

CIRCULAR DATED 5 OCTOBER 2007

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold your ordinary shares in the capital of F J Benjamin Holdings Ltd, you should immediately forward this Circular and the Proxy Form enclosed with this Circular to the purchaser or to the stockbroker or other agent through whom the sale was effected for onward transmission to the purchaser.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular.

FJ BENJAMIN

(Incorporated in the Republic of Singapore)
(Company Registration No. 197301125N)

CIRCULAR TO SHAREHOLDERS

in relation to

- (1) THE PROPOSED CAPITAL DISTRIBUTION OF S\$0.13 IN CASH FOR EACH SHARE BY WAY OF CAPITAL REDUCTION;**
- (2) THE PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION; AND**
- (3) THE PROPOSED SHARE PURCHASE MANDATE.**

IMPORTANT DATES AND TIMES:

Last date and time for lodgement of Proxy Form	:	27 October 2007 at 3.00 p.m.
Date and time of Extraordinary General Meeting	:	29 October 2007 at 3.00 p.m. (or as soon as practicable immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 2.30 p.m. on the same day at the same venue)
Place of Extraordinary General Meeting	:	Lavender Room, Level 3 Orchard Hotel, 442 Orchard Road, Singapore 238879

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DEFINITIONS

In this Circular, the following definitions apply throughout except where the context otherwise requires:

“ACRA”	:	Accounting and Corporate Regulatory Authority of Singapore.
“AGM”	:	The annual general meeting of the Company.
“Articles”	:	The Articles of Association of the Company for the time being.
“Books Closure Date”	:	A date to be announced on which the Transfer Books and the Register of Members of the Company will be closed in order to determine the entitlements of Shareholders under the Proposed Capital Distribution.
“CDP”	:	The Central Depository (Pte) Limited.
“Companies Act”	:	The Companies Act, Chapter 50 of Singapore.
“Companies (Amendment) Act 2004”	:	The Companies (Amendment) Act 2004 of Singapore.
“Companies (Amendment) Act 2005”	:	The Companies (Amendment) Act 2005 of Singapore.
“Company” or “F J Benjamin”	:	F J Benjamin Holdings Ltd.
“Court”	:	The High Court of the Republic of Singapore.
“CPF”	:	The Central Provident Fund Board.
“Directors”	:	The directors of the Company as at the date of this Circular.
“EGM”	:	The extraordinary general meeting of the Company, notice of which is set out on pages 65 to 67 of this Circular.
“EPS”	:	Earnings per Share.
“FY”	:	Financial year ended or ending on 30 June of the relevant year.
“Group” or “F J Benjamin Group”	:	The Company, its subsidiaries and associated companies.
“Income Tax Act”	:	The Income Tax Act, Chapter 134 of Singapore.
“IRAS”	:	The Inland Revenue Authority of Singapore.
“Latest Practicable Date”	:	1 October 2007, being the latest practicable date prior to the printing of this Circular.
“Listing Manual”	:	The Listing Manual of the SGX-ST, as amended up to the Latest Practicable Date.

DEFINITIONS

“Listing Rules”	:	The listing rules of the SGX-ST as set out in the Listing Manual.
“Market Day”	:	A day on which the SGX-ST is open for trading in securities.
“Memorandum”	:	The Memorandum of Association of the Company.
“NTA”	:	Net tangible assets.
“Proposed Capital Distribution”	:	The proposed distribution by the Company to the Shareholders of S\$0.13 in cash for each issued and fully paid-up Share by way of capital reduction.
“Registrar”	:	The Registrar of Companies.
“Relevant Period”	:	The period commencing from the date on which the last AGM was held and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier, after the date the resolution relating to the Share Purchase Mandate is passed.
“ROE”	:	Return on equity.
“Securities Accounts”	:	Securities accounts maintained by a Depositor with CDP, but not including securities sub-accounts maintained with a Depository Agent.
“SGX-ST”	:	Singapore Exchange Securities Trading Limited.
“Share Purchase”	:	The purchase of Shares by the Company pursuant to the Share Purchase Mandate.
“Share Purchase Mandate”	:	A general and unconditional mandate given by Shareholders (including the subsequent renewal thereof if approved by Shareholders) that authorises the Directors to purchase Shares in accordance with the terms set out in this Circular as well as the rules and regulations set forth in the Companies Act and the Listing Manual.
“Shareholders”	:	Persons who are registered as holders of Shares in the Register of Members of the Company except that where the registered holder is CDP, the term “Shareholders” shall mean the Depositors who have Shares credited to their Securities Accounts.
“Shares”	:	Ordinary shares in the issued and paid-up share capital of the Company.
“Substantial Shareholder”	:	A person (including a corporation) who has an interest in not less than 5% of the issued voting Shares of the Company.
“S\$” and “cents”	:	Singapore dollars and cents, respectively.

DEFINITIONS

“ Take-over Code ”	:	The Singapore Code on Take-overs and Mergers.
“ Warrants ”	:	The warrants issued by the Company which expired on 16 July 2007.
“%”	:	Per centum or percentage.

The expressions “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the respective meanings ascribed to them in Section 130A of the Companies Act.

Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing the masculine gender shall, where applicable, include the feminine and the neuter genders and *vice versa*. Words importing persons shall include corporations.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act or the Listing Manual or any modification thereof and used in this Circular shall, where applicable, have the meaning assigned to it under the Companies Act or the Listing Manual or any modification thereof, as the case may be.

Any reference to a time of day in this Circular shall be a reference to Singapore time unless otherwise stated.

Any discrepancy with the tables in this Circular between the listed amounts and the totals thereof is due to rounding.

LETTER TO SHAREHOLDERS

F J BENJAMIN HOLDINGS LTD

(Incorporated in the Republic of Singapore)
(Company Registration No. 197301125N)

Directors:

Frank Benjamin
Keith Tay Ah Kee
Eli Manasseh Benjamin
Douglas Jackie Benjamin
Karen Chong Mee Keng
Joseph Grimberg
Reggie Thein
Wong Ai Fong
Timothy Chia Chee Ming
Chew Gek Khim

Registered Office:

6B Orange Grove Road
Singapore 258332

5 October 2007

To: The Shareholders of F J Benjamin Holdings Ltd

Dear Sir/Madam

1. INTRODUCTION

1.1 EGM

The Directors are convening the EGM to be held at Lavender Room, Level 3 Orchard Hotel, 442 Orchard Road, Singapore 238879 on 29 October 2007 at 3.00 p.m. (or as soon as practicable immediately following the conclusion or adjournment of the AGM of the Company to be held at 2.30 p.m. on the same day at the same venue) to seek the approval of Shareholders for the following proposals:

1.1.1 the Proposed Capital Distribution;

1.1.2 the proposed amendments to the Memorandum and Articles of Association of the Company; and

1.1.3 the proposed Share Purchase Mandate.

1.2 Circular

The purpose of this Circular is to explain the reasons for, and to provide the Shareholders with information relating to, the proposals to be tabled at the EGM.

1.3 SGX-ST

The SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions expressed in this Circular.

LETTER TO SHAREHOLDERS

2. THE PROPOSED CAPITAL DISTRIBUTION BY WAY OF CAPITAL REDUCTION

2.1 Announcement

On 23 August 2007, the Directors announced a capital distribution of S\$0.13 for each Share held at the Books Closure Date without deduction for tax out of the amount standing to the credit of the Company's share capital account by way of a capital reduction exercise, making an aggregate capital distribution of up to S\$74.0 million.

A copy of the Company's announcement is available on the website of the SGX-ST at <http://www.sgx.com>.

2.2 Proposed Capital Distribution

The Company is proposing the capital distribution pursuant to which the Company will return to Shareholders S\$0.13 for each Share held as at the Books Closure Date.

Based on an issued and paid-up share capital of the Company of approximately S\$239.4 million comprising approximately 568.7 million Shares as at the Latest Practicable Date, an aggregate amount of approximately S\$74.0 million will be returned to Shareholders pursuant to the Proposed Capital Distribution. The actual amount to be returned to Shareholders pursuant to the Proposed Capital Distribution will be based on the issued and paid-up share capital of the Company as at the Books Closure Date.

The aggregate amount of cash distribution to be paid to each Shareholder pursuant to the Proposed Capital Distribution will be adjusted by rounding down any fractions of a cent to the nearest cent, where applicable.

The Proposed Capital Distribution will not result in a cancellation of Shares or a change in the number of Shares held by Shareholders immediately after the Proposed Capital Distribution.

2.3 Illustration

The following illustrates the position of a Shareholder who owns 1,000 Shares as at the Books Closure Date:

	Shareholder with 1,000 Shares
<u>Position pre-capital distribution</u>	
Shares currently held	1,000
<u>Position post-capital distribution</u>	
Cash distribution received	S\$130
Shares held post-capital distribution	1,000

In summary, Shareholders will receive a cash distribution of S\$130 for every 1,000 Shares held as at the Books Closure Date, while maintaining the same proportionate shareholding in the Company.

LETTER TO SHAREHOLDERS

2.4 Funds for the Proposed Capital Distribution

The Proposed Capital Distribution will be financed from funds generated from the conversion of the Warrants.

The Directors of the Company are of the opinion that the cash distribution of approximately S\$74.0 million to be distributed to the Shareholders pursuant to the Proposed Capital Distribution is in excess of the needs of the Company and that the financial resources available following the Proposed Capital Distribution will be sufficient for the foreseeable near-term operating and investment needs of the Company.

2.5 Rationale

2.5.1 Improving Efficiency of Capital Structure

The Directors are of the view that the Proposed Capital Distribution is in the best interests of the Group as it will allow the Company to achieve a more efficient capital structure. The main objective of the Proposed Capital Distribution is to improve the capital structure of the Company. The Company has determined that, taking into account the reserves available to the Company in the form of cash and investible funds and the ongoing cash flow generated by its operating business, the current level of capital held by the Company is surplus to its requirements. In determining the level of capital to be returned to Shareholders, the Company has ensured that it retains sufficient capital reserves to support its existing business and to allow flexibility to pursue appropriate business opportunities, should such opportunities arise in the future.

The Company's financial position is expected to remain strong and the healthy cash flow generation from operations is expected to be able to support debt repayments and fund new business opportunities.

The Proposed Capital Distribution allows for a substantial cash distribution to be made to Shareholders, while enabling each Shareholder to maintain the same proportionate shareholding in the Company.

2.5.2 Enhance Shareholders' Value

In addition, the Proposed Capital Distribution is to reward Shareholders for their continued support of the Company. The Proposed Capital Distribution will reduce the adjusted shareholders' funds as at 30 June 2007 from approximately S\$218.6 million to S\$144.6 million. This reduction will result in a higher return on equity. The proforma return on equity of the Group will improve from 9.82% before the Proposed Capital Distribution to 14.85% after the Proposed Capital Distribution, based on the audited financial statements of the Group as at 30 June 2007, adjusted for approximately 44.7 million new Shares issued pursuant to the exercise of the Warrants on or prior to 16 July 2007.

2.6 Confirmation from Auditors

Ernst & Young, the Company's auditors, have by their letter dated 1 October 2007 confirmed that, as at the Latest Practicable Date, the Company has sufficient share capital available for the Company to satisfy the Proposed Capital Distribution in full.

LETTER TO SHAREHOLDERS

2.7 Taxation

2.7.1 General

Shareholders should note that the following statements are not to be regarded as advice on the tax position of any Shareholder or on any tax implications arising from the Proposed Capital Distribution. Shareholders who are in doubt as to their respective tax positions or any such tax implications or who may be subject to tax in a jurisdiction other than Singapore should consult their own professional advisers.

2.7.2 Tax Implications under Singapore Law

Section 10I of the Income Tax Act provides that where a Singapore resident company makes a payment to its shareholders upon a reduction of its share capital and such a capital reduction is made out of the “contributed capital” of the company, the payment to the shareholders will be treated as a return of capital and not as a payment of dividend. For Singapore income tax purposes, a return of capital would generally be treated as capital in nature and would not be taxable to the shareholders in Singapore, except in certain cases, such as shareholders who are traders in securities or who have classified their investments as trading stocks, marketable securities or short-term investments.

In relation to the cash distribution to be made to Shareholders pursuant to the Proposed Capital Distribution, the amounts are to be paid to Shareholders out of the share capital of the Company and will likely be regarded as a return of capital and should not be treated as a distribution of dividend to Shareholders for purposes of Singapore income tax.

2.8 Conditions

2.8.1 Conditions for the Proposed Capital Distribution

The Proposed Capital Distribution is subject to, *inter alia*:

- (a) the approval of the Shareholders by way of a special resolution in respect of the Proposed Capital Distribution at the EGM (the special resolution is set out in the Notice of EGM on pages 65 to 67 of this Circular);
- (b) the approval of the Proposed Capital Distribution by the Court; and
- (c) all other relevant approvals and consents being obtained.

