



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 (“EGM”) of Swissco Holdings Limited (the “Company”) will be held at 10:30 a.m. on 22 July 2014 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 amendments, the following resolutions:

All capitalised terms in this Notice which are not defined herein shall have the same meaning as ascribed to them in the Company’s circular dated 30 June 2014 (the “Circular”).

ORDINARY RESOLUTIONS:

Ordinary Resolution 1: The proposed acquisition of the entire issued and paid-up share capital of Scott and English Energy Pte. Ltd., and the proposed allotment and issuance of 452,380,952 Consideration Shares

THAT contingent upon the passing of Ordinary Resolution 2 set out herein:

- approval be and is hereby given for the Proposed Acquisition by the Company of the entire issued and paid-up share capital of Scott and English Energy Pte. Ltd. for a consideration of S\$285.0 million to be satisfied by the allotment and issuance of 452,380,952 Consideration Shares at an issue price of S\$0.630 per Consideration Share, being a very substantial acquisition for the purposes of Chapter 10 of the Listing Manual and an Interested Person Transaction for the purposes of Chapter 9 of the Listing Manual, pursuant to the terms and conditions of the S&P Agreement;
- approval be and is hereby given for the allotment and issuance of 452,380,952 Consideration Shares to the Vendor and/or its nominee(s) in satisfaction of the consideration for the Proposed Acquisition; and
- the directors of the Company (the “Directors”) and each of them be and is hereby authorised to complete and do all such things (including but not limited to the execution of all such agreements and documents as may be required) as they or he may consider necessary, desirable, expedient or in the interests of the Company to give effect to this Ordinary Resolution 1 as they or he may deem fit.

Ordinary Resolution 2: Whitewash Resolution

THAT subject to and contingent upon the passing of Ordinary Resolution 1 and the conditions in the letter from the Securities Industry Council dated 30 June 2014 being fulfilled, the Shareholders (other than KSH, the Vendor and their Concert Parties and the parties not independent of them), do hereby, on a poll taken, unconditionally and irrevocably waive their rights to receive a general offer from KSH, the Vendor and their Concert Parties in accordance with Rule 14 of the Singapore Code on Take-overs and Mergers, for all the Shares not already owned by KSH, the Vendor and their Concert Parties as a result of the allotment and issue of the Consideration Shares to the Vendor pursuant to the Proposed Acquisition.

Ordinary Resolution 3: Share Consolidation

THAT contingent upon the passing of Ordinary Resolutions 1 and 2 set out herein, with effect from the date of completion of the Proposed Acquisition, and pursuant to the articles of association of the Company, approval be and is hereby given:

- for the proposed consolidation of every two existing Shares held by the Shareholders as at the Books Closure Date to be determined by the Directors into one Consolidated Share in the manner set out in the Circular;
- for the Directors to disregard any fraction of a Consolidated Share which may arise from the Share Consolidation, and for all fractions of Consolidated Shares to which holders of the existing Shares would otherwise be entitled to, be aggregated and dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interest of the Company; and
- for the Directors and each of them to be and is hereby authorised to complete and do all such things and acts (including without limitation, enter into transactions, arrangements and agreements and executing such documents as may be required) as they or he may think necessary or expedient to give effect to this Ordinary Resolution 3 and the Share Consolidation, with such modifications thereto (if any) as they or he shall think fit in the interests of the Company.

Ordinary Resolution 4: Appointment of Mr. Chua Wei Teck as a Director

THAT contingent upon the passing of Ordinary Resolutions 1 and 2 set out herein, and subject to his consent to act, Mr. Chua Wei Teck be appointed as a Director of the Company with effect from the date of completion of the Proposed Acquisition (or such other date as Mr. Chua Wei Teck and the Company may agree in writing).

BY ORDER OF THE BOARD

Robert Chua Swee Chong
Executive Chairman
30 June 2014

Notes:

- A member of the Company entitled to attend and vote at the EGM is entitled to appoint not more than two proxies to attend and vote in his/her stead.
- A member 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 member of the Company.
- The instrument appointing a proxy 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 holding the EGM.

Personal data privacy:

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 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 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.