EUCON HOLDING LIMITED

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twelfth Annual General Meeting of Eucon Holding Limited (the "Company") will be held at Grand Mercure Roxy Hotel, Frankel Room, Level 3, 50 East Coast Road, Roxy Square, Singapore 428769 on Thursday, 24 April 2014 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 Financial Statements of the Company for the financial year ended 31 December 2013 together with the Auditors' Report thereon. **[Resolution 1]**
2. To approve the Directors' Fees of S$130,000/- for the financial year ended 31 December 2013 (2012: S$130,000/-). **[Resolution 2]**
3. To re-elect the following Directors retiring pursuant to the Company's Articles of Association:-
   (a) Mr Wen Yao-Chou {retiring pursuant to Article 89} **[Resolution 3(a)]**
   (b) Mr Seow Han Chiang, Winston {retiring pursuant to Article 89} **[Resolution 3(b)]**

   Mr Seow Han Chiang, Winston will, upon re-election as a Director of the Company, remain as a Member of the Audit Committee and will be considered independent for the purposes of Rule 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 Resolution 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 persons 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]

BY ORDER OF THE BOARD

Tan Cheng Siew
Company Secretary
Singapore, 8 April 2014

EXPLANATORY NOTE ON SPECIAL BUSINESS TO BE TRANSACTED:

The proposed Resolution 5, if passed, will empower the Directors of the Company 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 total 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 which are outstanding or subsisting at the time of the passing of this Resolution; and

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