An office copy of the Order of Court approving the Proposed Capital Distribution and other documents prescribed by the Companies Act will subsequently be lodged with ACRA.

2.8.2 Payment Date

On the lodgement of the office copy of the Order of Court confirming the Proposed Capital Distribution together with the other documents prescribed under the Companies Act with ACRA, the special resolution for the Proposed Capital Distribution will take effect, and the cash distribution will be made thereafter. Subject to the conditions in paragraph 2.8.1 above being satisfied, it is currently expected that the cash distribution will be paid to the Shareholders on or about 8 January 2008.

LETTER TO SHAREHOLDERS

2.9 Financial Effects of the Proposed Capital Distribution

For illustrative purposes only and assuming that the Proposed Capital Distribution had been effected on 30 June 2007, the financial effects of the Proposed Capital Distribution on the audited accounts of the Group and the Company for the year ended 30 June 2007 are set out in paragraphs 2.9.1 to 2.9.5 below.

The following assumptions have been made for the purposes of illustrating the financial effects of the Proposed Capital Distribution:

- (a) an appropriation of S\$0.13 per Share from the paid-up share capital of the Company; and
- (b) the total number of issued and fully paid-up Shares held as at 30 June 2007 being 568.7 million Shares.

2.9.1 Impact on Share Capital

The Proposed Capital Distribution will have no impact on the number of Shares held by Shareholders.

The proforma effect of the Proposed Capital Distribution on the share capital of the Company as at 30 June 2007, based on the audited financial statements of the Company as at 30 June 2007, adjusted for approximately 44.7 million new Shares issued pursuant to the exercise of the Warrants on or prior to 16 July 2007, will be a reduction of the issued and paid-up share capital from S\$239.4 million to S\$165.4 million.

2.9.2 Impact on Shareholders' Funds

The proforma effects of the Proposed Capital Distribution on the shareholders' funds of the Group and the Company as at 30 June 2007 based on the audited financial statements of the Group and Company as at 30 June 2007, adjusted for approximately 44.7 million new Shares issued pursuant to the exercise of the Warrants on or prior to 16 July 2007, are as follows:

	As at 30 June 2007	GROUP		As at 30 June 2007	COMPANY	
		Adjusted before Proposed Capital Distribution	Proforma after Proposed Capital Distribution		Adjusted before Proposed Capital Distribution	Proforma after Proposed Capital Distribution
(S\$'000)						
Share capital	215,134	239,379	165,379	215,134	239,379	165,379
Other reserves	(6,423)	(10,548)	(10,548)	4,125	—	—
Accumulated losses	(10,221)	(10,221)	(10,221)	(1,023)	(1,023)	(1,023)
Shareholders' funds	198,490	218,610	144,610	218,236	238,356	164,356
Return on equity (%)	10.82	9.82	14.85	8.25	7.55	10.95

LETTER TO SHAREHOLDERS

2.9.3 Impact on NTA

The proforma effects of the Proposed Capital Distribution on the net assets of the Group as at 30 June 2007 based on the audited financial statements of the Group as at 30 June 2007, adjusted for approximately 44.7 million new Shares issued pursuant to the exercise of the Warrants on or prior to 16 July 2007, are as follows:

	As at 30 June 2007	GROUP Adjusted before Proposed Capital Distribution	Proforma after Proposed Capital Distribution
Net assets (S\$'000)	198,614	218,734	144,734
Number of issued and paid-up Shares ('000)	523,998	568,710	568,710
Net assets per Share (cents)	37.90	38.46	25.45

2.9.4 Impact on Earnings

The proforma effects of the Proposed Capital Distribution on the earnings of the Group as at 30 June 2007 based on the audited financial statements of the Group as at 30 June 2007, adjusted for approximately 44.7 million new Shares issued pursuant to the exercise of the Warrants on or prior to 16 July 2007, are as follows:

	Per Audited Accounts	GROUP Proforma after Proposed Capital Distribution
Earnings (S\$'000)	21,468	21,468
Weighted average of Shares for FY 2007 ('000)	377,276	377,399
Earnings per share (cents)	5.69	5.69

2.9.5 Impact on Net Gearing

The proforma effects of the Proposed Capital Distribution on the net gearing of the Group as at 30 June 2007 based on the audited financial statements of the Group as at 30 June 2007, adjusted for approximately 44.7 million new Shares issued pursuant to the exercise of the Warrants on or prior to 16 July 2007, are as follows:

	As at 30 June 2007	GROUP Adjusted before Proposed Capital Distribution	Proforma after Proposed Capital Distribution
Gross borrowings (S\$'000)	35,284	35,284	35,284
Bank balances, fixed deposits and cash (S\$'000)	96,130	116,250	42,250
Net borrowings/(net cash) (S\$'000)	(60,846)	(80,966)	(6,966)
Shareholders' funds (S\$'000)	198,490	218,610	144,610
Net Gearing (%)	n.a.	n.a.	n.a.

LETTER TO SHAREHOLDERS

2.10 Administrative Procedures

2.10.1 Books Closure Date

Shareholders who are registered in the Register of Members of the Company and Depositors whose Securities Accounts are credited with Shares as at the Books Closure Date will be entitled to receive the cash distribution, based on the Shares held as at the Books Closure Date.

Shareholders registered in the Register of Members of the Company and Depositors whose Securities Accounts are credited with Shares as at the Books Closure Date will be considered for purposes of the Proposed Capital Distribution on the basis of the number of such Shares registered in their names or standing to the credit of their Securities Accounts as at the Books Closure Date.

Upon obtaining the Court's approval of the Proposed Capital Distribution, an announcement will be made to notify Shareholders of the Books Closure Date.

2.10.2 Shareholders holding Scrip Shares

Shareholders who hold Shares registered in their own name in the Register of Members of the Company and who wish to deposit their Shares with CDP prior to the Books Closure Date must deliver their existing share certificates in respect of their Shares, together with the duly executed instruments of transfer in favour of CDP, at least five (5) Market Days prior to the Books Closure Date, in order for their Securities Accounts maintained with CDP to be credited with the relevant Shares prior to the Books Closure Date.

2.10.3 Payment of the Cash Distribution

Payment of the cash distribution pursuant to the Proposed Capital Distribution will be made in the following manner:

(a) *Shareholders holding Scrip Shares*

Shareholders whose Shares are registered in the Register of Members of the Company as at the Books Closure Date will have the cheques for payment of their entitlements to the cash distribution under the Proposed Capital Distribution despatched to them by ordinary post at their own risk addressed to their respective addresses in the Register of Members of the Company on the Books Closure Date, tentatively, in January 2008. The Company shall not be liable for any loss in transmission.

(b) *Shareholders holding Scripless Shares*

Shareholders who are Depositors and who have Shares standing to the credit of their Securities Accounts as at the Books Closure Date will have the cheques for payment of their respective entitlements to the cash distribution under the Proposed Capital Distribution despatched to them by CDP by ordinary post at their own risk, tentatively, in January 2008. Neither the Company nor CDP shall be responsible or liable for any loss in transmission. Alternatively, such Shareholders will have payment of their respective entitlements to the cash distribution under the Proposed Capital Distribution made in such other manner as they may have agreed with CDP for the payment of dividends or other distributions, tentatively, in January 2008.

LETTER TO SHAREHOLDERS

3. THE PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY

3.1 The Companies (Amendment) Act 2005

The Companies (Amendment) Act 2005, which came into operation on 30 January 2006, introduced key amendments to the Companies Act resulting in significant changes to the company law regime. These amendments include the abolition of the concepts of par value and authorised capital, and allowing repurchased shares to be held as treasury shares.

With the abolition of the concept of par value pursuant to the Companies (Amendment) Act 2005, shares of a company no longer have any par or nominal value. The concepts of share premium and the issue of shares at a discount have also been abolished accordingly.

The Companies (Amendment) Act 2005 also introduced new provisions on the repurchase of shares and treasury shares. Under these new provisions, a company can repurchase shares out of capital, as well as from distributable profits. Ordinary shares which are the subject of a share repurchase by a company can be held by that company as treasury shares instead of being cancelled. The right to attend and vote at meetings and the right to dividends or other distributions will be suspended for so long as the repurchased shares are held in treasury.

3.2 Amendments to the Memorandum

When the Company was incorporated in 1973, it was a requirement for every company to have an objects clause in its memorandum of association. An objects clause sets out the purpose for which a company is in business and what it is empowered to do. This is of importance to third parties who deal with the company and its members.

Accordingly, clause III of the Company's current Memorandum provides an extensive list of activities in which the Company has the capacity or power to engage. The Company may only act within the scope of the objects stated in clause III of the Company's Memorandum. When objects clauses were drafted, it was exceptionally difficult for the draftsman to describe with clarity each and every activity in which a company might become involved, hence such clauses are generally very lengthy and drafted very widely. However, as it was impossible to cover every eventuality and foresee all future developments, the very presence of an objects clause in the memorandum of association of a company may often limit the company's power to act in a particular way or to engage in a particular transaction.

To eradicate the uncertainty surrounding a company's power to act, amendments were made to the Companies Act pursuant to the Companies (Amendment) Act 2004 to, *inter alia*, remove the requirement that the objects of a company be stated in its memorandum and to provide that a company may, by special resolution, alter the provisions of its memorandum. The Companies (Amendment) Act 2004 came into force on 1 April 2004.

The Directors propose to amend the Memorandum to, *inter alia*, delete the objects clause in clause III of the Memorandum to remove any uncertainty as to whether the Company has the power to act in a particular way or to engage in a particular transaction and amend the Memorandum with the abolition of the concept of par value pursuant to the Companies (Amendment) Act 2005.

LETTER TO SHAREHOLDERS

3.3 Amendments to the Articles

The Company's current Articles were last amended in 2002 and do not reflect developments in the Companies Act which have taken place since 2002, in particular the amendments to the Companies Act introduced by the Companies (Amendment) Act 2004 and the Companies (Amendment) Act 2005. Amendments are proposed to the Articles in order to update them generally and to be in line with the developments in the Companies Act. The Company is also taking this opportunity to streamline and rationalise certain other provisions in the Articles.

A company may purchase issued shares in the capital of the company only if its articles of association permit it to do so. Accordingly, and in conjunction with the proposed adoption of the Share Purchase Mandate, it is proposed that Article 6 be amended to reflect the new developments under Section 76B of the Companies Act.

3.4 Summary of Amendments to the Memorandum

The following is a summary of the proposed amendments to the Memorandum:

3.4.1 Clause III

Clause III of the Memorandum is proposed to be deleted in its entirety for the reasons set out in paragraph 3.2 above.

3.4.2 Clause VI

Clause VI of the Memorandum is proposed to be amended to delete the reference to the authorised share capital of the Company following the abolition of the concept of authorised share capital pursuant to the Companies (Amendment) Act 2005.

3.5 Summary of Amendments to the Articles

The following is a summary of the main proposed amendments to the Articles:

3.5.1 Article 2(1)

Article 2(1) is the interpretation section of the Articles, and is proposed to be amended to provide for the following:

- (a) that the expression "treasury shares" is to have the meaning ascribed to it in the Companies Act, namely, shares which were (or treated as having been) purchased by the Company in circumstances in which Section 76H of the Companies Act applies, and have been held by the Company continuously since the treasury shares were so purchased; and
- (b) that, except where otherwise expressly provided in the Articles, references in the Articles to "holders" of shares or a class of shares and "Member" shall exclude the Company in relation to shares held by it as treasury shares.

For purposes of clarity and consistency, it is proposed that new definitions of "electronic communications", "Listing Manual", "Listing Rules" and "Share Purchase Mandate" be inserted into Article 2(1).

In addition, drafting changes are also proposed to be made to arrange the order of the definitions in Article 2(1) alphabetically.

LETTER TO SHAREHOLDERS

3.5.2 Article 5

Article 5 which states the authorised share capital of the Company is proposed to be deleted altogether in conjunction with the abolition of the concept of authorised capital pursuant to the Companies (Amendment) Act 2005.

3.5.3 Article 6

Article 6, *inter alia*, provides that the Company may not purchase its own shares except to the extent permitted by the Act. This is proposed to be amended to allow for the Company to purchase or otherwise acquire its own issued shares and hold the same as treasury shares in accordance with the Companies Act.

3.5.4 Article 6A

It is proposed that a new Article 6A be inserted to provide the manner in which treasury shares may be held by the Company and that the Company shall not exercise any rights in respect of treasury shares except as provided for in the Companies Act.

3.5.5 Article 7

Article 7, *inter alia*, provides that no shares are to be issued at a discount except in accordance with the provisions of the Companies Act. This reference is proposed to be deleted following the abolition of the concept of the issue of shares at a discount pursuant to the Companies (Amendment) Act 2005.

