



KING WAN CORPORATION LIMITED

(Incorporated in Singapore)
(Company Registration No. 200001034R)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Ninth Annual General Meeting of **KING WAN CORPORATION LIMITED** (the "Company") will be held at the Board Room, 8 Sungei Kadut Loop, Singapore 729455 on **Thursday, 31 July 2008 at 2.30 p.m.** for the following purposes:

As Ordinary Business:

1. To receive and adopt the Directors' Report and the Audited Accounts for the year ended 31 March 2008 and the Auditors' Report thereon [Resolution No. 1]
2. To re-elect the following Directors retiring by rotation pursuant to Article 89 of the Company's Articles of Association:
 - (a) Ms. Chua Eng Eng [Resolution No. 2]
 - (b) Mr. Goh Chee Wee [Resolution No. 3]
3. To approve Directors' Fee of S\$125,000 for the year ended 31 March 2008 (2007: \$89,313). [Resolution No. 4]
4. To approve the proposed first and final one-tier tax exempt dividend of 0.225 cents per ordinary share for the year ended 31 March 2008 [Resolution No. 5]
5. To re-appoint Auditors and to authorise the Directors to fix their remuneration. [Resolution No. 6]

AS SPECIAL BUSINESS:

6. To consider and if thought fit, to pass the following Ordinary Resolutions:

That pursuant to Section 161 of the Companies Act, Cap 50 and the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors to issue shares in the capital of the Company (whether by way of rights, bonus 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 per cent (50%) of the issued share capital of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20 per cent (20%) of the issued share capital of the Company (as calculated in accordance with sub-paragraph (ii) below);
 - (ii) notwithstanding the provisions of Article 4 of the Articles of Association of the Company but 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 (i) above, the percentage of issued share capital shall be based on the issued share capital of 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 share options which 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, 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. [Resolution No. 7]

ORDER OF THE BOARD

Lim Bee Lian Eliza
Company Secretary
Singapore, 16 July 2008

Explanatory Notes on Ordinary Resolutions to be transacted:

- a. Ms. Chua Eng Eng is the Managing Director of the Company.
- b. Mr. Goh Chee Wee is an Independent Non-Executive Director, Chairman of the Remuneration Committee and also a member of the Audit Committee and Nomination Committee. If he is re-elected, he will continue as the Chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee.
- c. The Audit Committee has recommended that Deloitte & Touche be re-appointed as Auditors.

EXPLANATORY NOTES ON SPECIAL BUSINESS TO BE TRANSACTED:

- d. Resolution No. 7 is to empower the Directors to issue shares in the capital of the Company up to an amount not exceeding in total 50 per cent (50%) of the issued share capital of the Company, with a sub-limit of 20 per cent (20%) for shares issued other than on a pro rata basis to shareholders. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued share capital shall be based on the issued share capital of the Company at the time that Resolution No. 8 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options which are outstanding or subsisting at the time that Resolution No. 8 is passed, and (b) any subsequent consolidation or subdivision of shares. The share options referred to are to those granted by the Company pursuant to share option scheme governed by Part VIII of Chapter 8 of the Listing Manual of the Singapore Exchange Securities Trading Limited.

NOTES:

A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead and the proxy need not also be a Member of the Company. The instrument appointing a proxy must be deposited at the Registered Office of the Company at least 48 hours before the time appointed for the Meeting.