ROWSLEY LTD.

(Company Registration Number: 199908381D)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting ("**EGM**") of Rowsley Ltd. (the "**Company**") will be held on Wednesday, 29 April 2015 at 11.00 a.m. at Holiday Inn Singapore Atrium, 317 Outram Road, Singapore 169075 (or as thereafter following the conclusion or adjournment of the forthcoming Annual General Meeting of the Company to be held at 10.00 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions as Ordinary Resolutions:

*All references to the Circular in this Notice of EGM shall mean the Company's circular to Shareholders dated 14 April 2015 (the "**Circular**"). All capitalised terms not otherwise defined herein shall have the meanings given to them in the Circular.*

Ordinary Resolution 1

The Proposed Share Grant Plan 2015

That:

(1) a new share incentive scheme to be known as the "Share Grant Plan 2015" (the "**Share Grant Plan 2015**"), under which awards ("**Awards**") of Shares, their equivalent cash value or combinations thereof will be granted, free of payment, to eligible Participants under the Share Grant Plan 2015, the rules and details of which are set out in the Circular, be and is hereby approved and adopted with effect from the date of the EGM;

(2) the Directors of the Company be and are hereby authorised:

  (a) to establish and administer the Share Grant Plan 2015;

  (b) to modify and/or alter the Share Grant Plan 2015 at any time and from time to time, provided that such modification and/or alteration is effected in accordance with the provisions of the Share Grant Plan 2015;

  (c) subject to the same being allowed by law, to apply any Share purchased under the Share Purchase Mandate (if renewed at the EGM) and to deliver such existing Shares (including any Shares held in treasury) towards the satisfaction of Awards granted under the Share Grant Plan 2015; and

  (d) 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 Share Grant Plan 2015;

(3) the Directors of the Company be and are hereby authorised to grant Awards in accordance with the provisions of the Share Grant Plan 2015 and to allot and issue from time to time such number of fully paid-up Shares as may be required to be delivered pursuant to the vesting of Awards under the Share Grant Plan 2015, provided that the total number of new Shares which may be issued or Shares which may be delivered pursuant to Awards granted under the Share Grant Plan 2015, when added to the total number of new Shares issued and issuable or existing Shares delivered and deliverable in respect of Awards under the Share Grant Plan 2015, and all Shares, options or awards granted under any other share scheme of the Company then in force, shall not exceed 15% of the issued share capital of the Company (excluding treasury shares) from time to time.

Ordinary Resolution 2

The Proposed Participation of, and Grant of Awards to, the Directors under the Share Grant Plan 2015

That subject to and contingent upon the passing of Resolution 1 above, for the purposes of Section 169 of the Companies Act (Cap. 50), approval be and is hereby given for the participation of, grant of Awards to, the Directors of the Company under the Share Grant Plan 2015 in accordance with the Rules of the Share Grant Plan 2015 from time to time.

By Order of the Board

KANNAN MALINI
Company Secretary
Singapore, 14 April 2015

Notes:

1. A Shareholder entitled to attend and vote at the EGM of the Company is entitled to appoint not more than two (2) proxies to attend and vote in his stead.
2. A Shareholder that is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
3. A proxy need not be a Shareholder.
4. The instrument appointing a proxy or proxies must be lodged at the registered office of the Company not less than 48 hours before the time appointed for the EGM.

Personal data privacy:

By submitting a proxy form 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.