3.5.6 Article 11

Article 11 provides that the Company may exercise the powers of paying commissions conferred by the Companies Act. Although Section 67 of the Companies Act relating to the power to pay certain commissions was repealed pursuant to the Companies (Amendment) Act 2005, the Company may nevertheless retain the power to pay commissions under the Articles. Hence, Article 11 is proposed to be altered to provide that the Company may pay commissions or brokerage on any issue of shares at such rate or amount and in such manner as the Directors may deem fit.

3.5.7 Article 19

Article 19(1) provides that new share certificates may be issued on payment of such sum not exceeding S\$1.00. To be in line with Rule 734 and paragraph 1(g) of Appendix 2.2 of the Listing Manual, it is proposed that the sum of S\$1.00 be amended to S\$2.00.

3.5.8 Article 23(1)

Article 23(1) deals with the Directors' power to decline to register a transfer of shares. It is proposed that this Article be amended to bring it in line with Rule 733 of the Listing Manual, that where the Directors decline to register a transfer of shares, they shall within 10 Market Days after the date on which transfer was lodged with the Company, give to the transferor and to the transferee written notice of the refusal and the reasons therefor.

LETTER TO SHAREHOLDERS

3.5.9 Article 23(2)

Article 23(2), *inter alia*, provides for the terms of registration of transfers and is proposed to be altered to delete the references to stamp duty payable on share certificates since, under current law, no stamp duty is payable on share certificates.

3.5.10 Articles 31, 34 and 36

Articles 31, 34 and 36 deal with calls on members in respect of any moneys unpaid on their Shares. It is proposed that these Articles be amended to remove all references to nominal value and share premium in line with the abolition of these concepts pursuant to the Companies (Amendment) Act 2005.

3.5.11 Article 49

Article 49 which deals with increase of capital is proposed to be amended to remove all references to authorised share capital in line with the abolition of this concept pursuant to the Companies (Amendment) Act 2005.

3.5.12 Article 53

Article 53(i) provides that the Company may by ordinary resolution, consolidate and divide all or any of its share capital into shares of larger amount than its existing shares. Article 53(iii), *inter alia*, provides that the Company may by ordinary resolution subdivide its shares into shares of smaller amount. It is proposed that these provisions be amended to delete the references to the “amount” of shares in conjunction with the abolition of the concept of par value pursuant to the Companies (Amendment) Act 2005.

Article 53(ii) provides that the Company may by ordinary resolution cancel any shares which have not been taken by any person and diminish the amount of capital by the amount of the shares so cancelled. It is proposed that this provision be amended to replace the references to the “amount” of shares with a reference to “number” of shares in view of the abolition of the concept of par value pursuant to the Companies (Amendment) Act 2005.

3.5.13 Article 54

Article 54 which provides that the Company may reduce its share capital, or any capital redemption reserve fund or share premium account, is proposed to be amended to delete the references to the capital redemption fund and the share premium account since, under the Companies (Amendment) Act 2005, any amounts standing to the credit of the Company’s capital redemption fund and share premium account become part of its share capital.

3.5.14 Articles 55, 56 and 57

Articles 55, 56 and 57 deal with the conversion of shares into stock. Drafting changes are proposed to be made to the aforesaid Articles to replace the references to “amount of stock” with “number of stock units” and to delete all direct and indirect references to nominal value in conjunction with the abolition of the concept of nominal value pursuant to the Companies (Amendment) Act 2005.

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3.5.15 Article 61

Article 61, *inter alia*, provides for minimum notice periods of meetings. In line with paragraph 7 of Appendix 2.2 of the Listing Manual, it is proposed that a minimum of 21 days' notice be given for notices containing special resolutions.

3.5.16 Article 108(4)

Article 108(4) provides that Directors may participate in a meeting of the Board of Directors without being physically present. It is proposed that amendments be made to reflect the advances in telecommunications since the Article was enacted.

3.5.17 Article 108A

It is proposed that a new Article 108A be inserted to, *inter alia*, provide that any notice or document may be served on Directors personally, through the post, telefax or by using electronic communications in accordance with the provisions of Article 153 (as proposed to be amended).

3.5.18 Article 122

Article 122 which provides that the Directors may borrow or raise money for the purpose of the Company, is proposed to be amended to delete the references to "par" and "premium" in conjunction with the abolition of the concept of par value pursuant to the Companies (Amendment) Act 2005.

3.5.19 Article 127

Article 127 deals with the declaration of dividends, and is proposed to be amended to clarify that no dividend may be paid to the Company in respect of treasury shares in accordance with Section 76J(4) of the Companies Act as amended by the Companies (Amendment) Act 2005.

3.5.20 Article 130

Article 130, *inter alia*, provides for the creation of a "Share Premium Account" and is proposed to be deleted altogether in conjunction with the abolition of the concept of par value pursuant to the Companies (Amendment) Act 2005.

3.5.21 Article 140

Article 140 which deals with the capitalisation of profits and reserves, is proposed to be amended to delete the references to the capital redemption reserve and the share premium account from Article 140 since under the Companies (Amendment) Act 2005, any amounts standing to the credit of the Company's reserve fund and share premium account shall become part of its share capital.

3.5.22 Article 140A

It is also proposed that a new Article 140A be inserted to provide for the issue of bonus shares for which no consideration is payable and the capitalisation of profits and reserves, in each case on terms that such Shares shall, upon issue, be held by or for the participants of any share incentive or option scheme or plan implemented by the Company and approved by the Shareholders in general meeting and on such terms as the Directors may think fit. The new Article 140A will

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facilitate and provide greater flexibility to the Company for the delivery of Shares to participants in respect of vested awards granted pursuant to any share-based incentive plan that may be implemented by the Company.

3.5.23 Article 147

Article 147 provides for the presentation of accounts not later than six months after the close of a financial year. In line with paragraph 10 of Appendix 2.2 of the Listing Manual, it is proposed to shorten the interval to a maximum of four (4) months.

3.5.24 Articles 153 and 157

Article 153 currently provides that notices or documents may be served by the Company either personally or by post.

The Companies (Amendment) Act 2004 introduced new provisions that permit electronic distribution of notices of meetings, statutory reports and other documents to members, officers and auditors under certain specified conditions. Electronic transmission may be in the form of sending the notice or documents using electronic communications to the current address of the recipient, or publishing the notice or document on a website such that they are accessible by the recipient.

To update the Articles, it is proposed that Article 153 be amended to permit the Company to serve or deliver notices or other documents using electronic communications in accordance with the provisions of the Companies Act, as amended pursuant to the Companies (Amendment) Act 2004 and/or any other applicable regulations or procedures. Consequential drafting changes are proposed to be made to Article 157 to provide for the service of notices and documents to be effected by electronic communications in accordance with Sections 387A and 387B of the Companies Act or any applicable regulations or procedures.

4. THE PROPOSED SHARE PURCHASE MANDATE

4.1 The Proposed Share Purchase Mandate

The proposed Share Purchase Mandate is a general mandate to be given by the Shareholders that allows the Company to purchase or acquire its issued Shares at any time during the duration and on the terms of the Share Purchase Mandate. It is a requirement under the Companies Act that a company which wishes to purchase or otherwise acquire its own shares has to obtain the approval of its shareholders to do so at a general meeting of its shareholders. In this regard, approval is now being sought from Shareholders at the EGM for the Share Purchase Mandate. An Ordinary Resolution will be proposed, pursuant to which the Share Purchase Mandate will be given to the Directors to exercise all powers of the Company to purchase or otherwise acquire its issued Shares on the terms of the Share Purchase Mandate.

4.2 Rationale for Share Purchase Mandate

The approval of the Share Purchase Mandate authorising the Company to purchase or acquire its Shares would give the Company the flexibility to undertake share purchases or acquisitions up to the 10% limit described in paragraph 4.3.1 below at any time, during the period when the Share Purchase Mandate is in force.

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The rationale for the Company to undertake the purchase or acquisition of its issued Shares is as follows:

- 4.2.1 In managing the business of the Group, the management will strive to increase Shareholders' value by improving, *inter alia*, the ROE of the Company. In addition to growth and expansion of the business, share purchases may be considered as one of the ways through which the ROE of the Company may be enhanced.
- 4.2.2 In line with international practice, the Share Purchase Mandate will provide the Company with greater flexibility in managing its capital and maximising returns to its Shareholders. To the extent that the Company has capital and surplus funds, which are in excess of its financial needs, taking into account its growth and expansion plans, the Share Purchase Mandate will facilitate the return of excess cash and surplus funds to Shareholders in an expedient, effective and cost-efficient manner.
- 4.2.3 Share purchase programmes help to buffer short-term share price volatility.
- 4.2.4 The Share Purchase Mandate will provide the Company the flexibility to undertake share repurchases at any time, subject to market conditions, during the period when the Share Purchase Mandate is in force.

While the Share Purchase Mandate would authorise a purchase or acquisition of Shares up to the said 10% limit during the duration referred to in paragraph 4.3.2 below, Shareholders should note that purchases or acquisitions of Shares pursuant to the Share Purchase Mandate may not be carried out to the full 10% limit as authorised and the purchases or acquisitions of Shares pursuant to the Share Purchase Mandate would be made only as and when the Directors consider it to be in the best interests of the Company and/or Shareholders and in circumstances which they believe will not result in any material adverse effect to the financial position of the Company or the Group, or result in the Company being delisted from the SGX-ST. The Directors will use their best efforts to ensure that after a purchase or acquisition of Shares pursuant to the Share Purchase Mandate, the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or adversely affect the orderly trading and listing status of the Shares on the SGX-ST.

4.3 Authority and Limits on the Share Purchase Mandate

The authority and limitations placed on share purchases or acquisitions of Shares by the Company under the proposed Share Purchase Mandate are summarised below:

4.3.1 Maximum Number of Shares

Only Shares which are issued and fully paid-up may be purchased by the Company. The total number of Shares which may be purchased or acquired pursuant to the Share Purchase Mandate is limited to that number of Shares representing not more than 10% of the total number of Shares (ascertained as at the date of the forthcoming EGM at which the Share Purchase Mandate is approved). Any Shares which are held as treasury shares will be disregarded for purposes of computing the 10% limit.

For illustrative purposes only, on the basis of 568,709,857 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued on or prior to the EGM, not more than 56,870,985 Shares (representing 10% of the total number of Shares as at that date) may be purchased by the Company pursuant to the proposed Share Purchase Mandate during the duration referred to in paragraph 4.3.2 below.

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4.3.2 Duration of Authority

Purchases or acquisitions of Shares pursuant to the proposed Share Purchase Mandate may be made, at any time and from time to time, on and from the date of the forthcoming EGM, at which the Share Purchase Mandate is approved, up to:

- (a) the date on which the next AGM is held or required by law to be held; or
- (b) the date on which the purchases or acquisitions of Shares pursuant to the proposed Share Purchase Mandate are carried out to the full extent mandated; or
- (c) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by the Shareholders in a general meeting,

whichever is the earliest.

The authority conferred on the Directors by the Share Purchase Mandate to purchase Shares may be renewed at an EGM to be convened immediately after the conclusion or adjournment of the next AGM. When seeking the approval of the Shareholders for the renewal of the Share Purchase Mandate, the Company is required to disclose details pertaining to purchases or acquisitions of Shares pursuant to the proposed Share Purchase Mandate made during the previous 12 months, including the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for such purchases of Shares, where relevant, and the total consideration paid for such purchases.

4.3.3 Manner of Purchases or Acquisitions of Shares

Purchases or acquisitions of Shares may be made by way of:

- (a) market purchase(s) ("**Market Purchase**"), transacted on the SGX-ST through the ready market, through one or more duly licensed stock brokers appointed by the Company for the purpose; and/or
- (b) off-market purchase(s) ("**Off-Market Purchase**") effected pursuant to an equal access scheme.

The Directors may impose such terms and conditions which are not inconsistent with the Share Purchase Mandate, the Listing Rules and the Companies Act, as they consider fit in the interests of the Company in connection with or in relation to any equal access scheme or schemes. An Off-Market Purchase must, however, satisfy all the following conditions:

- (i) offers for the purchase or acquisition of Shares shall be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;
- (ii) all of the abovementioned persons shall be given a reasonable opportunity to accept the offers made; and
- (iii) the terms of all the offers shall be the same, except that there shall be disregarded (1) differences in consideration attributable to the fact that offers may relate to Shares with different accrued dividend entitlements; (2) differences in consideration attributable to the fact that offers relate to Shares with different amounts remaining unpaid (if applicable); and (3) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

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Pursuant to the Listing Rules, if the Company wishes to make an Off-Market Purchase in accordance with an equal access scheme, it will issue an offer document to all Shareholders containing at least the following information:

- (1) the terms and conditions of the offer;
- (2) the period and procedures for acceptances;
- (3) the reasons for the proposed purchase or acquisition of Shares;
- (4) the consequences, if any, of the purchases or acquisitions of Shares by the Company that will arise under the Take-over Code or other applicable take-over rules;
- (5) whether the purchases or acquisitions of Shares, if made, would have any effect on the listing of the Shares on the SGX-ST; and
- (6) details of any purchases or acquisitions of Shares made by the Company in the previous 12 months (whether Market Purchases or Off-Market Purchases), giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for the purchases of Shares, where relevant, and the total consideration paid for the purchases.

