



SWISSCO

SWISSCO HOLDINGS LIMITED

Company Registration Number: 200404711D
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of **SWISSCO HOLDINGS LIMITED** ("the Company") will be held on Tuesday, 30 April 2013 at 10.00 a.m. at Republic of Singapore Yacht Club, 52 West Coast Ferry Road, Singapore 126887 for the purpose of transacting the following business:

ORDINARY BUSINESS

- To receive and adopt the Directors' Report and Audited Financial Statements for the financial year ended 31 December 2012 and the Independent Auditor's Report thereon. **Resolution 1**
- To declare a first & final tax exempt (one-tier) dividend of 0.5 cent per ordinary share for the financial year ended 31 December 2012. **Resolution 2**
- To declare a special tax exempt (one-tier) dividend of 0.3 cent per ordinary share for the financial year ended 31 December 2012. **Resolution 3**
- To approve the payment of Directors' fees of S\$207,500 for the financial year ending 31 December 2013, to be paid quarterly in arrears (2012: S\$207,500). **Resolution 4**
- To re-elect Mr Lim How Teck, a Director retiring pursuant to Article 107 of the Articles of Association of the Company. **Resolution 5**
[See explanatory Note (i)]
- To re-elect Mr Geoffrey Yeoh Seng Huat, a Director retiring pursuant to Article 117 of the Articles of Association of the Company. **Resolution 6**
[See explanatory Note (ii)]
- To re-appoint PricewaterhouseCoopers LLP as the Auditor of the Company and to authorize the Directors of the Company to fix their remuneration. **Resolution 7**
- To transact any other business of the Company which may properly be transacted at an Annual General Meeting. **Resolution 8**

SPECIAL BUSINESS

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

- Authority to issue shares in the capital of the Company pursuant to Section 161 of the Companies Act, Cap. 50** **Resolution 9**

That pursuant to Section 161 of the Companies Act, Cap. 50, the Directors of the Company be authorised and empowered to:

- (i) issue shares in the Company ("shares") whether by way of rights, bonus or otherwise; and/or
 - (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other Instruments convertible into shares,
- 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
- (b) (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,

(the "Share Issue Mandate")

Provided that :

- (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to existing shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 20% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such 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 (1) above, the percentage of issued shares shall be based on the number of issued shares (excluding treasury 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 exercising share options or vesting of share awards outstanding and subsisting at the time of the passing of this Resolution; and
 - any subsequent bonus issue, consolidation or subdivision of shares
- (3) in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, the Share Issue Mandate shall continue in force (i) 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 (iii)]

- Authority to Issue Shares under the Swissco Holdings Employee Share Option Scheme (the "Scheme")** **Resolution 10**

That the Directors of the Company be authorized and empowered to allot and issue from time to time such number of ordinary shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted by the Company under the Scheme, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued and/or issuable in respect of all options granted under the Scheme and all shares awarded under the Swissco Holdings Performance Share Plan shall not exceed 15% of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, 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 (iv)]

- Authority to Grant Awards under the Swissco Holdings Performance Share Plan (the "Plan")** **Resolution 11**

That the Directors of the Company be authorized and empowered to offer and grant awards under the Plan and to 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 vesting of awards under the Plan, whether granted during the subsistence of this authority or otherwise, provided always that all shares awarded under the Plan and the aggregate number of additional ordinary shares to be issued and/or issuable in respect of all options granted under the Scheme shall not exceed 15% of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, 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 (iv)]

- The Proposed Grant of Options to Mr Robert Chua Swee Chong, a Controlling Shareholder of the Company under the Scheme** **Resolution 12**

That the proposed grant of options to Mr Robert Chua Swee Chong, a Controlling Shareholder (as defined in the Listing Manual of the SGX-ST) of the Company, in accordance with the Rules of the Scheme and on the following terms:-

- Proposed date of grant of Options : Eighth (8th) Market Day after the date of the AGM
- Number of Shares comprised in the proposed Options : Not exceeding 500,000 Shares, being approximately 0.77% of the total number of Shares issued and issuable under the Scheme and the Plan. This is on the assumption that the total number of Shares available under the Scheme and the Plan, being 15% of the total number of issued Shares (excluding Treasury Shares) of the Company, is 64,934,754 as at the Latest Practicable Date. The total number of Shares available under the Scheme and the Plan will vary depending on the issued share capital of the Company from time to time.
- Exercise Price per Share (in the case of Options) : Market Price at the date of grant
- Exercise Period (in the case of Options) : Exercisable after one (1) year from the date of grant

be and is hereby approved.
[See explanatory Note (v)(a)]

- The Proposed Grant of Options to Mr Tan Dah Ching, a Controlling Shareholder of the Company under the Scheme** **Resolution 13**

That the proposed grant of options to Mr Tan Dah Ching, a Controlling Shareholder (as defined in the Listing Manual of the SGX-ST) of the Company, in accordance with the Rules of the Scheme and on the following terms:-

