

# Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of MEWAH INTERNATIONAL INC. ("Company") will be held at Jurong Country Club, 9 Science Centre Road, Singapore 609078 on Monday, 25 April 2011 at 10.00 a.m. for the following purposes:

## AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and the Audited Accounts of the Company and its subsidiaries for the financial year ended 31 December 2010 together with the Auditors' Report thereon.  
**(Resolution 1)**
2. To re-elect Dr Cheo Tong Choon @ Lee Tong Choon, a Director retiring pursuant to Article 85(6) of the Company's Articles of Association. [See Explanatory Note (i)]  
**(Resolution 2)**
3. To note the retirement of Mr Cheo Seng Jin, a Director retiring pursuant to Article 85(6) of the Company's Articles of Association, who will not be seeking re-election.
4. To re-elect Ms Michelle Cheo Hui Ning, a Director retiring pursuant to Article 85(6) of the Company's Articles of Association.  
**(Resolution 3)**
5. To re-elect Ms Bianca Cheo Hui Hsin, a Director retiring pursuant to Article 85(6) of the Company's Articles of Association.  
**(Resolution 4)**
6. To re-elect Ms Wong Lai Wan, a Director retiring pursuant to Article 85(6) of the Company's Articles of Association.  
**(Resolution 5)**
7. To re-elect Ms Leong Choi Foong, a Director retiring pursuant to Article 85(6) of the Company's Articles of Association.  
**(Resolution 6)**
8. To re-elect Mr Giam Chin Toon, a Director retiring pursuant to Article 85(6) of the Company's Articles of Association. [See Explanatory Note (ii)]  
**(Resolution 7)**
9. To re-elect Tan Sri Dato' Ir Muhammad Radzi bin Hj Mansor, a Director retiring pursuant to Article 85(6) of the Company's Articles of Association. [See Explanatory Note (iii)]  
**(Resolution 8)**
10. To re-elect Mr Lim How Teck, a Director retiring pursuant to Article 85(6) of the Company's Articles of Association. [See Explanatory Note (iv)]  
**(Resolution 9)**
11. To re-elect Tan Sri Datuk Dr Ong Soon Hock, a Director retiring pursuant to Article 85(6) of the Company's Articles of Association. [See Explanatory Note (v)]  
**(Resolution 10)**
12. To approve the payment of Directors' Fees of S\$20,614 for the financial year ended 31 December 2010.  
**(Resolution 11)**
13. To approve the payment of Directors' Fees of S\$198,000 for the financial year ending 31 December 2011, to be paid at the end of each quarter during the financial year.  
**(Resolution 12)**

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14. To re-appoint Messrs PricewaterhouseCoopers as the Company's Auditors and to authorise the Directors to fix their remuneration.  
**(Resolution 13)**
15. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.  
**(Resolution 14)**

### AS SPECIAL BUSINESS

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

16. "That pursuant to Rule 806 of the listing rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to:
1. (i) issue shares in the capital of the Company (the "Shares") (whether by way of rights, bonus or otherwise); and/or
  - (ii) make or grant offers, agreements or options that may or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares (collectively, the "Instruments"),
  2. (notwithstanding that the authority conferred by paragraph 1 of 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,

at any time and from time to time upon such terms and conditions, whether for cash or otherwise, and for such purposes and to such persons as the Directors may think fit for the benefit of the Company, provided that:

- a. 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) does not exceed fifty per cent. (50%) of the total number of issued Shares excluding treasury shares of the Company (as calculated in accordance with sub-paragraph b. below), of which the aggregate number of Shares to be offered 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) does not exceed twenty per cent. (20%) of the total number of issued Shares excluding treasury shares of the Company (as calculated in accordance with sub-paragraph b. below);
- b. for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph a. above, the percentage of the total number of issued Shares excluding treasury shares shall be calculated based on the total number of issued Shares excluding treasury shares of 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 exercise of share options or vesting of share awards outstanding or subsisting at the time of the passing of this resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
  - (iii) any subsequent bonus issue, consolidation or subdivision of Shares;
- c. 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 memorandum of association and Bye-laws for the time being of the Company; and

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- d. 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 to be held, whichever is the earlier, except that the Directors shall be authorised to allot and issue Shares pursuant to any Instrument made or granted by the Directors while this resolution was in force notwithstanding that such authority has ceased to be in force at the time of issue of such Shares." [See Explanatory Note (vi)].