4.3.4 Purchase Price

The purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) to be paid for a Share will be determined by the Directors or a committee of Directors that may be constituted for the purposes of effecting purchases or acquisitions of Shares by the Company under the Share Purchase Mandate. However, the maximum purchase price (the “**Maximum Price**”) to be paid for the Shares pursuant to the purchases or acquisitions of the Shares must not exceed:

- (a) in the case of a Market Purchase, 105% of the Average Closing Price; and
- (b) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price,

(the “**Maximum Price**”) in either case, excluding related expenses of the purchase or acquisition.

For the above purposes:

“**Average Closing Price**” means the average of the closing market prices of a Share for the five (5) consecutive Market Days on which the Shares are transacted on the SGX-ST immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted in accordance with the Listing Rules for any corporate action which occurs after the relevant five (5) Market Days.

“**date of the making of the offer**” means the date on which the Company announces its intention to make an offer for an Off-Market Purchase, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

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4.4 Status of Purchased Shares

A Share purchased or acquired by the Company is deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to the Share will expire on such cancellation) unless such Share is held by the Company as a treasury share. Accordingly, the total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company and which are not held as treasury shares.

4.5 Treasury Shares

Under the Companies Act, Shares purchased or acquired by the Company may be held or dealt with as treasury shares. Some of the provisions on treasury shares under the Companies Act, are summarised below:

4.5.1 Maximum Holdings

The number of Shares held as treasury shares cannot at any time exceed 10% of the total number of issued Shares.

4.5.2 Voting and Other Rights

The Company cannot exercise any right in respect of treasury shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Companies Act, the Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution of the Company's assets may be made, to the Company in respect of treasury shares. However, the allotment of shares as fully paid bonus shares in respect of treasury shares is allowed. Also, a subdivision or consolidation of any treasury share into treasury shares of a smaller amount is allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as before.

4.5.3 Disposal and Cancellation

Where Shares are held as treasury shares, the Company may at any time:

- (a) sell the treasury shares for cash;
- (b) transfer the treasury shares for the purposes of or pursuant to an employees' share scheme;
- (c) transfer the treasury shares as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (d) cancel the treasury shares; or
- (e) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister for Finance.

4.6 Reporting Requirements

Within 30 days of the passing of a Shareholders' resolution to approve the purchases of Shares by the Company, the Company shall lodge a copy of such resolution with the Registrar.

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The Company shall notify the Registrar within 30 days of a purchase of Shares by the Company on the SGX-ST or otherwise. Such notification shall include details of the purchases, the total number of Shares purchased by the Company, the Company's issued ordinary share capital as at the date of the Shareholders' resolution approving the purchase of the Shares and after the purchase of Shares, and the amount of consideration paid by the Company for the purchases.

The Listing Rules specify that a listed company shall notify the SGX-ST of all purchases or acquisitions of its Shares not later than 9.00 a.m.:

- (a) in the case of a Market Purchase, on the Market Day following the day on which the Market Purchase was made, and
- (b) in the case of an Off-Market Purchase under an equal access scheme, on the second Market Day after the close of acceptance of the offer for the Off-Market Purchase.

The notification of such purchases or acquisition of Shares to the SGX-ST shall be in such form and shall include such details that the SGX-ST may prescribe. The Company shall make arrangements with its stockbrokers to ensure that they provide the Company in a timely fashion the necessary information which will enable the Company to make the notifications to the SGX-ST.

4.7 Source of Funds

The Company may only apply funds for the purchase or acquisition of the Shares as provided in the Articles and in accordance with the applicable laws in Singapore. The Company may not purchase its Shares for a consideration other than in cash or, in the case of an Market Purchase, for settlement otherwise than in accordance with the trading rules of the SGX-ST.

The Companies Act permits the Company to purchase or acquire its own Shares out of capital, as well as from its distributable profits. Apart from using its internal sources of funds, the Company may obtain or incur borrowings to finance its purchase or acquisition of Shares.

4.8 Financial Effects

It is not possible for the Company to realistically calculate or quantify the impact of purchases or acquisitions of Shares that may be made pursuant to the Share Purchase Mandate on the NTA and EPS as the resultant effect would depend on, *inter alia*, aggregate number of Shares purchased or acquired, whether the purchase or acquisition is made out of capital or profits, the purchase prices paid for such Shares and the amount (if any) borrowed by the Company to fund the purchases or acquisitions and whether the Shares purchased or acquired are cancelled or held as treasury shares.

The Company's total issued share capital will be diminished by the total number of the Shares purchased by the Company and which are cancelled. The NTA of the Group will be reduced by the aggregate purchase price paid by the Company for the Shares.

Under the Companies Act, purchases or acquisitions of Shares by the Company may be made out of the Company's capital or profits so long as the Company is solvent. Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of profits, such consideration (excluding brokerage, stamp duties, commission, applicable

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goods and services tax and other related expenses) will correspondingly reduce the amount available for the distribution of cash dividends by the Company. Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced.

The Directors do not propose to exercise the Share Purchase Mandate to such an extent that it would have a material adverse effect on the working capital requirements of the Group. The purchase or acquisition of the Shares will only be effected after considering relevant factors such as the working capital requirement, availability of financial resources, the expansion and investment plans of the Group and the prevailing market conditions. The proposed Share Purchase Mandate will be exercised with a view of enhancing the EPS and/or the NTA value per share.

For illustrative purposes only, the financial effects of the Share Purchase Mandate on the Company and the Group, based on the audited financial accounts of the Group for the financial year ended 30 June 2007 are based on the assumptions set out below:

- (a) based on 568,709,857 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued and no Shares are held by the Company as treasury shares on or prior to the EGM, not more than 56,870,985 Shares (representing 10% of the issued ordinary share capital of the Company as at that date) may be purchased by the Company pursuant to the proposed Share Purchase Mandate;
- (b) in the case of Market Purchases by the Company and assuming that the Company purchases or acquires 56,870,985 Shares at the Maximum Price of S\$0.94 for one Share (being the price equivalent to 5% above the Average Closing Price of the Shares for the five consecutive Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 56,870,985 Shares (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) is approximately S\$53.5 million; and
- (c) in the case of Off-Market Purchases by the Company and assuming that the Company purchases or acquires 56,870,985 Shares at the Maximum Price of S\$1.07 for one Share (being the price equivalent to 20% above the Average Closing Price of the Shares on the five consecutive Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 56,870,985 Shares (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) is approximately S\$60.9 million.

For illustrative purposes only, and based on the assumptions set out in sub-paragraphs (a), (b) and (c) above and assuming that (i) the purchase or acquisition of Shares is financed solely by internal sources of funds; (ii) the Share Purchase Mandate had been effective on 30 June 2007; and (iii) the Company had purchased or acquired 56,870,985 Shares (representing 10% of its issued ordinary share capital at the Latest Practicable Date) on 30 June 2007, the financial effects of the purchase or acquisition of 56,870,985 Shares by the Company pursuant to the Share Purchase Mandate:

- (1) by way of purchases made entirely out of capital and held as treasury shares and
- (2) by way of purchases made entirely out of capital and cancelled.

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on the audited financial accounts of the Company and the Group for the financial year ended 30 June 2007 are set out below:

(1) Purchases made entirely made out of capital and held as treasury shares

(A) Market Purchases

	Group		Company	
	Before Share Purchase S\$'000	After Share Purchase S\$'000	Before Share Purchase S\$'000	After Share Purchase S\$'000
As at 30 June 2007				
Issued capital and reserves	218,610	218,610	238,356	238,356
Treasury shares	—	(53,459)	—	(53,459)
Total shareholders' equity	218,610	165,151	238,356	184,897
NTA	218,734	165,275	238,356	184,897
Profit after taxation and minority interest	21,468	21,468	18,000	18,000
Net debt	n.a.	n.a.	n.a.	n.a.
Number of shares ('000)	568,710	568,710 ⁽¹⁾	568,710	568,710 ⁽¹⁾
Financial Ratios				
NTA per share (cents)	38.46	29.06	41.91	32.51
Gross debt gearing (%)	16.14	21.36	0.17	0.22
Net debt gearing (%)	n.a.	n.a.	n.a.	n.a.
Current ratio (times)	2.66	2.13	10.61	6.35
Earnings before interest, tax, depreciation and amortisation divided by interest expenses (times)	16.92	16.92	62.57	62.57
Basic EPS (cents)				
(before exceptional items)	4.67	4.67	4.96	4.96
(after exceptional items)	5.69	5.69	4.77	4.77
Return on equity	9.82%	13.00%	7.55%	9.74%

Note:

- (1) Includes 56.9 million shares that are held as treasury shares and is computed based on 568.7 million shares in issue as at the Latest Practicable Date.

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(B) *Off-Market Purchases*

	Group		Company	
	Before Share Purchase S\$'000	After Share Purchase S\$'000	Before Share Purchase S\$'000	After Share Purchase S\$'000
As at 30 June 2007				
Issued capital and reserves	218,610	218,610	238,356	238,356
Treasury shares	—	(60,852)	—	(60,852)
Total shareholders' equity	218,610	157,758	238,356	177,504
NTA	218,734	157,882	238,356	177,504
Profit after taxation and minority interest	21,468	21,468	18,000	18,000
Net debt	n.a.	n.a.	n.a.	n.a.
Number of shares ('000)	568,710	568,710 ⁽¹⁾	568,710	568,710 ⁽¹⁾
Financial Ratios				
NTA per share (cents)	38.46	27.76	41.91	31.21
Gross debt gearing (%)	16.14	22.37	0.17	0.23
Net debt gearing (%)	n.a.	n.a.	n.a.	n.a.
Current ratio (times)	2.66	2.06	10.61	5.76
Earnings before interest, tax, depreciation and amortisation divided by interest expenses (times)	16.92	16.92	62.57	62.57
Basic EPS (cents) (before exceptional items)	4.67	4.67	4.96	4.96
(after exceptional items)	5.69	5.69	4.77	4.77
Return on equity	9.82%	13.61%	7.55%	10.14%

Note:

- (1) Includes 56.9 million shares that are held as treasury shares and is computed based on 568.7 million shares in issue as at the Latest Practicable Date.

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(2) Purchases made entirely out of capital and cancelled

(A) Market Purchases

	Group		Company	
	Before Share Purchase S\$'000	After Share Purchase S\$'000	Before Share Purchase S\$'000	After Share Purchase S\$'000
As at 30 June 2007				
Issued capital and reserves/Total shareholders' equity	218,610	165,151	238,356	184,897
NTA	218,734	165,275	238,356	184,897
Profit after taxation and minority interest	21,468	21,468	18,000	18,000
Net debt	n.a.	n.a.	n.a.	n.a.
Number of shares ('000)	568,710	511,839	568,710	511,839
<u>Financial Ratios</u>				
NTA per share (cents)	38.46	32.29	41.91	36.12
Gross debt gearing (%)	16.14	21.36	0.17	0.22
Net debt gearing (%)	n.a.	n.a.	n.a.	n.a.
Current ratio (times)	2.66	2.13	10.61	6.35
Earnings before interest, tax, depreciation and amortisation divided by interest expenses (times)	16.92	16.92	62.57	62.57
Basic EPS (cents) (before exceptional items)	4.67	4.67	4.96	4.96
(after exceptional items)	5.69	5.69	4.77	4.77
Return on equity	9.82%	13.00%	7.55%	9.74%

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(B) *Off-Market Purchases*

	Group		Company	
	Before Share Purchase S\$'000	After Share Purchase S\$'000	Before Share Purchase S\$'000	After Share Purchase S\$'000
As at 30 June 2007				
Issued capital and reserves/Total shareholders' equity	218,610	157,758	238,356	177,504
NTA	218,734	157,882	238,356	177,504
Profit after taxation and minority interest	21,468	21,468	18,000	18,000
Net debt	n.a.	n.a.	n.a.	n.a.
Number of shares ('000)	568,710	511,839	568,710	511,839
<u>Financial Ratios</u>				
NTA per share (cents)	38.46	30.85	41.91	34.68
Gross debt gearing (%)	16.14	22.37	0.17	0.23
Net debt gearing (%)	n.a.	n.a.	n.a.	n.a.
Current ratio (times)	2.66	2.06	10.61	5.76
Earnings before interest, tax, depreciation and amortisation divided by interest expenses (times)	16.92	16.92	62.57	62.57
Basic EPS (cents)				
(before exceptional items)	4.67	4.67	4.96	4.96
(after exceptional items)	5.69	5.69	4.77	4.77
Return on equity	9.82%	13.61%	7.55%	10.14%

Shareholders should note that the financial effects set out above are purely for illustrative purposes only. Although the proposed Share Purchase Mandate would authorise the Company to purchase or acquire up to 10% of its issued Shares, the Company may not necessarily purchase or acquire or be able to purchase or acquire the entire 10% of its issued Shares. In addition, the Company may cancel all or part of the Shares repurchased or hold all or part of the Shares repurchased in treasury.

