

CIRCULAR DATED 14 OCTOBER 2008

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU ARE IN ANY DOUBT AS TO THE ACTION THAT YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, ACCOUNTANT, LEGAL, FINANCIAL, TAX, OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

If you have sold or transferred all your ordinary shares in the capital of Eng Wah Organization Limited (*Eng Wah* or the *Company*), please forward this Circular, the Notice of Extraordinary General Meeting and the accompanying Proxy Form to the purchaser or transferee or to the stockbroker, bank or agent through whom the sale or transfer was effected (for onward transmission to the purchaser or transferee).

The Singapore Exchange Securities Trading Limited (*SGX-ST*) assumes no responsibility for the correctness of any statements made, reports contained or opinions expressed in this Circular. Approval in-principle granted by the SGX-ST for, amongst others, the listing and quotation of the Aggregate New Eng Wah Shares on the main board of the SGX-ST is not to be taken as an indication of the merits of any of the Proposed Transactions, the Compliance Placement, the Proposed General Share Mandate, the Proposed Whitewash Resolution, the Proposed Change of Auditors, the Transcu Group, the Eng Wah Group, the Enlarged Group, the existing Shares or the Aggregate New Eng Wah Shares.

Terms appearing on the cover of this Circular have the same meanings as defined herein.

YOUR ATTENTION IS DRAWN TO THE SECTIONS ENTITLED "RISK FACTORS" OF THIS CIRCULAR (INCLUDING SECTION 10 OF THE TRANSCU LETTER) WHICH YOU SHOULD REVIEW CAREFULLY AND COLLECTIVELY.

The Company would like to highlight the following specific risks to be considered in connection with this Circular:

- The Transcu Group has not generated sales revenue from products utilising its proprietary drug delivery technologies.
- The Transcu Group was profitable only in the last full financial year of operations in FY2008 but subsequently incurred an unaudited net loss of approximately US\$7.2 million for the four (4) months ended 31 July 2008. There is no assurance that any revenue or profitability can be sustained subsequent to the proposed acquisition.
- The nature of the Transcu Group's licensing activities causes its revenue to be irregular and the Transcu Group expects its licensing revenues to fluctuate between reporting periods.



Eng Wah Organization Limited

(Incorporated in the Republic of Singapore)
(Company Registration Number: 196800320E)

CIRCULAR TO SHAREHOLDERS

in relation to:

- (A) (i) The proposed acquisition by the Company of the entire issued and paid-up share capital and outstanding convertible securities of Transcu Ltd. from the Transcu Shareholders and Transcu Option Holders for a purchase consideration of S\$675.00 million;
- (ii) The proposed allotment and issue of up to 1,614,705,882 New Eng Wah Shares credited as fully paid up as part of the consideration for the Proposed Acquisition;
- (iii) The proposed adoption of the New Eng Wah Option Plan pursuant to which the New Eng Wah Options will be issued;
- (iv) The proposed issue of New Eng Wah Options as part of the consideration for the Proposed Acquisition and the issue of New Eng Wah Option Shares on the exercise of such options;
- (v) The proposed whitewash resolution, this being a resolution of the Shareholders to waive their right to receive a general offer under the Singapore Code on Take-Overs and Mergers from Concert Parties for all the Shares, following the allotment and issue of up to 1,614,705,882 New Eng Wah Shares on completion of the Proposed Acquisition;
- (vi) The proposed change of name of the Company from "Eng Wah Organization Limited" to "Transcu Group Limited"; and
- (vii) The proposed appointment of new directors of the Company (upon completion of the Proposed Acquisition).
- (B) The proposed allotment and issue of up to 262 million placement Shares pursuant to the Compliance Placement;
- (C) The proposed General Share Mandate;
- (D) The proposed adoption of the Transcu SOS and the Transcu PSS; and
- (E) The proposed change of auditors of the Company.

Financial Adviser to the Company



CIMB-GK SECURITIES PTE. LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No.: 198701621D)

Independent Financial Adviser in respect of the Proposed Whitewash Resolution



KBC Bank N.V.,
Singapore Branch

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form	:	5 November 2008 at 9.30 a.m.
Date and time of Extraordinary General Meeting	:	7 November 2008 at 9.30 a.m.
Place of Extraordinary General Meeting	:	The Legends Fort Canning Park Legends III, Park Level, 11 Canning Walk Singapore 178881