capital of the Company, excluding treasury shares, if any, of which the aggregate number of shares and/or convertible securities to be issued other than on a pro-rata basis to existing shareholders of the Company does not exceed 20% of the total number of issued shares in the capital of the Company, excluding treasury shares, if any.
(ii) for the purpose of determining the aggregate number of shares and/or convertible securities that may be issued under (i) above [subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited ("SGX-ST")], the percentage of the number of shares to be issued shall be based on the total number of issued shares in the capital of the Company, excluding treasury shares, if any, at the time this Resolution is passed, after adjusting for
(a) new shares arising from the conversion or exercise of any convertible securities or employee share options or vesting of share awards that are outstanding or subsisting at the time this Resolution is passed; and
(b) any subsequent bonus issue, consolidation or subdivision of shares; and
(iii) unless revoked or varied by the Company in general meeting, such authority conferred by 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 the earlier." [see Explanatory Note II(a)]
9. **Authority to allot and issue shares pursuant to the Swissco Share Option Scheme** **Resolution 8**
"That the directors be and are hereby authorised to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options under the Swissco Share Option Scheme (the "Share Option Scheme"), provided always that the aggregate number of shares to be issued pursuant to the Share Option Scheme shall not exceed 15% of the total number of issued shares in the capital of the Company, excluding treasury shares, if any, from time to time." [see Explanatory Note II (b)]

By Order of the Board

Tan Ching Chek and Lo Swee Oi
Joint Company Secretaries

Dated: 31 March 2010

NOTICE IS HEREBY GIVEN that the Transfer Books and Register of Members of the Company will be closed on 27 April 2010, for the preparation of dividend warrants.

Duly completed transfers received by the Company's Registrar, B.A.C.S. Private Limited, 63 Cantonment Road Singapore 089758 up to the close of business at 5:00 p.m. on 26 April 2010 will be registered to determine shareholders' entitlement to the proposed dividends. The dividends, if approved, will be paid on 6 May 2010 to shareholders registered in the books of the Company on 26 April 2010.

In respect of shares in securities accounts with the Central Depository (Pte) Limited ("CDP"), the said dividends will be paid by the Company to CDP which will in turn distribute the dividend entitlements to holders of shares in accordance with its practice.

I Explanatory Note to Ordinary Business to be transacted: -

- (a) Mr Phillip Chan Yee Foo, Chairman of the Nominating Committee and member of the Audit and Remuneration Committees will continue in office as Chairman of the Nominating Committee and a member of the Audit and Remuneration Committees upon his re-election as a Director of the Company and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of The Singapore Exchange Securities Trading Limited.

II Explanatory Notes to in relation to Ordinary Resolutions 7 and 8 under Special Business: -

- (a) The Ordinary Resolution No. 7 if passed, will empower the Directors of the Company to issue shares in the capital of the Company up to an amount not exceeding in aggregate fifty percent (50%) of the total number of issued shares in the capital of the Company, excluding treasury shares, if any, at the time of the passing of this resolution, of which the aggregate number of shares to be issued other than on a pro-rata basis to shareholders of the Company does not exceed twenty percent (20%) of the total number of issued shares in the capital of the Company, excluding treasury shares, if any.
- (b) The Ordinary Resolution No. 8 if passed, is to empower the Directors of the Company to issue shares in the Company pursuant to the exercise of the options under the Swissco Share Option Scheme provided that the aggregate number of shares to be issued does not exceed 15% of the total number of issued shares in the capital of the Company, excluding treasury shares, if any, at any time. Shareholders who are eligible to participate in the Share Option Scheme will also abstain from voting on this resolution and shall decline any appointment as proxies for shareholders to vote on this resolution unless the shareholders concerned have given specific instructions in their respective proxy forms as to the manner in which their votes are to be cast in respect of this resolution.

Notes to Proxy Form:

- (i) A member entitled to attend and vote at this meeting is entitled to appoint one or two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (ii) If a proxy is to be appointed, the form must be deposited at the registered office of the Company at 60 Penjuru Lane, Singapore 609214 not less than 48 hours before the time set for the meeting.
- (iii) The form of proxy must be signed by the appointor or his attorney duly authorised in writing.
- (iv) In the case of joint shareholders, all holders must sign the form of proxy.