Shareholders who are in doubt as to their respective tax positions or any tax implications arising from the Share Purchase Mandate or who may be subject to tax in a jurisdiction other than Singapore should consult their own professional advisers.

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4.9 Take-over Implications

Appendix 2 of the Take-over Code contains the Share Buy-Back Guidance Note applicable as at the Latest Practicable Date. The take-over implications arising from any purchase or acquisition by the Company of its Shares are set out below.

4.9.1 Obligation to make a Take-over Offer

If, as a result of any purchase or acquisition by the Company of the Shares, the proportionate interest in the voting capital of the Company of a Shareholder and person acting in concert with him increases, such increase will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code. Consequently, a Shareholder or a group of Shareholders acting in concert with a Director could obtain or consolidate effective control of the Company and become obliged to make an offer under Rule 14 of the Take-over Code.

4.9.2 Persons Acting in Concert

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), co-operate, through the acquisition by any of them of shares in a company to obtain or consolidate effective control of the company.

Unless the contrary is established, the following persons, *inter alia*, will be presumed to be acting in concert, namely:

- (a) a company with its parent company, subsidiaries, its fellow subsidiaries, any associated companies of the foregoing companies, any company whose associated companies include any of the foregoing companies, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing companies for the purchase of voting rights;
- (b) a company with any of its directors, together with their close relatives, related trusts and any companies controlled by any of the directors, their close relatives and related trusts;
- (c) a company with any of its pension funds and employee share schemes;
- (d) a person with any investment company, unit trust or other fund in respect of the investment account which such person manages on a discretionary basis;
- (e) a financial or other professional adviser, with its client in respect of the shareholdings of the adviser and the persons controlling, controlled by or under the same control as the adviser and all the funds which the adviser manages on a discretionary basis, where the shareholdings of the adviser and any of those funds in the client total 10% or more of the client's equity share capital;
- (f) directors of a company, together with their close relatives, related trusts and companies controlled by any of them, which is subject to an offer or where they have reason to believe a bona fide offer for their company may be imminent;
- (g) partners; and

LETTER TO SHAREHOLDERS

- (h) an individual, his close relatives, his related trusts, any person who is accustomed to act according to his instructions, companies controlled by any of the foregoing persons and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing persons and/or entities for the purchase of voting rights.

For this purpose, ownership or control of at least 20% but not more than 50% of the voting rights of a company will be regarded as the test of associated company status.

The circumstances under which Shareholders, including Directors and persons acting in concert with them respectively, will incur an obligation to make a take-over offer under Rule 14 of the Take-over Code after a purchase or acquisition of Shares by the Company are set out in Appendix 2 of the Take-over Code.

4.9.3 Effect of Rule 14 and Appendix 2

In general terms, the effect of Rule 14 and Appendix 2 of the Take-over Code is that, unless exempted, Directors and persons acting in concert with them will incur an obligation to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring Shares:

- (a) the voting rights of such Directors and their concert parties would increase to 30% or more; or
- (b) in the event that such Directors and their concert parties hold between 30% and 50% of the Company's voting rights, if the voting rights of such Directors and their concert parties would increase by more than 1% in any period of six (6) months.

Under Appendix 2 of the Take-over Code, a Shareholder not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring its Shares:

- (a) the voting rights of such Shareholder would increase to 30% or more; or
- (b) if such Shareholder holds between 30% and 50% of the Company's voting rights, the voting rights of such Shareholder would increase by more than 1% in any period of six (6) months.

Such Shareholder need not abstain from voting in respect of the resolution authorising the Share Purchase Mandate.

The Share Purchase Mandate even if fully utilised would not trigger the provisions of the Take-over Code requiring the Company or any of our Directors or Substantial Shareholders or parties acting in concert with them to incur an obligation to make a take-over offer under Rule 14 of the Take-over Code.

Shareholders who are in doubt as to their obligations, if any, to make a mandatory take-over offer under the Take-over Code as a result of any purchase or acquisition of Shares by the Company should consult the Securities Industries Council and/or their professional advisers at the earliest opportunity.

LETTER TO SHAREHOLDERS

4.10 Listing Rules

While the Listing Rules do not expressly prohibit purchase of shares by a listed company during any particular time or times, the listed company would be considered an “insider” in relation to any proposed purchase or acquisition of its issued shares. In this regard, the Company will not purchase any Shares pursuant to the Share Purchase Mandate after a price-sensitive development has occurred or has been the subject of a consideration and/or a decision of the Board until such time as the price-sensitive information has been publicly announced. In particular, in line with the best practices guides on securities dealings issued by the SGX-ST, the Company will not purchase or acquire any Shares through Market Purchases during the period of:

- (a) one month immediately preceding the announcement of the Company’s annual results; and
- (b) two weeks immediately preceding the announcement of the Company’s results for each of the first three quarters of its financial year.

The Company is required under Rule 723 of the Listing Manual to ensure that at least 10% of its Shares are in the hands of the public. The “public”, as defined under the Listing Manual, are persons other than the directors, chief executive officer, Substantial Shareholders or controlling shareholders of the Company and its subsidiaries, as well as the associates of such persons.

Based on the register of Directors’ shareholdings and the Register of Substantial Shareholders maintained by the Company as at the Latest Practicable Date, approximately 270,305,907 Shares, representing 48% of the issued Shares, are in the hands of the public. Assuming that the Company purchases its Shares through Market Purchases up to the full 10% limit pursuant to the Share Purchase Mandate, the number of Shares in the hands of the public would be reduced to 213,434,922 Shares, representing 38% of the reduced issued share capital of the Company. Accordingly, the Company is of the view that there is a sufficient number of issued Shares held in the hands of the public which would permit the Company to undertake purchases or acquisitions of its issued Shares up to the full 10% limit pursuant to the proposed Share Purchase Mandate without affecting the listing status of the Shares on the SGX-ST, and that the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity.

In undertaking any purchases or acquisitions of Shares through Market Purchases, the Directors will use their best efforts to ensure that, notwithstanding such purchases, a sufficient float in the hands of the public will be maintained so that the purchases or acquisitions of Shares will not adversely affect the listing status of the Shares on the SGX-ST, cause market illiquidity or adversely affect the orderly trading of the Shares.

4.11 Previous Share Purchases

The Company has not purchased any Shares during the 12-month period preceding the Latest Practicable Date.

LETTER TO SHAREHOLDERS

5. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

5.1 Directors' Interests

The interests of the Directors in the Shares as recorded in the Register of Directors' Shareholdings as at the Latest Practicable Date are set out below:

Director	Number of Shares	
	Direct Interest	Deemed Interest
Frank Benjamin	68,445,900	52,500,000
Keith Tay Ah Kee	256,000	—
Eli Manasseh Benjamin	23,487,050	300,000
Douglas Jackie Benjamin	120,000	10,000
Karen Chong Mee Keng	—	—
Joseph Grimberg	500,000	—
Reggie Thein	—	—
Wong Ai Fong	35,000	—
Timothy Chia Chee Ming	—	—
Chew Gek Khim	—	—

5.2 Substantial Shareholders' Interests

The interests of the substantial shareholders of the Company in the Shares as recorded in the Register of Substantial Shareholders as at the Latest Practicable Date are set out below:

Substantial Shareholder	Number of Shares		Total Percentage Interest (%)
	Direct Interest	Deemed Interest	
Frank Benjamin	68,445,900	52,500,000	21
Lim Eng Hock [#]	65,000,000	—	11
Estate of Jacob Ballas, Deceased	30,000,000	—	5
Raffles Investments Limited	57,000,000	—	10
Mavis Benjamin, Ms	22,500,000	68,445,900	16
Aequitas Pte Ltd	—	57,000,000	10
Kambau Pte Ltd	—	57,000,000	10
Siong Lim Private Limited	—	57,000,000	10
Tecity Pte Ltd	—	57,000,000	10
Dr Tan Kheng Lian	—	57,000,000	10
Lloyd George Investment (Bermuda) Ltd	—	30,750,000	5

[#] Held with Depository Agents.

LETTER TO SHAREHOLDERS

6. DIRECTORS' RECOMMENDATIONS

6.1 The Proposed Capital Distribution

The Directors are of the opinion that the Proposed Capital Distribution is in the best interests of the Company. Accordingly, they recommend that Shareholders vote in favour of Resolution 1, being the Special Resolution relating to the Proposed Capital Distribution as set out in the Notice of EGM.

6.2 The Proposed Amendments to the Memorandum and Articles of Association of the Company

The Directors are of the opinion that the proposed amendments to the Memorandum and Articles are in the best interests of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of Resolution 2, being the Special resolution relating to the proposed amendments to the Memorandum and Articles as set out in the Notice of EGM.

6.3 The Proposed Share Purchase Mandate

The Directors are of the opinion that the proposed Share Purchase Mandate is in the best interest of the Company. Accordingly, they recommend that Shareholders vote in favour of Resolution 3, being the Ordinary Resolution relating to the proposed Share Purchase Mandate as set out in the Notice of EGM.

7. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages 65 to 67 of this Circular, will be held at Lavender Room, Level 3 Orchard Hotel, 442 Orchard Road, Singapore 238879 on 29 October 2007 at 3.00 p.m. (or as soon as practicable immediately following the conclusion or adjournment of the AGM of the Company to be held at 2.30 p.m. on the same day at the same venue) for the purpose of considering and, if thought fit, passing the special and ordinary resolutions set out in the Notice of the EGM.

8. ACTION TO BE TAKEN BY SHAREHOLDERS

8.1 Appointment of Proxies

If a Shareholder is unable to attend the EGM and wishes to appoint a proxy to attend and vote on his behalf, he should complete, sign and return the Proxy Form enclosed with the Circular in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the registered office of the Company at 6B Orange Grove Road, Singapore 258332, by not later than 48 hours before the time appointed for the EGM. The completion and return of the Proxy Form by a Shareholder will not prevent him from attending and voting at the EGM in person if he so wishes.

8.2 When Depositor regarded as Shareholder

A Depositor shall not be regarded as a Shareholder entitled to attend and vote at the EGM unless he is shown to have Shares entered against his name in the Depository Register as at 48 hours before the time fixed for holding the EGM, as certified by CDP to the Company.

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9. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been reviewed and approved by all the Directors and they (including those who have delegated detailed supervision of this Circular) collectively and individually accept responsibility for the accuracy of the information contained in this Circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, the facts stated and opinions expressed in this Circular are fair and accurate and that there are no material facts the omission of which would make any statement in this Circular misleading.

Where information has been extracted from published or otherwise publicly available sources, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular.

10. DOCUMENTS FOR INSPECTION

The following documents may be inspected at the registered office of the Company at 6B Orange Grove Road, Singapore 258332 during normal business hours from the date hereof up to and including the date of the EGM:

- (a) the Memorandum and Articles of Association of the Company;
- (b) the audited consolidated financial statements of the Company for FY 2007;
- (c) the letter of confirmation from Ernst & Young dated 1 October 2007 referred to in paragraph 2.6 of this Circular; and
- (d) the letter of consent referred to in paragraph 11 below.

11. CONSENT

Ernst & Young has given and has not withdrawn its written consent to the issue of this Circular with the inclusion herein of its name and all references thereto in the form and context in which its name appears in this Circular.

Yours faithfully,
For and on behalf of the Board of Directors of
F J BENJAMIN HOLDINGS LTD

Frank Benjamin
Executive Chairman

APPENDIX 1

INDICATIVE TIMETABLE

The following are the indicative dates and times for the Proposed Capital Distribution⁽¹⁾.

Last date and time for lodgement of Proxy Forms for the EGM ⁽²⁾	:	27 October 2007, 3.00 p.m.
Date and time of the EGM	:	29 October 2007, 3.00 p.m.
Expected date for Court approval of the Proposed Capital Distribution	:	29 November 2007
Expected Books Closure Date for the Proposed Capital Distribution	:	19 December 2007, 5.00 p.m.
Expected Payment Date for the cash distribution	:	8 January 2008

Notes:

- (1) The above timetable is indicative only and the actual dates of the above events will be announced in due course by way of an SGXNET announcement released on the SGX-ST website.
- (2) All Proxy Forms must be lodged at the registered office of the Company at 6B Orange Grove Road, Singapore 258332 not less than 48 hours before the time of the EGM. Completion and return of a Proxy Form will not preclude a Shareholder from attending and voting in person at the EGM.

