EUCON HOLDING LIMITED
(Company Registration No.: 200107762R)
(Incorporated in the Republic of Singapore with Limited Liability)

NOTICE IS HEREBY GIVEN that the Seventh Annual General Meeting of Eucon Holding Limited (the "Company") will be held at The Parawave, Level 4, Paramount Hotel, 25 Marine Parade, Singapore 449536 on Wednesday, 29 April 2009 at 10.00 a.m. to transact the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Report of The Directors and Audited Accounts of the Company for the financial year ended 31 December 2008 together with the Auditors' Report thereon. **[Resolution 1]**

2. To approve the Directors' Fees of S$170,000/- for the year ended 31 December 2008 (2007: S$170,000/-). **[Resolution 2]**

3. To re-elect the following Directors retiring pursuant to the Company's Articles of Association:-
   (a) Mr Chen Ming-Hsing {retiring pursuant to Article 89} **[Resolution 3(a)]**
   (b) Mr Ong Sim Ho {retiring pursuant to Article 89} **[Resolution 3(b)]**

   Mr Ong Sim Ho will, upon re-election as Director of the Company, remain as Chairman of the Audit Committee and member of the Remuneration Committee and will be considered independent for the purposes of Clause 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

4. To re-appoint Messrs Deloitte & Touche LLP as the Company's Auditors and to authorise the Directors to fix their remuneration. **[Resolution 4]**

5. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

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

6. "That pursuant to Section 161 of the Companies Act, Cap. 50 and the Listing Manual of the Singapore Exchange Securities Trading Limited, the Directors of the Company be and they are hereby authorised to issue shares and convertible securities in 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 person as the Directors may in their absolute discretion, deem fit provided that the aggregate number of shares to be issued pursuant to this Resolution does not exceed 50 per centum of the total number of issued shares excluding treasury shares, in the capital of the Company at the time of the passing of this Resolution, of which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to existing shareholders shall not exceed 20 per centum of the total number of issued shares excluding treasury shares, in the capital of the Company at the time of the passing of this Resolution and that such authority shall continue in force until the date that the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier, unless revoked or varied at a general meeting of the Company." **[Resolution 5]**
   [See Explanatory Note (i)]

7. "That pursuant to Section 161 of the Companies Act, Cap. 50 and the Listing Manual of the Singapore Exchange Securities Trading Limited, the Directors of the Company be and are hereby authorised to allot and issue shares (or convertible securities as may be allowed by Singapore Exchange Limited ("SGX") from time to time) in the Company via a renounceable rights issue (or such other manner as may be allowed by SGX from time to time) at any time and upon such terms and conditions and for such purposes and to such person 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 100 per centum of the total number of issued shares (excluding treasury shares) at the time of the passing of this Resolution (subject to the application of the Listing Manual and any requirements which the SGX may impose from time to time);

   (ii) the rights are issued on a pro-rata basis;

   (iii) and that such authority shall continue in force until the date that the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier, unless revoked or varied at a general meeting of the Company." **[Resolution 6]**
   [See Explanatory Note (ii)]

BY ORDER OF THE BOARD

Tan Cheng Siew
Chan Wai Teng Priscilla
Company Secretaries
Singapore, 9 April 2009

EXPLANATORY NOTES ON SPECIAL BUSINESS TO BE TRANSACTED:

(i) The proposed Resolution 5, if passed, will empower the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares in the Company up to an amount not exceeding in total 50 per centum of the total number of issued shares excluding treasury shares in the capital of the Company for such purposes as they consider would be in the interests of the Company. This authority will, unless previously revoked or varied at a general meeting, expire at the date the next Annual General Meeting of the Company is held or is required by law to be held, whichever is earlier.

The percentage of the issued share capital is based on the number of issued shares excluding treasury shares in the capital of the Company at the time of the passing of this Resolution after adjusting for:

(a) new shares arising from the conversion or exercise of convertible securities;

(b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution; and

(c) any subsequent bonus issue, consolidation or subdivision of shares.

(ii) The proposed Resolution 6, if passed, will empower the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to allot and issue shares in the Company up to an amount not exceeding in total 100 per centum (up from 50% per centum) of the total number of issued shares excluding treasury shares in the capital of the Company for such purposes as they consider would be in the interests of the Company. This is one of the new measures introduced by the Singapore Exchange Limited, in consultation with the Monetary Authority of Singapore on 20 February 2009 to accelerate and facilitate listed issuer's fund raising efforts and will be in effect until 31 December 2010.

This mandate is conditional upon the Company:

- Making periodic announcements on the use of the proceeds as and when the funds are materially disbursed; and
- providing a status report on the use of the proceeds in the annual report.

The percentage of the issued share capital is based on the number of issued shares excluding treasury shares in the capital of the Company at the time of the passing of this Resolution after adjusting for:

(a) new shares arising from the conversion or exercise of convertible securities;

(b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution; and

(c) any subsequent bonus issue, consolidation or subdivision of shares.

This mandate if passed will provide the Directors with an opportunity to raise funds and avoid prolonged market exposure by reducing the time taken for shareholders' approval, in the event the need arises. Minority shareholders' interests are mitigated as all shareholders have equal opportunities to participate and can dispose of their entitlements through trading of nil-paid rights if they do not wish to subscribe for their rights shares.

Notes:
A Member is entitled to appoint up to two proxies to attend and vote in his place. A proxy need not be a Member of the Company. Members wishing to vote by proxy at the meeting may use the proxy form enclosed. The completed proxy form must be lodged at the Registered Office of the Company at 80 Marine Parade Road, #11-02 Parkway Parade, Singapore 449269 not less than 48 hours before the time appointed for the Meeting.