



Combine Will

COMBINE WILL INTERNATIONAL HOLDINGS LIMITED

聯志國際控股有限公司

(Incorporated in the Cayman Islands on 8 October 2007)

(Registration Number: MC-196613)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Combine Will International Holdings Limited 聯志國際控股有限公司 (the "Company") will be held at Pan Pacific Singapore, Ocean 6, Level 2, 7 Raffles Boulevard, Marina Square, Singapore 039595 on June 17, 2011 at 2.30 p.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1 – THE PROPOSED AMENDMENT OF THE TERMS OF THE PROPOSED ISSUE BY THE COMPANY OF UP TO 11,000,000 NEW CONSOLIDATED SHARES, SUCH THAT THE NEW CONSOLIDATED SHARES SHALL BE OFFERED AT AN OFFER PRICE THAT THE COMPANY AND THE UNDERWRITER SHALL DETERMINE, SUBJECT TO A MINIMUM OFFER PRICE OF KRW2,013.44 (EQUIVALENT TO S\$2.30 AT AN EXCHANGE RATE OF S\$1.00 : KRW875.41 AS AT THE LATEST PRACTICABLE DATE) PER NEW CONSOLIDATED SHARE, IN CONJUNCTION WITH THE PROPOSED DUAL LISTING

That:

- (a) the new offer price of the New Consolidated Shares, being at an offer price that the Company and the Underwriter shall determine subject to a minimum offer price of KRW2,013.44 (equivalent to S\$2.30 at an exchange rate of S\$1.00: KRW875.41) per New Consolidated Share, and which may be at a discount (such discount being more than 10%) to the prevailing market price of the Shares traded on the SGX-ST on the full trading day before the issuance of the New Consolidated Shares, be and is hereby approved; and
- (b) in the determination of the final offer price of the New Consolidated Shares, the Board and each of them be and is hereby authorised to do and execute all such acts and things as they or he may in their or his sole discretion consider necessary or expedient to give effect to this Resolution and implementation of any of the foregoing.

ORDINARY RESOLUTION 2 – THE PROPOSED DECLARATION OF A SPECIAL DIVIDEND FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2010 TO THE SHAREHOLDERS OF THE COMPANY

That:

- (a) a special cash dividend for the financial year ended 31 December 2010 of S\$0.09 per ordinary share in the capital of the Company held by Shareholders as at the Books Closure Date be and is hereby declared and approved; and
- (b) the Board and each of them be and is hereby authorised to do and execute all such acts and things as they or he may in their or his sole discretion consider necessary or expedient to give effect to this Resolution and implementation of any of the foregoing.

All capitalised terms used in this Notice of EGM which are not defined herein shall unless the context otherwise requires, have the same meanings ascribed to them in the circular of the Company to Shareholders dated 2 June 2011.

By Order of the Board

Ng Joo Khin / Tsang Hung Leung, Alan
Joint Company Secretaries

Singapore, 2 June 2011

Notes:-

1. *A member of the Company entitled to attend and vote at the extraordinary general meeting is entitled to appoint one or two proxies to attend and vote in his stead. A member of the Company, which is a corporation, is entitled to appoint its authorised representative to vote on its behalf. A proxy need not be a member of the Company.*
2. *The Proxy Form must be deposited at the registered office of the Company's local share transfer agent, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623, not less than 48 hours before the time fixed for holding the extraordinary general meeting in order for the proxy to be entitled to attend and vote at the extraordinary general meeting.*
3. *A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited 48 hours before the time fixed for holding the extraordinary general meeting in order for the Depositor to be entitled to attend and vote at the extraordinary general meeting.*