APPENDIX 2

THE PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES

The amendments which are proposed to be made to the Memorandum and Articles are set out below. For ease of reference, and where appropriate, the full text of the existing Articles which are proposed to be amended have been reproduced.

(A) Memorandum

Existing Clause III

The objects for which the Company is established are:–

- (1) To acquire the business and the goodwill of the business carried on at Singapore under the name or style of F.J. Benjamin & Sons or any part or parts thereof and the assets and property of such business and for this purpose to enter into and carried into effect with or without modification any necessary agreement or agreements.*
- (2) To carry on the business of general merchants, importers and exporters of all kind of goods, stock-keepers and factors, brokers, commission agents, dealers in manufactured goods, commodities, general merchandise, mineral substance and produce of all kinds, and to buy prepare, manufacture, render marketable, sell, barter, exchange, pledge, charge, make advances on and otherwise deal in or with or turn to account by wholesale or retail goods, commodities, general merchandise minerals and produce of all kinds.*
- (3) To carry on the business of importers, exporters, manufacturers and dealers of tea, rubber, coconut, desiccated coconut oil and other coconut products, cocoa and cocoa preparations, coffee, cardamoms, sugar and confectionery, fruits, vegetables and spices, food, meat, and meat preparations, fish, and fish preparations, dairy products, cereals and cereal preparations, oils and fats, wines, spirits and beverages, tobacco and allied products, paper and paper products, leather, footwear, travel and sports goods and leather products, textile fibres, yarns and fabrics, chemicals and chemical products, dyes, paints and varnishes, drugs medicines, and pharmaceutical products, perfumery, cosmetics, soaps and dentifrices, cleaning and polishing preparations, fertilisers, minerals, and mineral products, iron, steel metals and other metal products, charcoal, fuel, wood and wood products, cutlery, glassware, chinaware, pottery, pearls, precious stones and jewellery, machinery, plant and equipment, transport vehicles and equipment, electrical machinery, apparatus and appliances, office and household furniture, fittings and equipment, hardware, sanitaryware and building materials, cinematographic, photographic and musical apparatus, equipment and materials, professional, scientific and controlling instruments, apparatus and appliances, agricultural products, raw materials, and manufactured products of every description and kind.*
- (4) To carry on the business of importers, exporters and dealers of food, fruits, vegetables and spices, cereals and cereal preparations, textile fibres, yarns and fabrics, apparels, and clothing, travel and sports goods and leather products, fertilisers, and fuels, chemicals and chemical products, dyes, paints and varnishes, drugs, medicine, and pharmaceutical products, hardware, sanitaryware and building materials, cinematographic, photographic and musical apparatus, instruments and appliances, professional scientific and controlling apparatus, instruments and appliances watches, and clocks, electrical apparatus and appliances, machinery, plant, furniture, and equipment, transport vehicles and equipment, raw materials, minerals, agricultural and other products of every kind and description.*

APPENDIX 2

- (5) *To cultivate tea, rubber, coconut, coffee, cocoa, oil palms, cinchona, rice and other products of the soil and other produce and to carry on the business of planters in all its branches, to carry on and work the business of cultivators, winners and buyers of every kind of vegetable, mineral, or other produce of the soil, to prepare, manufacture and render marketable any such produce, and to sell, dispose of and deal in any such produce, either in its prepared, manufactured or raw state and either by wholesale or retail.*
- (6) *To develop and turn to account any land acquired by or in which the company is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fittings up and improving buildings, and by planting, paving draining, farming, cultivating, Letting buildings on lease or agreement, and by advancing money and to entering into contracts and agreements of all kinds with builders, tenants and others.*
- (7) *To lay out land for building purposes and to build thereon, to improve, reconstruct, add to, alter or pull down any buildings, to erect and maintain any buildings, warehouses, wharves, docks or machinery on or to cultivate, develop or otherwise utilize any lands in which the Company has any interest whatsoever.*
- (8) *To purchase, take on lease or in exchange, hire, hire purchase or otherwise acquire any lands, concessions and properties and any right of way, water rights and other rights, privileges, easements, licences, royalties and concessions, and any factories, machinery, implements, tools, utensils, ships, barges, vehicles, live and dead stock, stores, stock-in-trade, effects and other property, real or personal immovable or movable, of any kind which the Company may think necessary or convenient with reference to any of these objects and capable of being profitably dealt with in connection with any of the Company's property or rights for the time being.*
- (9) *To hold, use, clear, manage, improve, carry on and develop the undertakings, lands and property, real and personal, immovable and movable and assets of any kind of the Company, or any part thereof.*
- (10) *To carry on the business of hotel, restaurant, cafe, roadhouse, auto-court, motel, holiday camp and apartment house keepers and to purchase, acquire, enlarge, extend and carry on any existing business or concern of the like character.*
- (11) *To fit and furnish any property for the purpose of letting the same to visitors or guests whether in single rooms, suites, chalets, cottages or otherwise.*
- (12) *To carry on the business of caterers and purveyors of food and drinks, licensed victuallers, wine, beer and spirit merchants, brewers, makers, distillers, importers and manufacturers of aerated, mineral. and artificial waters and other drinks, garage proprietors, livery-stable keepers, job-masters, farmers, dairymen, ice merchants, importers and brokers of food, live and dead stock and produce of all descriptions, hairdressers, perfumers, chemists, proprietors of clubs, baths, dressing rooms, laundries, reading, writing and newspaper rooms, libraries, grounds and places of amusement, recreation, sport, entertainment and instruction of all kinds, agents for railways, shipping and airplane companies and carriers, theatrical and opera box office proprietors, entrepreneurs and general agents, and any other business which can be conveniently carried on in connection therewith.*
- (13) *To manufacture, buy, sell and deal in mineral waters, wines, cordials liquors, soups, broths, and other restoratives or food, specially suitable or deemed to be suitable for invalids and convalescents.*

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- (14) *To carry on the business of tourist agents and contractors and to provide travelling and other facilities for tourists and travellers and to promote the provision of conveniences of all kinds in the way of through tickets, circular tickets, sleeping cars and berths, reserved places, hotel and lodging accommodation, guides, safe deposits, inquiry bureaus, baggage transport and otherwise for such tourists and travellers.*
- (15) *To establish, maintain and operate shipping, air transport, and road transport services and all ancillary services and, for these purposes or as independent undertakings, to purchase, take in exchange, charter, hire, build, construct or otherwise acquire and to own, work, manage and trade with steam, sailing, motor and other ships, trawlers, drifters, tugs and vessels, aircrafts and motor and other vehicles with all necessary and convenient equipment, engines, tackle, gear, furniture, and stores, or any shares or interests in ships, vessels, aircraft, motor and other vehicles, including shares, stocks or securities of companies possessed of or interested in any ships aircraft or vehicles and to maintain, repair, fit out, refit, improve, insure, alter, sell, exchange, or let out on hire or hire purchase, or charter or otherwise deal with and dispose of any of the ships, vessels, aircraft and vehicles, shares, stocks and securities, or any of the engines, tackle, gear, furniture equipment and stores of the Company.*
- (16) *To carry on the business of importers, exporters, general merchants, wholesalers, retailers, distributors, commission agents, indent agents, auctioneers, brokers, manufacturers' representative, transport agents and to carry on any manufacturing business which may conveniently be carried on or seem capable of being carried on in connection with any of the objects of the Company or calculated directly or indirectly to enhance the value of or render profitable any of the property, rights or undertakings of the Company.*
- (17) *To carry on the trades or businesses of timber merchants and proprietors of saw mills, planning, moulding and turning mills, importers of timber, mahogany and wood, timber growers, timber and general contractors, general merchants, general dealers, brokers, factory and commission agents, wood workers, metal workers brokers or dealers and builders and to buy, sell, grow, prepare for market, manipulate, import, export and deal in timber and wood of all kinds and to manufacture and deal in articles of all kinds in the manufacture of which timber or wood is used and to carry on business as shipowners and carriers by land and sea and so far as may be deemed expedient, the business of general merchants and to by, clear, plant and work timber estates, and to carry on any other trade or business whatsoever which can in the opinion of the Company, be advantageously or conveniently carried on by the Company by way of extension of or in connection with any such business as aforesaid, or is calculated directly to develop any branch of the business of the Company or to increase the value of or turn to account any of the Company's assets, property or rights.*
- (18) *To carry on all or any one or more of the businesses of buying, selling, letting on hire, hire purchase, or easy payment system, of manufacturing and contractors of and dealers in household or office furniture and domestic or business appliances, installation, fittings, machinery, motor-car, taxicabs, automobiles, tramcars, charsa-bancs, motor lorries and wagons, and motor vehicles of all kinds and descriptions, cycles, bicycles, coaches, carriages and all other vehicles of all kinds whatsoever, whether moved, propelled or drawn by motor, steam, oil, petrol, electricity, or any mechanical or other power or device, agricultural implements, and machinery of all sorts, airships, aeroplanes, balloons and all other machines, vehicles or devices now or hereafter used for travelling by air, and all motors, machinery, mechanical and other parts tools, plant, implements, utensils, appliances, apparatus, requisites and accessories for all the classes of the abovementioned vehicles or any parts thereof, pianos, furniture, wireless and*

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television receivers, telephone or other apparatus, and all other things of whatsoever nature or description capable of being used therewith or in the manufacture, maintenance and working thereof.

- (19) *To carry on the business of manufacturers of, dealers in, hirers, repairers, cleaners, storers, and warehousemen of motor cars, motorcycles, cyclecars, motors, scooters, cycles, bicycles, and carriages, launches, boats, vans, aeroplanes, hydroplanes, and other conveyances of all descriptions (all hereinafter comprised in the term "motors and other things"), whether propelled or assisted by means of petrol, spirit, steam, gas, electrical animal or other power, and of engines, chassis, bodies and other things used for, in or in connection with motors and other things.*
- (20) *To carry on in all their respective branches all or any of the businesses of builders, masonry and general contractors and hauliers and among other things, to construct, execute, carry out, equip, improve, work and advertise railways, roadways, tramways, docks, harbours, wharves, canals, water courses, reservoirs, embankments, irrigations, reclamations, sewage, drainage, and other sanitary works, water, gas, electricity and other supply works, houses, buildings and erections of every kind, and to carry on any other business in connection with the abovementioned businesses that is customarily or usually carried on in connection therewith or naturally incidental thereto.*
- (21) *To carry on in any of their respective branches all or any of the businesses of quarry proprietors, stone and granite merchants, dealers exporters and contractors, and to search for, get, win, raise, make marketable, use, sell and dispose of granite, stone, coal, minerals and mineral substances and products within or under any property of the Company, and to prepare and manufacture cement paving blocks, tar, macadam, and bituminous road materials and all or any of other of the materials or things which the Company may require or which may be useful for carrying on any of the abovementioned businesses.*
- (22) *To carry on all or any of the businesses of merchants and dealers in brick, timber, hardware and other building requisites, builders, merchants, brick, tile and terracotta makers, marble manufacturers, masons, electrical and general engineers, metal founders, shipwrights, wharfingers, carriers by sea or land, forwarding agents and commission and general agents, exporters, importers and merchants.*
- (23) *To carry on the business of stationers, printers, lithographers, stereo-typers, electrotypers, photographic printers, photolithographers, engravers, die-sinkers, envelope manufacturers, book binders, account book manufacturers, machine rulers, numerical printers, paper makers, paper bags and account book makers, box makers, cardboard manufacturers, type founders, photographers, manufacturers of and dealers in playing, visiting, railway, festive complimentary and fancy cards and valentines, dealers in parchment, dealers in stamps, agents for the payment of stamp and other duties, advertising agents, designers, draughtsmen, ink manufacturers, book-sellers, publishers, paper manufacturers, and dealers in the materials used in the manufacture of paper, engineers, cabinet makers, and dealers in or manufacturers of any other articles or things of a character similar or analogous to the foregoing, or any of them or connected therewith.*
- (24) *To carry on all or any of the businesses of chemists, druggists, chemical manufacturers, and dealers, drysalterers, importers and manufacturers of and dealers in pharmaceutical and medicinal preparations.*

