CWT LIMITED
(Company Registration No.: 197000498M)
(Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN that the 47th Annual General Meeting of the shareholders of CWT Limited (the "**Company**") will be held at 38 Tanjong Penjuru, CWT Logistics Hub 1, Singapore 609039 on 28 April 2017 at 5.00pm for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions relating to both ordinary and special businesses which will be proposed as ordinary resolutions.

ORDINARY BUSINESS

1. To receive and adopt the Audited Accounts for the financial year ended 31 December 2016, and the Directors' Statement and the Auditors' Report thereon. **(Resolution 1)**

2. To approve a final one-tier cash dividend of three (3) cents per share (or a total net dividend of S$18,009,139.50 for the financial year ended 31 December 2016. **(Resolution 2)**

3. To approve Directors' fees of S$750,000 for the financial year ended 31 December 2016 (2015: S$790,000). **(Resolution 3)**

4. To re-elect the following Directors pursuant to Article 92 of the Company's Constitution and who, being eligible, will offer themselves for re-election:

   Loi Kai Meng **(Resolution 4)**

   Liao Chung Lik **(Resolution 5)**

5. To re-appoint KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**

SPECIAL BUSINESS

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

6. That pursuant to Section 161 of the Singapore Companies Act (Cap. 50) ("**Companies Act**") and the listing rules of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), authority be and is hereby given to the directors of the Company ("**Directors**") to:

   (A) (i) issue shares in the capital of the Company ("**Shares**") (whether by way of rights, bonus or otherwise);

   (ii) make or grant offers, agreements or options or awards (collectively, "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation and issue of warrants, debentures or other instruments convertible into Shares; and

   (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalization issues,

   at any time and upon such terms and conditions, and for such purposes, and to such persons as the Directors 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 while this Resolution was in force, provided that:

   (1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution but excluding Shares which may be issued pursuant to any adjustments effected under any relevant Instrument) does not exceed 50 percent of the total number of issued Shares excluding any treasury shares (as calculated in accordance with sub-paragraph (2) below) of which the aggregate number of Shares to be issued other than on a pro-rata basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution but excluding Shares which may be issued pursuant to any adjustments effected under any relevant Instrument) does not exceed 20 percent of the total number of issued Shares excluding treasury shares (as calculated in accordance with sub-paragraph (2) below); and

   (2) (subject to such manner of 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 (1) above:

   (i) the total number of issued Shares, excluding treasury shares, shall be calculated based on the total number of issued Shares, excluding treasury shares, at the time this Resolution is passed, after adjusting for:

   (a) new Shares arising from the conversion or exercise of convertible securities;

   (b) new Shares arising from the exercise of share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and

   (c) any subsequent bonus issue, consolidation or subdivision of Shares;

   (ii) in relation to an Instrument, the number of Shares shall be taken to be that number as would have been issued had the rights therein been fully exercised or effected on the date of the making or granting of the Instrument;

   (3) 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 Constitution for the time being of the Company; and

   (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion 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, whichever is the earlier(1).

   (Resolution 7)

7. To transact any other business which may be properly transacted at an Annual General Meeting.

Explanatory Notes:

(1) Ordinary Resolution No. 7, if passed, will empower the Directors from the date of the Annual General Meeting until the date of the next Annual General Meeting to issue further Shares and Instruments in the Company, including a bonus or rights issue. The maximum number of Shares which the Directors may issue under this Resolution shall not exceed the quantum set out in the Resolution.

By Order of the Board

Madam Lye Siew Hong (Mrs Lynda Goh)
Company Secretary
13 April 2017

Notes:

1. A member of the Company entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company.

2. If a proxy is to be appointed, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney, must be duly deposited at the registered office of the Company at 38 Tanjong Penjuru, CWT Logistics Hub 1, Singapore 609039, not less than 48 hours before the time appointed for the holding of the Annual General Meeting.

3. The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instruction appointing a proxy is executed by a corporation, it must be executed either under its seal or under the hand of any officer or attorney duly authorised.

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, 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 relating to the Annual General Meeting (including any adjournment thereof); and

(ii) warrants that where the member discloses the personal data of the member's proxy and/or representative to the Company (or its agents), the member has obtained all necessary consents to do so, and that the Company (or its agents) may collect, use and disclose such personal data for the purposes above.