

SINWA LIMITED
(the “Company”)
(Registration No. 20020654H)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at 80 Raffles Place, #25-01 UOB Plaza 1, Singapore 048624 on 25 April 2007 at 2.20 p.m., for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:-

Ordinary Resolutions:

Resolution 1 :

The Proposed SINWA Share Plan

That:

- (a) a share plan to be known as the SINWA Share Plan (the “Plan”), the rules of which have been submitted to the meeting and, for the purpose of identification, subscribed by the Chairman thereof, under which awards (“Awards”) of fully paid-up ordinary shares in the capital of the Company (the “Shares”), their equivalent cash value or combinations thereof will be granted, free of payment, to selected employees of the Company and/or its subsidiaries, including the Directors of the Company, and other selected participants, details of which are set out in the Circular to Shareholders dated 3 April 2007 (the “Circular”), be and is hereby approved;
- (b) the Directors of the Company be and are hereby authorised:
 - (i) to establish and administer the Plan; and
 - (ii) to modify and/or alter the Plan from time to time, provided that such modification and/or alteration is effected in accordance with the provisions of the Plan and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the plan; and
 - (iii) subject to the same being allowed by law, to apply any share purchased under any share buyback mandate towards the satisfaction of Awards granted under the Plan; and
- (c) the Directors of the Company be and are hereby authorised to grant Awards in accordance with the provisions of the Plan and to allot and issue from time to time such number of fully paid-up Shares as may be required to be allotted and issued pursuant to the vesting of Awards under the Plan, provided that the aggregate number of Shares to be allotted and issued pursuant to the SINWA Share Option Scheme and the Plan (as defined in Resolution 1) shall not exceed 15 per cent. of the total issued share capital of the Company from time to time.

Resolution 2 :

Participation by Sim Yong Teng

That subject to and contingent upon the passing of Ordinary Resolution 1, the participation of Sim Yong Teng, who is a Controlling Shareholder (as defined in the Listing Manual of the Singapore Exchange Securities Trading Limited) of the Company, in the Plan be and is hereby approved.

Special Resolution:

Resolution 1 :

Proposed Alterations to the Memorandum and Articles

That the Memorandum and Articles of the Company be and is hereby amended in the manner and to the extent as set out in Appendix A of the Circular to the Shareholders dated 3 April 2007.

By Order of the Board

Yow Hon Meng
Company Secretary

3 April 2007

Notes:

- (1) Terms and expressions not defined herein have the same meanings ascribed to them in the Circular.
- (2) Every Shareholder entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or two proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company.
- (3) The instrument appointing a proxy must be signed by the appointer or his attorney duly authorised in writing or, if the appointer is a body corporate, signed by an attorney duly authorised, or by an officer on behalf of the corporation, or the common seal must be affixed thereto.
- (4) The instrument appointing a proxy must be deposited at the registered office of the Company at 28 Joo Koon Circle, Singapore 629057 at least 48 hours before the time set for the Extraordinary General Meeting or any postponement or adjournment thereof.