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- (25) *To purchase, take on lease or otherwise acquire, any mines, mining rights and metalliferous land and any interest therein, and to explore, work, exercise, develop, and turn to account the same to crush, win, get, quarry, smelt, calcine, refute, dress, amalgamate, and prepare for market, ore, metal and mineral substances of all kinds and to carry on any other metallurgical operations which may seem conducive to any of the. Company's objects and to buy, sell, manufacture, and deal in minerals, plant, machinery, implements, conveniences, provisions and things capable of being used in connection with metallurgical operations, or required by workmen and others employed by the Company.*
- (26) *To carry on business as dealers in, and producers of dairy, farm and garden produce of all kinds and in particular milk, cream, butter, cheese, poultry and eggs, fruits and vegetables, and as market gardeners, millers, manufacturers of all kinds of condensed milk, jam, pickles, cider and preserved provisions of all kinds.*
- (27) *To carry on the business of millers, cake and corn merchants, meal manufacturers, grain and seed merchants, flax and cotton merchants, flour merchants, bakers, biscuit makers, oil merchants, manufacturers of cattle food and feeding and fattening preparations of every description, makers and manufacturers of artificial manures and fertilisers of every description, seed crushers and manufacturers of linseed, cotton and other cakes, oil extractors by crushing, chemical or other processes; hay, straw and fodder merchants, nurserymen, shipowners, lightermen, carriers by sea and land, dock owners, wharfingers, warehousemen, manufacturing chemists and druggists, varnish makers, candle makers and stearin and saccharine manufacturers.*
- (28) *To conduct, carry on and manage the businesses or trades of whisky, gin, rum, brandy, and general distillers, compounders and rectifiers: merchants, exporters, importers, brokers, bottlers, sales' agents and general traders in relation to the marketing and distribution of spirits, wines, liquors and generally to undertake, perform and carry out all or any of the operations ordinarily undertaken by distillery proprietors, wine growers, contractors and shippers or by persons or companies engaged in such businesses.*
- (29) *To trade and carry on business in like manner as brewers, malters, hopgrowers and merchants, ale stout and porter merchants, bottlers, agents and distributors; barley and general grain raisers, importers, driers, and merchants, manufacturers of and dealers in yeast and all kinds of aerated, mineral and medicated waters and general, temperance and other drinks, beverages, cordials, and the like; bottle makers, bottle stopper makers, coopers, manufacturers of boxes, cartons, paper and other bags and packing receptacles bottlers, canners, packers and providers of all kinds of goods, products or wares necessary or desirable for use in connection with the business of the Company.*
- (30) *To carry on the business of hairdressers, perfumers, chemists, proprietors of clubs, baths, dressing rooms, laundries, reading, writing, and newspaper rooms, libraries, grounds, and places of amusement, recreation, sport and entertainment facilities.*
- (31) *To carry on business as goldsmiths, silversmiths, jewellers, gem merchants, watch and clock makers, electroplaters, dressing bag makers, importers and exporters of bullion, and to buy, sell and deal in (wholesale and retail) precious stones, jewellery, watches, clocks, gold and silver plate, electroplate, cutlery, dressing bags, bronzes, articles of vertu, objects of art, and such other articles and goods as the Company may consider capable of being conveniently dealt in, in relation to its businesses, and to manufacture and to establish factories for manufacturing goods for the above businesses.*

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- (32) *To carry on all or any of the businesses of cotton spinners and doublers, flax, hemp and jute spinners, linen manufacturers, flax, hemp jute and wool merchants, wool combers, worsted spinners, woollen spinners, yarn merchants, worsted manufacturers, bleachers and dyers, and makers of vitriol, bleaching and dyeing materials and to purchase, comb, prepare, spin, dye and deal in flax, hemp, jute, wool, cotton, silk and other fibrous substances, and to weave or otherwise manufacture, buy and sell and deal in textile fabrics of every kind and description.*
- (33) *To carry on the business of manufacturers of and dealers in tobacco, cigars, cigarettes, matchlights, pipes and any other articles required by or which may be convenient to smokers and of snuff grinders and merchants and boxmerchants and to deal in any other articles and things commonly dealt in by tobacconists.*
- (34) *To carry on the business of advertising and publicity agents, to purchase and sell advertising rights, licences, monopolies and copyrights, to advertise through and media whatsoever including music, lectures, wireless and television broadcasts, cinema shows and slides, newspapers, signs, neon-signs, skywriting, wall boards, hoardings on all vehicles including ships, omnibuses, railway carriages and on platforms, aerodromes and all other types of landing or halting places, to hold or take part in any exhibitions, demonstrations, industrial and commercial museums and to organise and conduct competitions and grant prizes.*
- (35) *To carry on the business of carriers by sea, river, canal, railway, road, air and otherwise.*
- (36) *To carry on the business of warehousemen and storers of goods, wares and merchandise of every kind and description whatsoever.*
- (37) *To carry on all or any of the business of financiers, financial agents, money lenders, underwriters, company promoters and dealers in option of every kind factor brokers manufacturers' representatives, commission, insurance, estate and general agents and rubber, produces, land loan and general brokers and to undertake and transact any business commonly undertaken in connection with all or any such business and agency business of all kinds.*
- (38) *To carry on business as agents, trustees and treasurers of companies, corporations, syndicates, firms, associations and other institutions.*
- (39) *To organise, promote, manage and control companies, corporations, syndicates, firms and other institutions which are or may be established for the purpose of undertaking and carrying on agricultural, commercial, financial and industrial activities of every kind and description.*
- (40) *To act as agents for the investment, loan, payment, transmission and collection of money, for the collection of debts, interest, royalties, commission and rents for the purchase, sale, improvement, development and management of property, business concerns and undertakings and to transact and undertake all kinds of agency business, whether in respect of agricultural, commercial or financial matters.*
- (41) *To act as trustee, executor or administrator either alone or with others and either for general or special purposes or as custodian trustee, or under steelements, or as a trustee for debenture-holders under debenture trust deeds or for the purpose of any kind of trust, to undertake and execute trusts of all kinds and the conduct of any business connected with trusts of any description or the estates of deceased persons.*

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- (42) *To carry on business as capitalists, financiers, concessionaries, and merchants, and to undertake and carry on and execute all kinds of financial, commercial, trading and other operations and to carry on any other business, except the business of insurance, and banking which may seem to be capable of being conveniently carried on in connection with any of these subjects, or calculated, directly or indirectly, to enhance the value of, or facilitate the realisation of, or render profitable, any of the property or rights of the Company.*
- (43) *To advance, deposit, or lend money, securities and property, to or with such persons and on such terms as may seem expedient, to discount, buy, sell, and deal in bills, notes, warrants, coupons, and other negotiable or transferable securities or documents.*
- (44) *To guarantee or become liable for the payment of money or for the performance of any obligations, and generally to transact all kinds of guarantee business; also to transact all kinds of trust and agency business.*
- (45) *To purchase or otherwise acquire, and to sell, exchange, surrender, lease, mortgage, charge, convert, turn to account, dispose of, and deal with property and rights of all kinds, and in particular, mortgages, debentures, produce, concessions, options, contracts, patents, annuities, licences, stocks, shares, bonds, policies, book debts, business concerns, and undertakings and claims, privileges, and chosen in action of all kinds.*
- (46) *To subscribe for, conditionally or unconditionally, to underwrite, issue on commission or otherwise, take, hold, deal in, and convert stocks, shares and securities of all kinds, and to enter into partnership, or into any arrangement for sharing profits, union of interest, reciprocal concession or co-operation with any person (partnership) or company, and to promote, and aid in promoting, constitute, form or organise any company, (syndicate or partnership of any kind), for the purpose of acquiring and undertaking any property and liabilities of this Company, or of advancing, directly or indirectly, the objects thereof, or for any other purpose which the Company may think expedient.*
- (47) *To carry on business as agents or attorneys, or brokers and as trustees for any person or company local or foreign and to undertake and perform sub-contracts and to do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or jointly with others, and either by or through agents, sub-contractors, trustees or otherwise.*
- (48) *To enter into partnership or into any arrangement for sharing profits, union of interest, reciprocal concession, amalgamation or co-operation with any person, corporation, or company carrying on or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, to take or otherwise acquire and hold shares or stocks in or securities of and to subsidise or otherwise assist any such company, and to sell, hold, re-issue with or without guarantee or otherwise deal with such shares or securities.*
- (49) *To carry on business as agents and brokers for insurance and underwriting of every kind and description provided that nothing herein shall authorise the Company itself to carry on insurance business.*
- (50) *To carry on the business of bill discounters, financial or insurance agents and insurance, policies of insurance, and insurance cover on easy payment systems and to panies, firms or persons for the granting of or procurement of certificates of insurance, policies of insurance, and insurance*

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cover on cash payment systems and to finance or assist companies, firms, or persons to obtain certificates of insurance, policies of insurance and insurance cover.

- (51) To transact all kinds of guarantee, trust, or agency business and become liable for the payment of money or for the performance of any obligations by any other company, firm or person and for such purposes to enter into any contract of suretyship either alone or with co-sureties and in any such contract to waive all or any of the privileges to which sureties are by law entitled and give security in any suitable form for any such undertaking and to fulfil, pay off or redeem any such obligation, undertaking or security and to finance or otherwise assist any such purposes.*
- (52) To generally advance and lend money and assets of all kinds, either with or without taking security for the same and particularly upon the deposit or security of contracts, hire, easy payment and other agreements, bills of lading, dock warrants, wharfinger's certificates and notes, trust receipts and other mercantile instruments, crops, bonds, produce of every description, merchandise and on deeds, shares, stocks, bonds or other documents and concessions and to deal with the same as may be deemed expedient.*
- (53) To advance or lend money to governments, municipalities, corporations, banks, institutions, companies, firms and persons and on property, immovable or movable, real or personal, buildings, for the purpose of building or for or in connection with any of the objects of the Company.*
- (54) To apply for, purchase or otherwise acquire, any patents, brevets d'invention, concessions and the like conferring any exclusive or non-exclusive or limited right to use, or any information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company; and to use, exercise, develop, grant licences in respect of or otherwise turn to account the property, rights, and information so acquired.*
- (55) To enter into any arrangements with any authorities, Government, Municipal local or otherwise that, may seem conducive to the Company's objects or any of them and to obtain from any such authority any rights, privileges, rebates and concessions which the Company may think it desirable to obtain, and to carry out, exercise, and comply with such arrangements, rights, privileges and concessions.*
- (56) To obtain all powers, authorities, acts of parliament and legislative enactments necessary to carry out or extend any of the objects of the Company and to resist any restraints which are placed or likely to be placed on the carrying out of the objects of the Company.*
- (57) To acquire or establish and carry on any other business undertaking or company as a going concern either independent or subsidiary which may seem to the Company capable of being carried on or which can be conveniently carried on in connection with any of the Company's general business or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property or activities.*
- (58) To enter into and carry out arrangements for the purpose of having any business which this Company is authorised to carry on, or in which it may for the time being be interested, or carried on by any other person or company on behalf and for the benefit of this Company and under any name or style whatever and to enter into any arrangements for indemnifying the person or company by whom such business may be so carried on against the debts, liabilities and expenses of such business.*

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- (59) *To borrow or raise money for the purposes of the Company and for the purpose of raising or securing money for the performance or discharge of any obligation or liability of the Company or for any other purpose, to create, execute, grant or issue any mortgages, mortgage debentures, debenture stock, bonds or obligations of the Company whether at par, premium or subject to the provisions, of the Companies Act at a discount and whether redeemable, irredeemable or perpetual, secured upon all or any part of the undertaking, revenue, rights, and property of the Company, present and future, including uncalled capital or the unpaid calls of the Company, and to receive money on loan or deposit on such terms as may be agreed with the lenders or depositors.*
- (60) *To cause or permit any debentures, debenture stock, bonds, mortgages, charges, encumbrances, liens, or securities of or belonging to or made or issued by the Company or affecting its property or rights or any of the terms thereof to be renewed, extended, varied, redeemed, exchanged, transferred or satisfied, as shall be thought fit also to pay off and reborrow the moneys secured thereby or any part or parts thereof.*
- (61) *To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any other company whether or not having objects, altogether or in part similar to those of this Company.*
- (62) *To invest and deal with moneys of the Company not immediately re-required upon such securities and in such manner as may from time to time be determined.*
- (63) *To make, draw, accept, endorse, negotiate, discount, purchase, issue and execute promissory notes, bills of lading, and other negotiable and transferable instruments.*
- (64) *To sell, let, underlet, lease, underlease, exchange, surrender, transfer, deliver, charge, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company whether in consideration of the rent, moneys, or securities for money, shares, debentures, or securities in any other company, or for any other consideration.*
- (65) *To pay all or any part of the expenses of preliminary and incidental to the promotion, formation, establishment and registration of the company and all commission, brokerage, discount, undertaking and other expenses lawfully payable which may be deemed expedient for taking placing or underwriting all or any of the shares or debentures or other obligations of the company.*
- (66) *To pay for any lands and property, real or personal, immovable or movable, estate, or assets of any kind acquired or to be acquired, by the Company or for any services, rendered or to be rendered to the Company and generally to pay or discharge any consideration to be paid or given by the Company in money or in shares (whether fully paid up or partly paid up) or in debentures, debenture stock or obligations of the Company or partly in one way and partly in another or otherwise, howsoever, with power to issue any shares either as fully paid up or partly paid up for such purpose.*
- (67) *To accept as consideration for the sale or disposal of any lands and real or personal, immovable or movable estate, property or assets of the Company or in discharge of any other consideration to be received by the Company, money or shares (whether fully paid up or partly paid up) of any company or debentures or debenture stock or obligations of any company or person or partly one and partly any other.*

