

Teckwah Industrial Corporation Ltd

Co. Reg. No. 197201105E

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Company will be held at 25 Pandan Crescent #05-15 TIC Tech Centre Singapore 128477 on Thursday, April 26, 2007 at 9.00 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive and consider the directors' report and accounts for the year ended December 31, 2006 and the auditor's report thereon. **(Resolution 1)**
2. To declare a first and final dividend of 0.82 cents per ordinary share less tax in respect of the year ended December 31, 2006. **(Resolution 2)**
3. To re-elect the following Directors retiring pursuant to the Company's Articles of Association:-
 - (i) Mr Lee Chee Sit [See Explanatory Note (a)] **(Resolution 3)**
 - (ii) Mr Peter Chan Pee Teck [See Explanatory Note (b)] **(Resolution 4)**
 - (iii) Mr Tan Ee Chian [See Explanatory Note (c)] **(Resolution 5)**
4. To re-appoint Auditors and to authorise the Directors to fix their remuneration. **(Resolution 6)**
5. To approve the proposed Directors' fees of \$136,000 for the year ended December 31, 2006. (2005 : \$120,000) **(Resolution 7)**
6. To transact any other business of the Company which may properly be transacted at an Annual General Meeting.

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:-

7. "That pursuant to Section 161 of the Companies Act, Chapter. 50 and the listing rules of the Singapore Exchange Securities Trading Limited, the Directors be and are hereby authorised to issue shares in the Company (whether by way of bonus issue, rights issue or otherwise) 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 provided that:
 - (i) the aggregate number of shares to be issued pursuant to this Resolution does not exceed 50% of the total number of shares issued by the Company, of which the aggregate number of shares to be issued other than on a pro-rata basis to existing shareholders of the Company does not exceed 20% of the total number of shares issued by the Company;
 - (ii) for the purpose of determining the aggregate number of shares that may be issued under (i) above, the percentage of the number of shares to be issued shall be based on the total number of shares issued by the Company at the time this Resolution is passed, after adjusting for
 - (a) new shares arising from the conversion or exercise of any convertible securities or employee share options or vesting of share awards that are outstanding or subsisting at the time this Resolution is passed; and
 - (b) any subsequent consolidation or subdivision of shares; and
 - (iii) unless revoked or varied by the Company in general meeting, such 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." [see Explanatory Note (d)]. **(Resolution 8)**

Notice is hereby given that the Transfer Books and Register of Members of the Company will be closed on May 10, 2007 for the preparation of dividend warrants.

Duly completed transfers received by the Company's Registrar, Tricor Barbinder Share Registration Services of 8 Cross Street #11-00 PWC Building Singapore 048424, up to the close of business at 5 p.m. on May 9, 2007 will be registered to determine shareholders' entitlement to the proposed dividend. The dividend, if approved, will be paid on May 23, 2007 to shareholders registered in the books of the Company on May 9, 2007.

In respect of shares in securities accounts with the Central Depository (Pte) Limited ("CDP"), the said final dividend will be paid by the Company to CDP which will in turn distribute the dividend entitlements to holders of shares in accordance with its practice.

By Order of the Board

Lo Swee Oi
Company Secretary
April 10, 2007
Singapore

Explanatory Notes:

- (a) Mr Lee Chee Sit has been appointed as a Non-Executive Director of the Company since September 12, 1991. Mr Lee, if re-elected, will remain as a Member of Remuneration Committee and Share Options Committee. Full particulars on Mr Lee are set out on page 27 of the Annual Report.
- (a) Mr Peter Chan Pee Teck, if re-elected, will remain as a Member of the Audit Committee and the Chairman of the Nominating Committee. Mr Chan is considered an Independent Director for purposes of Rule 704(8) of the Listing Manual of Singapore Exchange Securities Trading Limited. Full particulars on Mr Chan are set out on page 26 of the Annual Report.
- (c) Mr Tan Ee Chian was appointed as a Non-Executive Director on August 11, 2004. Full particulars on Mr Tan are set out on page 27 of the Annual Report.
- (d) Ordinary Resolution 8, 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 in the Company. The maximum number of shares, which the Directors may issue under this resolution, shall not exceed the quantum set out in the resolution.

Notes to Proxy Form:

- (i) A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.
- (ii) If a proxy is to be appointed, the form must be deposited at the registered office of the Company, 25 Pandan Crescent #05-15 TIC Tech Centre Singapore 128477 not less than 48 hours before the meeting.
- (iii) The form of proxy must be signed by the appointor or his attorney duly authorised in writing.
- (iv) In the case of joint shareholders, all holders must sign the form of proxy.