SWEE HONG

FIRST WORLD CITY BUILDERS

SWEE HONG LIMITED

(Company Registration No. 198001852R)
(Incorporated In the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at **Warren Golf and Country Club Conference Room 1 & 2 (Level 2), 81 Choa Chu Kang Way, Singapore 688623 on 31 October 2014 (Friday) at 9.00 a.m.** to transact the following business:

ORDINARY BUSINESSES

1. To receive and adopt the Directors' Report and Audited Accounts of the Company for the financial year ended 30 June 2014 together with the Auditors' Report thereon. **Resolution 1**
2. To re-elect Mr Ong Hock Leong retiring pursuant to Article 98 of the Company's Articles of Association. [See Explanatory Note (i)] **Resolution 2**
3. To re-elect the following Directors of the Company retiring pursuant to Article 102 of the Company's Articles of Association:
   Mr Chee Tet Choy Andy **Resolution 3**
   Mr Lawrence Chen Kee Yeong **Resolution 4**
   Mr Sim Chee Siong **Resolution 5**
   [See Explanatory Note (ii)]
4. To approve the payment of Directors' fees of S$180,000 for the financial year ending 30 June 2015, to be paid quarterly in arrears. **Resolution 6**
5. To re-appoint Nexia TS Public Accounting Corporation as the Company's Auditors and to authorise the Directors to fix their remuneration. **Resolution 7**
6. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

SPECIAL BUSINESSES

7. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modifications:

   "That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), the Directors of the Company be authorised and empowered to:

   (a) (i) issue shares in the Company ("**shares**") whether by way of rights, bonus or otherwise; and/or

   (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require shares to be issued, including but not limited to the creation or issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

   (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force, provided always that:

   (i) the aggregate number of shares (including shares to be issued in pursuant to this Resolution shall not exceed 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares to be issued other than on a pro rata basis to the Shareholders of the Company shall not exceed 20% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below);

   (ii) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares in the Company at the time of the passing of this Resolution, after adjusting for:

   i. new shares arising from the conversion or exercise of any convertible securities;

   ii. new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and

   iii. any subsequent bonus issue, consolidation or subdivision of shares;

   (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association of the Company; and

   (iv) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier".

   [See Explanatory Note (iii)] **Resolution 8**

By Order of the Board

Ong Hock Leong
Managing Director
16 October 2014

Explanatory Notes:

(i) The effect of the Ordinary Resolution 2 above, is to re-elect the director of the Company who shall retire from office by rotation.
Mr Ong Hock Leong will, upon re-election as a Director of the Company, remain as Managing Director of the Company.

(ii) The effect of the Ordinary Resolution 3, 4 and 5 above, is to re-elect the directors of the Company who are appointed as additional directors. Pursuant to Article 102 of the Company's Articles of Association, such directors so appointed shall hold office only until the next Annual General Meeting and shall then be eligible for re-election.
Mr Chee Tet Choy Andy will, upon re-election as a Director of the Company, remain as Lead Independent Director, Chairman of the Board, Chairman of the Nominating Committee and a member of each of the Audit Committee and the Remuneration Committee and will be considered independent.
Mr Lawrence Chee Kee Yeong will, upon re-election as a Director of the Company, remain as Chairman of the Audit Committee and a member of each of the Nominating Committee and the Remuneration Committee and will be considered independent.
Mr Sim Chee Siong will, upon re-election as a Director of the Company, remain as Chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nominating Committee and will be considered independent.

(iii) The Ordinary Resolution 8 above, if passed, will empower the Directors of the Company from the date of this Meeting until the date of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares), of which up to 20% may be issued other than on a pro rata basis to shareholders.
For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent consolidation or subdivision of shares.

Notes

1. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.
2. The instrument appointing a proxy must be deposited at the Registered Office of the Company at least not less than forty-eight (48) hours before the time appointed for the Annual General Meeting.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, or by attending the Annual General Meeting, 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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (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. In addition, by attending the Annual General Meeting and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for any of the Purposes.