

**SINWA LIMITED**

Registration No. 200206542H  
(Incorporated in Singapore)

**NOTICE IS HEREBY GIVEN** that the 2005 Annual General Meeting of the shareholders of the Company will be held on Tuesday, 19 April 2005 at 18 Cross Street 8th Floor Marsh & McLennan Centre Singapore 048423 at 10.00 a.m. to transact the following businesses :

**AS ORDINARY BUSINESS**

1. To receive and consider the audited financial statements of the Company and the Reports of the Directors and Auditors for the year ended 31 December 2004. Resolution 1
2. To declare a final dividend of 1 cent per ordinary share (one-tier) for the year ended 31 December 2004. Resolution 2
3. (a) To re-elect the following directors retiring pursuant to the Company's Articles of Association :  
  
Mr Heng Lee Seng (Article 107) Resolution 3  
Mr Tan Chong Huat (Article 117) Resolution 4  
  
Mr Heng Lee Seng will, upon re-election as Director of the Company, remain as Chairman of the Audit Committee and Remuneration Committee and as a member of the Nominating Committee. Mr Heng Lee Seng shall be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.  
  
Mr Tan Chong Huat will, upon re-election as Director of the Company, remain as a member of the Audit Committee. Mr Tan Chong Huat shall be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
- (b) To record the retirement of Mr Lim Ho Seng, a director retiring pursuant to Article 107 of the Company's Articles of Association who does not wish to seek re-election.
4. To approve the Directors' fees of SGD 40,000 for the year ended 31 December 2004. Resolution 5
5. To re-appoint Messrs Chio Lim & Associates as the Company's Auditors and to authorise the Directors to fix their remuneration. Resolution 6

**AS SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following Resolution as Ordinary Resolution, with or without amendments:

6. "That pursuant to Section 161 of the Companies Act, Chapter. 50 and the Listing Manual of the Singapore Exchange Securities Trading Limited, authority be given to the Directors to allot and issue shares in the Company (whether by way of rights, bonus or otherwise) and convertible securities at any time and from time to time thereafter to such persons and on such terms and conditions for and such purposes as the Directors may in their absolute discretion deem fit provided always that the aggregate number of shares and convertible securities to be issued shall not exceed 50% of the issued share capital of the Company, of which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to existing shareholders shall not exceed 20% of the issued share capital of the Company (the percentage issued share capital being based on the Company's issued share capital at the time this Resolution is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are Resolution 7

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outstanding at the time this Resolution is passed and any subsequent consolidation or sub-division of shares) and unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.”

[See Explanatory Note (i)]

7. “That approval be and is hereby given to the Directors of the Company to offer and grant options in accordance with the provisions of the Sinwa Share Option Scheme (“the Scheme”), and pursuant to Section 161 of the Companies Act, Cap. 50, to allot and issue from time to time such number of ordinary shares in the Company as may be required to be issued pursuant to the exercise of the options under the Scheme, provided always that the aggregate number of ordinary shares to be issued pursuant to the Scheme shall not exceed 10 per cent of the total issued share capital of the Company at any time and from time to time.” Resolution 8

[See Explanatory Note (ii)]

8. And to transact any other business which may be properly transacted at an Annual General Meeting.

Explanatory Notes :

- (i) The Ordinary resolution proposed in item 6, if passed, will empower the Directors from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue shares and convertible securities in the Company. The number of shares which the Directors may allot and issue under this Resolution would not exceed 50 per cent of the issued share capital of the Company at the time this Resolution is passed. For allotments and issues of shares and convertible securities other than on a pro-rata basis to all shareholders, the aggregate number of shares to be allotted and issued shall not exceed 20 per cent of the total issued share capital of the Company at the time this Resolution is passed.
- (ii) The Ordinary Resolution proposed in item 7 above, if passed, will empower the Directors of the Company to offer and grant options under the Scheme and to allot and issue shares pursuant to the exercise of options under the Scheme, subject to the terms of the resolution.

**NOTICE IS ALSO HEREBY GIVEN** that the Transfer Books and Register of Members of the Company will be closed on 27 April 2005 for the purpose of determining shareholders' entitlements to the proposed final dividend of 1 cent per ordinary share (one-tier) in respect of the financial year ended 31 December 2004 (the “Proposed Final Dividend”).

Duly completed transfers received by the Company's Registrars, Barbinder & Co Pte Ltd at 8 Cross Street #11-00 PWC Building Singapore 048424 up to 5.00 p.m. on 26 April 2005 will be registered before entitlements to the Proposed Final Dividend are determined. The Proposed Final Dividend, if approved by shareholders at the 2005 Annual General Meeting, will be paid on 18 May 2005.

Members whose Securities Accounts with The Central Depository (Pte) Limited (“CDP”) are credited with shares at 5.00 p.m. on 26 April 2005 will be entitled to the Proposed Final Dividend.

In respect of shares in Securities Accounts with CDP, the said dividend will be paid by the Company to CDP which will in turn distribute the dividend entitlements to such holders of shares in accordance with its practice.

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**BY ORDER OF THE BOARD**

Tan Lay Kuan  
Tan Siok Kheng  
Company Secretaries

Singapore  
Date : 1 April 2005

Notes :

- a) A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.
- b) If a proxy is to be appointed, the form must be deposited at the registered office of the Company at 28 Joo Koon Circle Singapore 629057 not less than 48 hours before the meeting.
- c) The form of proxy must be signed by the appointor or his attorney duly authorised in writing.
- d) In the case of joint shareholders, all holders must sign the form of proxy.