



SWISSCO

SWISSCO HOLDINGS LIMITED

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Swissco Holdings Limited (the "**Company**") will be held on 8 October 2014 at 10.30 a.m. at Republic of Singapore Yacht Club, 52 West Coast Ferry Road, Singapore 126887 for the purpose of considering and, if thought fit, passing with or without any modifications the following resolutions:

ORDINARY RESOLUTION

RESOLVED THAT:

- (a) approval be and is hereby given for the issue of up to 21,975,000 redeemable exchangeable preference shares by S&E Offshore Investments Pte. Ltd. and up to 21,975,000 redeemable exchangeable preference shares by S&E Offshore Investments 2 Pte. Ltd. (the "**Preference Shares**"), and the issue of up to 62,708,778 ordinary shares (the "**Exchange Shares**") by the Company upon exchange of such Preference Shares at the initial exchange price of S\$0.8732, on the terms and conditions and subject to such adjustments as set out in the subscription agreement dated 20 August 2014 between the Company, Scott and English Energy Pte. Ltd. ("**S&E**"), S&E Offshore Investments Pte. Ltd., and each of (1) UVM 2 Venture Investments LP, acting through its general partner UOB Bioventures Management Pte Ltd, (2) Evia Growth Opportunities III Ltd, (3) Venstar Investments II Ltd, (4) Goh Lam Wee and (5) Chong Chin Cheong, and the subscription agreement dated 20 August 2014 between the Company, S&E, S&E Offshore Investments 2 Pte. Ltd., and each of (1) UVM 2 Venture Investments LP, acting through its general partner UOB Bioventures Management Pte Ltd, (2) Evia Growth Opportunities III Ltd, (3) Venstar Investments II Ltd, (4) Venstar Investments III Ltd, (5) 3VS1 Asia Growth Fund 2 Ltd, (6) Griffin Prive Fund SPC for and on behalf of Garnet Segregated Portfolio, and (7) WPC Corporation Pte. Ltd. (the "**Proposed Transactions**");
- (b) to allot and issue:
- (i) such number of Exchange Shares as may be required or permitted to be allotted or issued on the exchange of the Preference Shares, to the holders of the Preference Shares on the exchange thereof, subject to and otherwise in accordance with the terms and conditions of the Preference Shares, whereby such Exchange Shares shall rank *pari passu* in all respects with the then existing Shares, save that they will not rank for any dividends, rights, allotments or other distributions, the record date for which falls on or before the relevant date of issue of such Exchange Shares;
- (ii) on the same basis as paragraph (b)(i) above, such further Exchange Shares as may be required to be allotted and issued on the exchange of any of the Preference Shares upon the adjustment of the exchange price in accordance with the terms and conditions of the Preference Shares; and
- (c) any of the directors of the Company be and is hereby authorised to complete and to do all acts and things as he may consider necessary or expedient for the purposes of or in connection with the Proposed Transactions and to give effect to this Ordinary Resolution (including the execution of any other agreements or documents and procurement of third party consents) as he shall think fit and in the interests of the Company.

By Order of the Board

Tan Fuh Gih
Executive Chairman
22 September 2014

Notes:

1. A member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
2. If the appointor is a corporation, the proxy form must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
3. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 60 Penjuru Lane, Singapore 609214, no later than 48 hours before the time set for the Extraordinary General Meeting.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary 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 Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary 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.