

# NOTICE OF ANNUAL GENERAL MEETING

SINCERE WATCH LIMITED  
(INCORPORATED IN THE REPUBLIC OF SINGAPORE)  
(COMPANY REGISTRATION NUMBER 197700967C)

Notice is hereby given that the 29th Annual General Meeting of the Company will be held at Suntec Singapore International Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Level 3, Meeting Room 314, Singapore 039593, on Friday, July 21, 2006 at 10.00 a.m. for the following purposes:

## As Ordinary Business

- 1 To receive and adopt the Audited Accounts for the year ended March 31, 2006, the Auditors' Report and the Directors' Report thereon.
- 2 To declare a first and final dividend of 1 cent per share (10%) less tax of 20% as recommended by the Directors for the year ended March 31, 2006.
- 3 To declare a special dividend of 1.65 cents per share (16.5%) less tax of 20% as recommended by the Directors for the year ended March 31, 2006.
- 4 To approve Directors' Fees of \$160,000 for the year ended March 31, 2006.
- 5 To re-elect Mr Tay Ngiap Jiang, a Director who is retiring under Article 92 of the Company's Articles of Association.
- 6 To re-elect Mr Soh Gim Teik, a Director who is retiring under Article 92 of the Company's Articles of Association.
- 7 To re-appoint Messrs Deloitte & Touche as the Auditors of the Company and to authorise the Directors to fix their remuneration.

## As Special Business

- 8 To consider, and if thought fit, to pass with or without modification the following resolution:

"That pursuant to Section 153(6) of the Companies Act, Cap. 50, Mr Cecil Vivian Richard Wong be and is hereby re-appointed a Director of the Company to hold such office until the next Annual General Meeting of the Company."

Mr Cecil Vivian Richard Wong, upon re-election as Director of the Company, will remain as the Chairman of the Audit Committee and will be considered to be independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
- 9 To consider, and if thought fit, to pass with or without modification the following resolution:

"That pursuant to Section 153(6) of the Companies Act, Cap. 50, Mr Tay Boo Jiang be and is hereby re-appointed a Director of the Company to hold such office until the next Annual General Meeting of the Company."
- 10 To consider, and if thought fit, to pass with or without modification the following resolution:

"That pursuant to Section 153(6) of the Companies Act, Cap. 50, Mr Tay Chok Yan be and is hereby re-appointed a Director of the Company to hold such office until the next Annual General Meeting of the Company."
11. To consider and if thought fit, to pass with or without modification, the following resolution:

"That authority be and is hereby given to the Directors to:-

  - (a) (i) issue shares in the capital of 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 and issue of (as well as adjustments to) 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 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) does not exceed 50 per cent. of the issued shares in the capital of the Company (as calculated in accordance with 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) does not exceed 20 per cent. of the issued shares in the capital of the Company (as calculated in accordance with paragraph (2) below);

## **NOTICE OF ANNUAL GENERAL MEETING (continued)**

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- (2) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited ("SGX-ST")) for the purpose of determining the aggregate number of shares that may be issued under paragraph (1) above, the percentage of issued shares shall be based on the number of issued shares in the capital of the Company at the time this Resolution is passed, after adjusting for:-
- (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
  - (ii) any subsequent consolidation or subdivision of shares;
- (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 Articles of Association 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.

12. Any other business.

By Order of the Board

Soh Gim Teik  
Company Secretary

July 6, 2006  
Singapore

Note: A member entitled to attend and vote at the above Meeting may appoint a Proxy (or a representative in the case of a corporation) to attend and vote on his/her behalf and such Proxy (or representative) need not be a member of the Company. Every instrument of proxy shall be deposited at the registered office of the Company at 8 Temasek Boulevard, #23-03 Suntec Tower 3, Singapore 038988 not less than 48 hours before the time set for the holding of the Meeting or any adjournment thereof.