

PAN ASIAN WATER SOLUTIONS LIMITED

(Company Registration No. : 197902790N)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at 2 Tractor Road, Singapore 627966 on Thursday, 22 April 2010 at 2.00 p.m. to transact the following business:-

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and Financial Statements of the Company for the financial year ended 31 December 2009 together with the Auditor's Report thereon. **(Resolution 1)**
2. To declare a final tax exempt dividend of 1.0 cent per share for the financial year ended 31 December 2009. **(Resolution 2)**
3. To re-elect the following directors retiring pursuant to Articles 107 and 117 of the Company's Articles of Association :-
 - (a) Mr Richard Koh Chye Heng (retiring under Article 107) **(Resolution 3)**
 - (b) Mr Koh Eddie (retiring under Article 112) **(Resolution 4)**
 - (c) Mdm Indriati Khoe (retiring under Article 117) **(Resolution 5)**

Mdm Indriati Khoe, upon re-election as Director of the Company, remains a member of the Audit Committee.
4. To approve Directors' fees of S\$125,135 for the financial year ended 31 December 2009 (2008: S\$125,000). **(Resolution 6)**
5. To re-appoint Messrs RSM Chio Lim LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**

AS SPECIAL BUSINESS

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

6. **Authority to allot and issue shares and convertible securities (Resolution 8)**
 - (a) "That pursuant to Section 161 of the Companies Act, Cap. 50, and the listing manual of the Singapore Exchange Securities Trading Limited Section B: Rules of Catalist ("the Catalist Rules") authority be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:
 - (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;

SPECIAL BUSINESS (continued)

- (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares;
 - (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and
- (b) (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force,

provided always that

- (i) 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 100% of the total number of issued shares excluding treasury shares of the Company, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro rata basis to shareholders of the Company does not exceed 50% of the total number of issued shares excluding treasury shares of the Company. Unless prior shareholder approval is required under the Listing Rules, an issue of treasury shares will not require further shareholder approval, and will not be included in the aforementioned limits.

For the purpose of this resolution, the total number of issued shares excluding treasury shares is based on the Company's total number of issued shares excluding treasury shares at the time this resolution is passed, after adjusting for;

- a) new shares arising from the conversion or exercise of convertible securities, or
- b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the Singapore Exchange Securities Trading Limited, and
- c) any subsequent bonus issue, consolidation or subdivision of the Company's shares, and

SPECIAL BUSINESS (continued)

- (ii) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting 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 1)

7. Authority to issue placement shares at a discount (Resolution 9)

- (a) That authority be and is hereby given to the directors of the Company to issue shares (other than on a pro rata basis to shareholders of the Company) at an issue price for each share which shall be determined by the directors of the Company in their absolute discretion provided that such price shall not represent a discount of more than 20% to the weighted average price of a share for trades done on the Catalist (determined in accordance with the requirements of the SGX-ST); and
- (b) (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 general meeting of the Company or the date by which the next general meeting of the Company is required by law to be held, whichever is the earlier.

(See Explanatory Note 2)

8. Renewal of Shareholders' Mandate for Interested Person Transactions. (Resolution 10)

That approval be and is hereby given for the purposes of Chapter 9 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited for the Company, its subsidiaries and target associated companies (if any) or any of them to enter into any of the transactions falling within the types of Interested Person Transactions, particulars of which are set out in the Appendix to the Annual Report to shareholders dated 6 April 2010 (the “Appendix”) with the interested persons described in the Appendix, provided that such transactions are transacted on normal commercial terms and will not be prejudicial to the interests of the Company and the minority shareholders of the Company and in accordance with the guidelines and procedures for Interested Person Transactions as set out in the Appendix and that such approval (the “Shareholders' Mandate”) shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company; and the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Shareholders' Mandate.

(See Explanatory Note 3)

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

BY ORDER OF THE BOARD

Toon Choi Fan
Joanna Lim Lan Sim
Company Secretaries

Singapore
6 April 2010

Explanatory Notes:

1. The Ordinary Resolution proposed in item no. 6, if passed, will empower the Directors, from the date of this Annual General Meeting until the next Annual General Meeting, to allot and issue new shares and/or convertible securities in the Company including a rights or bonus issue without seeking further approval from shareholders in general meeting for such purposes as the Directors consider would be in the best interests of the Company. The maximum number of shares which the Directors may issue pursuant to this Resolution shall not exceed the quantum set out in the Resolution.
2. The Ordinary Resolution proposed in item no. 7, if passed, will empower the Directors of the Company to issue shares in the capital of the Company by way of placement at an issue price at not more than twenty per cent (20%) discount to the weighted average price for trades done on Catalist. In exercising the authority conferred by Ordinary Resolution proposed in item no. 7, the Company shall comply with the requirements of the SGX-ST (unless waived by the SGX-ST), all applicable legal requirements and the Company's Articles of Association. Rule 811(1) of the Rules of the Catalist presently provides that an issue of shares must not be priced at more than ten per cent (10%) discount to the weighted average price for trades done on the Catalist for the full market day on which the placement or subscription agreement is signed (or if not available, the weighted average price based on the trades done on the preceding market day). On 19 February 2009, the SGX-ST released a press release of new measures effective on 20 February 2009 (the "Press Release"); the new measures include allowing issuers to undertake placements of new shares using the general mandate to issue shares, priced at discounts of up to twenty per cent (20%), subject to the conditions that the issuer seeks shareholders' approval in a separate resolution at a general meeting to issue new shares on a non pro-rata basis at a discount exceeding ten per cent (10%) but not more than twenty per cent (20%), and the general share issue mandate resolution is not conditional on this resolution. The Ordinary Resolution proposed in item no. 7 has been included following this new measure. The Press Release states that this new measure will also be in effect until 31 December 2010 when it will be reviewed by the SGX-ST.
3. The Ordinary Resolution proposed in item no. 8 is to renew the Shareholders' Mandate for transactions with interested persons and if passed, will empower the Company, its subsidiaries and associated companies or any of them to enter into certain interested person transactions with persons who are considered "interested persons" as defined in Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited.

Notes:

1. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company and where there are two proxies, the number of shares to be represented by each proxy must be stated.
2. The instrument or form appointing a proxy or proxies, duly executed, must be deposited at the Company's registered office at 2 Tractor Road, Singapore 627966 not later than 48 hours before the time for holding of the above Annual General Meeting.

NOTICE OF BOOKS CLOSURE

NOTICE IS HEREBY GIVEN that the Transfer Books and Register of Members of the Company will be closed on 6 May 2010, for the preparation of dividend warrants. Duly completed transfers received by the Company's Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 up to 5.00 p.m. on 5 May 2010 will be registered before entitlements to the dividend are determined. Members whose securities accounts with The Central Depository (Pte) Limited are credited with shares as at 5.00 p.m. on 5 May 2010 will be entitled to the dividend. The dividend, if approved at the Annual General Meeting, will be paid on 14 May 2010.