**(Resolution 15)**

17. "That for the purposes of Chapter 9 of the Listing Manual ("Chapter 9") of the SGX-ST:

- (1) approval be and is hereby given for the Company, its subsidiaries and associated companies that are considered to be "entities at risk" under Chapter 9, or any of them, to enter into any of the transactions falling within the types of interested person transactions described in the Appendix to the Annual Report for the financial year 2010 (the "Appendix") with any party who is of the class of interested persons described in the Appendix, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions (the "Mandate");
- (2) the approval given in paragraph (1) above shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company; and
- (3) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the Mandate and/or this Resolution." [See Explanatory Note (vii)].

**(Resolution 16)**

By Order of the Board  
Abdul Jabbar Bin Karam Din  
Company Secretary  
Singapore, 8 April 2011

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## Explanatory Notes:

- (i) Dr Cheo Tong Choon @Lee Tong Choon, upon re-election as a Director of the Company, will remain as a member of the Nominating Committee. Dr Cheo Tong Choon @Lee Tong Choon is the Chairman and Executive Director.
- (ii) Mr Giam Chin Toon, upon re-election as a Director of the Company, will remain as the Chairman of the Remuneration and Nominating Committees and a member of the Audit Committee. Mr Giam Chin Toon is the Lead Independent Director.
- (iii) Tan Sri Dato' Ir Muhammad Radzi bin Hj Mansor, upon re-election as a Director of the Company, will remain as a member of the Audit Committee, Remuneration Committee and Nominating Committee. Tan Sri Dato' Ir Muhammad Radzi bin Hj Mansor is an Independent Director.
- (iv) Mr Lim How Teck, upon re-election as a Director of the Company, will remain as the Chairman of the Audit Committee and a member of the Remuneration Committee and Nominating Committee. Mr Lim How Teck is an Independent Director.
- (v) Tan Sri Datuk Dr Ong Soon Hock, upon re-election as a Director of the Company, will remain as a member of the Nominating Committee. Tan Sri Datuk Dr Ong Soon Hock is an Independent Director.
- (vi) The Ordinary Resolution 15 proposed in item 16. above, if passed, is to empower the Directors to issue shares in the capital of the Company and/or instruments (as defined above). The aggregate number of shares to be issued pursuant to Resolution 15 (including shares to be issued in pursuance of instruments made or granted) shall not exceed fifty per cent. (50%) of the total number of issued shares excluding treasury shares of the Company, with a sub-limit of twenty per cent. (20%) for shares issued other than on a pro-rata basis (including shares to be issued in pursuance of instruments made or granted pursuant to this Resolution) to shareholders with registered addresses in Singapore. For the purpose of determining the aggregate number of shares that may be issued, the percentage of the total number of issued shares excluding treasury shares of the Company will be calculated based on the total number of issued shares excluding treasury shares of the Company at the time of the passing of Resolution 15, after adjusting for (i) new shares arising from the conversion or exercise of any convertible securities; (ii) new shares arising from exercise of share options or vesting of share awards outstanding or subsisting at the time of the passing of Resolution 15, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and (iii) any subsequent bonus issue, consolidation or subdivision of shares.
- (vii) The Ordinary Resolution 16 proposed in item 17. above, if passed, is to empower the Directors of the Company to continue to enter into interested person transactions, on the Group's normal commercial terms and in accordance with the guidelines and procedures of the Company for interested person transactions as described in the Appendix to Shareholders dated 8 April 2011. This authority will continue in force until the next Annual General Meeting.

## Notes:

1. If a shareholder being a Depositor whose name appears in the Depository Register (as defined in Section 130A of the Companies Act, Cap. 50 of Singapore) wishes to attend and vote at the Annual General Meeting, then he/she should complete the Proxy Form and deposit the duly completed Proxy Form at the office of the Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, Singapore Land Tower, #32-01 Singapore 048623, at least 48 hours before the time of the Annual General Meeting.
2. If a Depositor wishes to appoint a proxy/proxies, then the Proxy Form must be deposited at the office of the Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, Singapore Land Tower, #32-01 Singapore 048623, at least 48 hours before the time of the Annual General Meeting.