



SINGAPORE WINDSOR HOLDINGS LIMITED

Company Registration No. 200505764Z

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2006 Annual General Meeting of the members of the Company will be held at 18 Cross Street 8th Floor Marsh & McLennan Centre Singapore 048423 on Wednesday 12 July 2006 at 10.30 a.m. to transact the following businesses:

AS ORDINARY BUSINESS

- To receive and adopt the audited financial statements of the Company and the Reports of the Directors and Auditors for the year ended 31 March 2006. **Resolution 1**
- To declare a first and final dividend of 8.0 HK cents per ordinary share (one-tier tax-exempt) for the year ended 31 March 2006. **Resolution 2**
- To re-elect the following Directors retiring pursuant to the Company's Articles of Association:
Mr Chung Wah Sang (Article 97) **Resolution 3**
Mr Chung Koon Wing (Article 97) **Resolution 4**
Mr Chan Tak Sing Martin (Article 97) **Resolution 5**
Mr Tam Chi Kwan Michael (Article 97) **Resolution 6**
Mr Chee Teck Kwong Patrick (Article 97) **Resolution 7**
Mr Wong Yen Siang (Article 97) **Resolution 8**

[Note: Mr Tam Chi Kwan Michael shall, upon re-election as Director of the Company, remain as a member of Audit Committee, Remuneration Committee and Nominating Committee. Mr Tam Chi Kwan Michael (a non-executive Director) shall not be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.]

[Note: Mr Chee Teck Kwong Patrick shall, upon re-election as Director of the Company, remain as Chairman of the Remuneration Committee and Nominating Committee and a member of Audit Committee. Mr Chee Teck Kwong Patrick shall be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.]

[Note: Mr Wong Yen Siang shall, upon re-election as Director of the Company, remain as Chairman of the Audit Committee and a member of the Remuneration Committee and Nominating Committee. Mr Wong Yen Siang shall be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.]
- To approve the Directors' fees of SGD40,000 for the year ended 31 March 2006. **Resolution 9**
- To approve the Directors' fees of SGD120,000 for the year ending 31 March 2007, payable quarterly in arrears. **Resolution 10**
- To re-appoint Messrs RSM Chio Lim as the Auditors for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 11**

AS SPECIAL BUSINESS

- To consider and, if thought fit, to pass the following Resolution as Ordinary Resolution, with or without amendments:
- 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 and for 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 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)] **Resolution 12**
 - 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 7 above, if passed, will empower the Directors of the Company from the date of the above meeting until the next Annual General Meeting to issue shares in the Company up to the limit as specified in the Resolution for such purposes as they consider would be in the interests of the Company. This authority will continue in force until the next Annual General Meeting of the Company, unless previously revoked or varied at a general meeting.

NOTICE IS ALSO HEREBY GIVEN that the Transfer Books and Register of Members of the Company will be closed on 28 July 2006 for the purpose of determining shareholders' entitlements to the proposed first and final dividend of 8.0 HK cents per ordinary share (one-tier tax-exempt) in respect of the financial year ended 31 March 2006 (the "Proposed Final Dividend").

Duly completed transfers received by the Company's Registrars, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) at 8 Cross Street #11-00 PWC Building Singapore 048424 up to 5.00 p.m. on 27 July 2006 will be registered before entitlements to the Proposed Final Dividend is determined. The Proposed Final Dividend, if approved by shareholders at the 2006 Annual General Meeting, will be paid on 11 August 2006.

Members whose Securities Accounts with The Central Depository (Pte) Limited ("CDP") are credited with shares at 5.00 p.m. on 27 July 2006 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.

By Order Of the Board

STELLA CHAN

Secretary

Date: 26 June 2006

Notes:

- 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.
- If a proxy is to be appointed, the form must be deposited at the registered office of the Company at 18 Cross Street #07-03 Marsh & McLennan Centre Singapore 048423 not less than 48 hours before the meeting.
- The form of proxy must be signed by the appointor or his attorney duly authorised in writing.
- In the case of joint shareholders, all holders must sign the form of proxy.