

Company Announcement



Boustead Singapore Limited
(Co. Reg. No. 197501036K)

63 Ubi Avenue 1, #06-01
Boustead House
Singapore 408937

NOTICE OF ANNUAL GENERAL MEETING

Singapore, 7 August 2003

Notice is hereby given that the Annual General Meeting of Boustead Singapore Limited (the "Company") will be held at 63 Ubi Avenue 1, #06-01, Boustead House, Singapore 408937, on 29 August 2003 at 10.00 am to transact the following businesses:

As Ordinary Business

Resolution 1

To receive the audited financial statements for the year ended 31 March 2003 and the Reports of the Directors and Auditors.

Resolution 2

To approve a final dividend of 1.50 cents per ordinary share less income tax for the year ended 31 March 2003.

Resolution 3 and 4

To re-elect the following Directors retiring under Article 87 of the Company's Articles of Association:

- a) Mr James Lim Jit Teng; and
- b) Mr Wong Heng Chong.

Resolution 5

To approve the payment of Directors' fees of S\$149,000 (2002: S\$150,000) for the financial year ended 31 March 2003.

Resolution 6

To re-appoint Messrs Deloitte & Touche as Auditors of the Company to hold office until the next Annual General Meeting and to authorise the Directors to fix their remuneration.

As Special Business

To consider and, if thought fit to pass with or without modifications, the following resolutions:

As Ordinary Resolutions

Resolution 7

"That pursuant to Section 161 of the Companies Act, Cap 50, authority be and is hereby given to the Directors to allot and issue new shares in the Company at any time and upon such terms and conditions and with such rights and restrictions as they may think fit to impose and for such purposes 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 fifty percent (50%) of the Company's issued share capital, of which the aggregate number of shares to be issued other than on a pro-rata basis to existing shareholders does not exceed twenty percent (20%) of the Company's issued share capital, and, unless revoked or varied by ordinary resolution of the shareholders of the Company in general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company, whichever is the earlier. For the purposes of this resolution, the percentage of issued share capital of the Company is calculated based on the maximum potential share capital of the Company at the time this resolution is passed (taking into account the conversion or exercise of any convertible securities and employee share options on issue [which were issued pursuant to previous shareholders' approval] at the time this resolution is passed), adjusted for any subsequent consolidation or subdivision of shares of the Company."

Resolution 8

"That authority be and is hereby given to the Directors to offer and grant options in accordance with the provisions of the Boustead Share Option Scheme 2001 (the "2001 Scheme"), and pursuant to Section 161 of the Companies Act, Cap 50, to allot and issue from time to time such number of ordinary shares of S\$0.25 each in the capital of the Company as may be required to be issued pursuant to the exercise of the options that may be granted under the 2001 Scheme provided always that the aggregate number of ordinary shares to be issued pursuant to the 2001 Scheme shall not exceed fifteen percent (15%) of the Company's existing issued share capital."

As Special Resolution

Resolution 9 - Alteration of Articles of Association

That the Articles of Association of the Company be altered by:

- a) Renumbering existing Article 102 as Article 102A; and
- b) Inserting the following new Article 102B:

102B The contemporaneous linking together by telephone or other methods of simultaneous communication by electronic means of a number of the Directors being not less than the quorum, wherever in the world they are, shall be deemed to constitute a meeting of the Directors so long as the following conditions are met:

- i) The Directors for the time being entitled to receive notice of any meeting of the Directors (including any alternate for any Director)

shall be entitled to notice of any such meeting and to be linked by the relevant means for the purpose of such meeting. Notice of any such meeting may be given by telephone;

- ii) Each of the Directors taking part must be able to hear each of the other Directors taking part subject as hereinafter mentioned throughout the meeting;
- iii) At the commencement of the meeting each Director must acknowledge his presence to all the other Directors taking part; and
- iv) Unless he has previously obtained the consent of the Chairman of the meeting, a Director may not leave the meeting by disconnecting his telephone or otherwise and shall be conclusively presumed to have been present and to have formed part of the quorum throughout the meeting. The meeting shall be deemed to be validly conducted notwithstanding that a Director's telephone is accidentally disconnected during the meeting, and the proceedings thereof shall be deemed to be as valid as if the telephone had not been disconnected.

The minutes of such a meeting signed by the Chairman of the meeting shall be conclusive evidence of any resolution of any meeting conducted in the manner aforesaid.

To transact any other business of the Company which may arise.

Notice of Books Closure and Dividend Payment Date

Notice is hereby given that the Transfer Books and Register of Members and Warrants of the Company will be closed on 5 September 2003 for the purpose of determining shareholders' entitlements to the proposed final dividend to be paid on 18 September 2003, subject to and contingent upon the shareholders' approval for the proposed dividend being obtained at the forthcoming Annual General Meeting of the Company.

Duly completed transfers and exercise of warrant forms received by the Company's Registrars, Lim Associates (Pte) Ltd, at 10 Collyer Quay, #19-08, Ocean Building, Singapore 049315, up to 5.00 pm on 4 September 2003 will be registered before entitlements to the dividend are determined.

By Order of the Board

Alvin Kok
Company Secretary

Explanatory Note on Special Business to be Transacted

The effect of the resolutions under the heading "Special Business" are:

Ordinary Resolution 7: To enable the Directors to issue shares in the Company up to 50% of the issued share capital of the Company (in the case of issuance other than on a pro-rata basis to existing shareholders, such aggregate number of shares not to exceed 20% of the Company's issued share capital) for such purposes as they consider to be in the interests of the Company.

Ordinary Resolution 8: To allow the Directors to issue shares pursuant to the 2001 Scheme.

Special Resolution 9: The Code of Corporate Governance (Principle 1.1) encourages listed companies to have a provision in their Articles of Association to enable the participation of Directors who are unable to attend meetings in person to participate by means of a conference telephone, video-conferencing or any other methods of simultaneous communication without being physically present at the meeting.

The amendment proposed under Special Resolution 9 above is to extend the conduct of Board meetings to include simultaneous communication by electronic means and to set the procedures for the conduct of such meeting.

Notes

- 1) A member of the Company entitled to attend and vote at the above Meeting may appoint one or two proxies to attend and vote in his/her stead. Such proxies need not be a member of the Company.
- 2) Where a member appoints two proxies the appointment shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.
- 3) This instrument of proxy must be signed by the appointer or his/her duly authorised attorney or, if the appointer is a body corporate, signed by a duly authorised officer or its attorney or affixed with its common seal thereto.
- 4) A body corporate which is a member may also appoint by resolution of its directors or other governing body an authorised representative or representatives in accordance with its Articles of Association and Section 179 of the Companies Act, Chapter 50 of Singapore to attend and vote for and on behalf of such body corporate.
- 5) This instrument appointing a proxy or proxies (together with the power of attorney (if any) under which it is signed or a certified copy thereof), must be deposited at the registered office of the Company at 63 Ubi Avenue 1, #06-01, Boustead House, Singapore 408937, not less than 48 hours before the time fixed for holding the Annual General Meeting.
- 6) Please insert in the space provided the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, this instrument of proxy shall be deemed to relate to all the shares held by you.
- 7) The Company shall be entitled to reject this instrument of proxy if it is incomplete, not properly completed, or illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified in this instrument of proxy. In addition, in the case of a member whose shares are deposited with the Central Depository (Pte) Limited ("CDP"), the Company may reject any instrument of proxy lodged if such member is not shown to have shares entered against his/her name in the Depository Register 48 hours before the time fixed for holding the above Annual General meeting, as certified by CDP to the Company.