- Proposed date of grant of Options : Eighth (8th) Market Day after the date of the AGM
- Number of Shares comprised in the proposed Options : Not exceeding 100,000 Shares, being approximately 0.15% of the total number of Shares issued and issuable under the Scheme and the Plan. This is on the assumption that the total number of Shares available under the Scheme and the Plan, being 15% of the total number of issued Shares (excluding Treasury Shares) of the Company, is 64,934,754 as at the Latest Practicable Date. The total number of Shares available under the Scheme and the Plan will vary depending on the issued share capital of the Company from time to time.
- Exercise Price per Share (in the case of Options) : Market Price at the date of grant
- Exercise Period (in the case of Options) : Exercisable after one (1) year from the date of grant

be and is hereby approved.
[See explanatory Note (v)(b)]

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of the Company will be closed on 10 May 2013 for the purpose of determining members' entitlements to the proposed first & final tax exempt (one-tier) dividend and the special tax exempt (one-tier) dividend for the financial year ended 31 December 2012 (the "Proposed Dividends"). Duly completed transfers received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, up to 5.00 p.m. on 9 May 2013 will be registered to determine the Proposed Dividends entitlements.

Members (being depositors) whose securities accounts with The Central Depository (Pte) Limited are credited with ordinary shares as at 5.00 p.m. on 9 May 2013 will rank for the Proposed Dividends.

The Proposed Dividends, if approved at the Annual General Meeting of the Company to be held on 30 April 2013, will be paid on 21 May 2013.

By Order of the Board
Tan Ching Chek
Company Secretary
Singapore, 15 April 2013

Explanatory Notes:

- Mr Lim How Teck, upon re-election as a Director of the Company, remains as the Chairman of the Audit Committee and a member of the Remuneration and Nominating Committees. Mr Lim is considered an Independent Director pursuant to Rule 704(8) of the Listing Manual of the SGX-ST.
- Mr Geoffrey Yeoh Seng Huat, upon re-election as a Director of the Company, remains as the Chairman of the Remuneration and Nominating Committees and a member of the Audit Committee. Mr Geoffrey Yeoh is considered an Independent Director pursuant to Rule 704(8) of the Listing Manual of the SGX-ST.
- (a) The Resolution 9, 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 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 (excluding treasury shares) in the capital of the Company, of which up to 20% may be issued other than on a pro rata basis to existing members of the Company
- (b) For determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share option or the vesting of share awards outstanding or subsisting at the time when this Resolution is passed and any subsequent consolidation or subdivision of shares.
- (a) The Resolutions 10 and 11, if passed, will empower the Directors of the Company, from the date of this Annual General Meeting until 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 in the Company pursuant to the exercise of options granted under the Scheme, to grant awards pursuant to the Plan and to issue shares pursuant to the Plan, provided that the aggregate number of new ordinary shares to be issued pursuant to the Scheme and the Plan shall not exceed 15% of the total number of issued ordinary shares (excluding treasury shares) in the capital of the Company from time to time. The Scheme and the Plan were approved by the shareholders at the Extraordinary General Meeting held on 1 November 2010.
- (b) Shareholders who are eligible to participate in the Scheme and the Plan will also abstain from voting on these two resolutions and shall decline any appointment as proxies for shareholders to vote on these two resolutions 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 these two resolutions.
- (a) The Resolution 12, if passed, will authorise and empower the Directors of the Company to grant options to Mr. Robert Chua Swee Chong on the terms of and pursuant to the Rules of the Scheme to subscribe for 500,000 ordinary shares in the capital of the Company at a subscription price equal to the average of the last dealt prices for a share for the five (5) consecutive market days immediately prior to the date of the grant (the five consecutive market days will start 2 market days after the date of the Annual General Meeting).
- (b) The Resolution 13, if passed, will authorise and empower the Directors of the Company to grant options to Mr Tan Dah Ching on the terms of and pursuant to the Rules of the Scheme to subscribe for 100,000 ordinary shares at a subscription price equal to the average of the last dealt prices for a share for the five (5) consecutive market days immediately prior to the date of the grant (the five consecutive market days will start 2 market days after the date of the Annual General Meeting).
- Please refer to the Circular dated 15 April 2013 for further details.
- Documents available for inspection:

Copies of the following documents may be inspected by Shareholders at the registered office of the Company at 60, Penjuru Lane, Singapore 609214 during normal business hours from the date of this notice up to and including the date of the Annual General Meeting:

- the Memorandum and Articles of the Company;
- the annual report of the Company for FY2012;
- the rules of the Plan; and
- the rules of the Scheme.

Notes:

- A member entitled to attend and vote at the Annual General Meeting is entitled to appoint up to two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
- The instrument appointing a proxy or proxies must be deposited at the Registered Office of the Company at 60, Penjuru Lane, Singapore 609214, not less than 48 hours before the time appointed for holding of the Annual General Meeting.