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- (68) *To distribute whether upon the winding up of the Company or otherwise all or any assets and property of the company among the members in specie or in kind or otherwise but so that no distribution amounting to a reduction of capital be made without the sanction of the court where necessary.*
- (69) *To engage, employ, maintain and dismiss working directors, managers, superintendents, assistants, clerks, mechanics, and other servants, and labourers, and to remunerate employees at such rate as shall be thought fit and to grant pensions or gratuities to employees or to the wives, widows, children or relatives or employees.*
- (70) *To make payments towards insurance and to form and constitute superannuation pension, provident and benefit funds for the benefit of any or all persons employed by the Company or their dependents.*
- (71) *To provide housing, transport from or to places of employment and other amenities, services and facilities for the purchase of goods and to formulate, enter upon or administer any scheme for all or any of these purposes.*
- (72) *To support and subscribe to any charitable or public object and any institution society or club which may be for the benefit of the Company or its employees or otherwise.*
- (73) *To establish branches and agencies in any part of the world and to regulate carry on or discontinue the same.*
- (74) *To do all or any of the above things in any part of the world on behalf of the Company or on behalf of any other Company and any principals agents contractors trustees or otherwise or by through trustee agents or otherwise and either above or in conjunction with another or others and to produce the Company to be registered or recognised in accordance with the Laws of any country or state in which it may or may propose to carry on operations.*
- (75) *To transact any lawful business in aid of Singapore in the prosecution of any war or hostilities in which Singapore is engaged.*
- (76) *To apply for and acquire such concessions and acts of legislature in any country as may be advantageous for carrying out the objects of the Company.*
- (77) *To do all such other things as may be necessary, incidental, conducive or convenient to the attainment of the above objects or any of them or otherwise likely in any respect to be advantageous to the Company and in case of doubt as to what shall be so necessary, incidental, conducive, convenient or advantageous as aforesaid the decision of an extraordinary general meeting shall be conclusive.*

It is hereby declared that in the foregoing clauses (unless a contrary intention appears) the word "person" includes any number of persons and a corporation, and that word "company" except where used in reference to this Company shall be deemed to include any partnership or other body or persons, whether incorporated or not and whether domiciled or incorporated in the Republic of Singapore or elsewhere, and the intention is that the objects specified in each paragraph of this clause shall except where otherwise expressed in such paragraph, be independent main objects, and shall be in no wise limited or restricted by reference to or interference from the terms of any other paragraph or by the name of the Company.

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Proposed Amendments to Existing Clause III

By deleting Clause III in its entirety.

Existing Clause VI

The share capital of the Company is \$200,000,000 divided into 1,000,000,000 shares of \$0.20 each which may be issued in accordance with the Articles for the time being of the Company with power to increase or reduce the capital, to consolidate or subdivide the shares into shares of larger or smaller denominations and to issue all or any part of the original or any increased capital with any special or preferential rights or privileges or subject to any special terms and conditions and either with or without any special designation and also from time to time to alter, modify, commute or deal with any rights, privileges, terms, conditions, or designations for the time being attached to any class of shares.

Proposed Amendments to Existing Clause VI

By deleting Clause VI in its entirety and substituting therefor the following:

- VI. ~~The share capital of the Company is \$200,000,000 divided into 1,000,000,000 shares of \$0.20 each which may be issued in accordance with the Articles for the time being of the Company with power to increase or reduce the capital, to consolidate or subdivide the shares into shares of larger or smaller denominations and to issue all or any part of the original or any increased capital with any special or preferential rights or privileges or subject to any special terms and conditions and either with or without any special designation and also from time to time to alter, modify, commute or deal with any rights, privileges, terms, conditions, or designations for the time being attached to any class of shares.~~ The Company shall have the power to increase, sub-divide, consolidate or reduce its capital or to divide the shares forming the capital (increased or reduced) into several classes and to attach thereto respectively preferential, deferred, special or qualified rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.

(B) ARTICLES OF ASSOCIATION

Existing Article 2(1)

- 2(1) *In these Articles (if not inconsistent with the subject or context) the words and expressions set out in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof:*

WORDS

MEANINGS

“Account Holder”

A person who has a securities account directly with the Depository and not through a Depository Agent.

“The Statutes”

The Act and every other Act for the time being in force concerning companies and affecting the Company.

“The Act”

The Companies Act (Cap. 50) or any statutory modification, amendment or re-enactment thereof for the time being in force or any and every other act for the time being in force concerning companies and affecting the Company and any reference to any provision of the Act is to that provision as so modified, amended or re-enacted or contained in any such subsequent act or acts.

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WORDS

MEANINGS

<i>“Alternate Director”</i>	<i>An Alternate Director appointed pursuant to Article 107.</i>
<i>“These Articles” or “The Articles”</i>	<i>These Articles of Association as from time to time altered by special resolution.</i>
<i>“The Company”</i>	<i>The abovenamed Company by whatever name from time to time called.</i>
<i>“book-entry securities”</i>	<i>The documents evidencing title to listed securities which are deposited by a Depositor with the Depository and are registered in the name of the Depository or its nominee, and which are transferable by way of book-entry in the Depository Register and not by way of an instrument of transfer.</i>
<i>“Depositor”</i>	<i>An Account Holder or a Depository Agent but does not include a Sub-Account Holder.</i>
<i>“Depository”</i>	<i>The Central Depository (Pte) Limited established by the Exchange, or any other corporation approved by the Minister as a depository company or corporation for the purposes of the Act, which as a bare trustee operates the central depository system for the holding and transfer of book-entry securities.</i>
<i>“Depository Agent”</i>	<i>A member company of the Exchange, a trust company (registered under the Trust Companies Act), a banking corporation or merchant bank (approved by the Monetary Authority of Singapore under the Monetary Authority of Singapore Act (Cap. 186)) or any other person or body approved by the Depository who or which:</i> <i>(a) performs services as a depository agent for Sub-Account Holders in accordance with the terms of a depository agent agreement entered into between the Depository and the Depository Agent;</i> <i>(b) deposits book-entry securities with the Depository on behalf of the Sub-Account Holders; and</i> <i>(c) establishes an account in its name with the Depository.</i>
<i>“Depository Register”</i>	<i>A register maintained by the Depository in respect of book-entry securities.</i>
<i>“Director”</i>	<i>Includes any person acting as a Director of the Company and includes any person duly appointed and acting for the time being as an Alternate Director.</i>
<i>“Directors”</i>	<i>The Directors for the time being of the Company or such number of them as have authority to act for the Company.</i>
<i>“Dividend”</i>	<i>Includes any bonus dividend.</i>

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<u>WORDS</u>	<u>MEANINGS</u>
“Exchange”	<i>The Stock Exchange of Singapore Limited and, where applicable, its successors in title.</i>
“Market day”	<i>Any day between Mondays and Fridays which is not an Exchange market holiday or public holiday.</i>
“Member” or “holder of any share”	<i>A registered shareholder for the time being of the Company or if the registered shareholder is the Depository, a Depositor named in the Depository Register (for such period as shares are entered in the Depositor’s Securities Account).</i>
“Month”	<i>Calendar month.</i>
“Office”	<i>The Registered Office of the Company for the time being.</i>
“Paid”	<i>Paid or credited as paid.</i>
“Register of Members”	<i>The Register of registered shareholders of the Company.</i>
“Seal”	<i>The Common Seal of the Company.</i>
“Secretary”	<i>The Secretary or Secretaries appointed under these Articles and shall include any person entitled or appointed by the Directors to perform the duties of Secretary temporarily.</i>
“Securities Account”	<i>In the case of an Account Holder, the securities account of such Account Holder maintained with the Depository and, in the case of a Depository Agent, the global securities account of such Depository Agent maintained with the Depository.</i>
“Singapore”	<i>The Republic of Singapore.</i>
“Sub-Account Holder”	<i>A Holder of an account maintained with a Depository Agent.</i>
“In Writing” or “Written”	<i>Written or produced by any substitute for writing or partly one and partly another.</i>
“Year”	<i>Calendar Year.</i>
“S\$”	<i>The lawful currency of Singapore.</i>

Proposed Amendments to Existing Article 2(1)

By deleting Article 2(1) in its entirety and substituting therefor the following:

- 2(1) In these Articles (if not inconsistent with the subject or context) the words and expressions set out in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof:

<u>WORDS</u>	<u>MEANINGS</u>
“Account Holder”	<i>A person who has a securities account directly with the Depository and not through a Depository Agent.</i>

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<u>WORDS</u>	<u>MEANINGS</u>
“Act”	The Companies Act (Cap. 50) or any statutory modification, amendment or re-enactment thereof for the time being in force or any and every other act for the time being in force concerning companies and affecting the Company and any reference to any provision of the Act is to that provision as so modified, amended or re-enacted or contained in any such subsequent act or acts.
“Alternate Director”	An Alternate Director appointed pursuant to Article 107.
“Articles”	These Articles of Association as from time to time altered by special resolution.
“book-entry securities”	The documents evidencing title to listed securities which are deposited by a Depositor with the Depository and are registered in the name of the Depository or its nominee, and which are transferable by way of book-entry in the Depository Register and not by way of an instrument of transfer.
“Company”	The abovenamed Company by whatever name from time to time called.
“Depositor”	An Account Holder or a Depository Agent but does not include a Sub-Account Holder.
“Depository”	The Central Depository (Pte) Limited established by the Exchange, or any other corporation approved by the Minister as a depository company or corporation for the purposes of the Act, which as a bare trustee operates the central depository system for the holding and transfer of book-entry securities.
“Depository Agent”	<p>A member company of the Exchange, a trust company (registered under the Trust Companies Act (<u>Cap. 336</u>)), a banking corporation or merchant bank (approved by the Monetary Authority of Singapore under the Monetary Authority of Singapore Act (Cap. 186)) or any other person or body approved by the Depository who or which:</p> <ul style="list-style-type: none">(a) performs services as a depository agent for Sub-Account Holders in accordance with the terms of a depository agent agreement entered into between the Depository and the Depository Agent;(b) deposits book-entry securities with the Depository on behalf of the Sub-Account Holders; and(c) establishes an account in its name with the Depository.
“Depository Register”	A register maintained by the Depository in respect of book-entry securities.

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<u>WORDS</u>	<u>MEANINGS</u>
“Director”	Includes any person acting as a Director of the Company and includes any person duly appointed and acting for the time being as an Alternate Director.
“Directors”	The Directors for the time being of the Company or such number of them as have authority to act for the Company.
“Dividend”	Includes any bonus dividend.
<u>“electronic communications”</u>	<u>Communications transmitted (whether from one person to another, from one device to another, from a person to a device or from a device to a person) (a) by means of a telecommunication system or (b) by other means but while in electronic form, such that it can (where particular conditions are met) be received in legible form or be made legible following receipt in non-legible form.</u>
“Exchange”	Stock Exchange of Singapore Limited <u>Singapore Exchange Securities Trading Limited</u> and, where applicable, its successors in title.
<u>“Listing Manual”</u>	<u>The listing manual of the Exchange, including any amendments made thereto.</u>
<u>“Listing Rules”</u>	<u>The listing rules of the Exchange set out in the Listing Manual.</u>
“Market day”	Any day between Mondays and Fridays which is not an Exchange market holiday or public holiday.
“Member” or “holder of any share”	A registered shareholder for the time being of the Company or if the registered shareholder is the Depository, a Depositor named in the Depository Register (for such period as shares are entered in the Depositor’s Securities Account), <u>save that the references in these Articles shall, where the Act requires, exclude the Company where it is a member by reason of its holding of its shares as treasury shares.</u>
“Month”	Calendar month.
“Office”	The Registered Office of the Company for the time being.
“Paid”	Paid or credited as paid.
“Register of Members”	The Register of registered shareholders of the Company.
“Seal”	The Common Seal of the Company.
“Secretary”	The Secretary or Secretaries appointed under these Articles and shall include any person entitled or appointed by the Directors to perform the duties of Secretary temporarily.

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<u>WORDS</u>	<u>MEANINGS</u>
“Securities Account”	In the case of an Account Holder, the securities account of such Account Holder maintained with the Depository and, in the case of a Depository Agent, the global securities account of such Depository Agent maintained with the Depository.
“Singapore”	The Republic of Singapore.
“Statutes”	The Act and every other Act for the time being in force concerning companies and affecting the Company.
“Sub-Account Holder”	A Holder of an account maintained with a Depository Agent.
<u>“treasury shares”</u>	<u>Shall have the meaning ascribed to it in the Act.</u>
“In Writing” or “Written”	Written or produced by any substitute for writing or partly one and partly another.
“Year”	Calendar Year.
“S\$”	The lawful currency of Singapore.

Existing Article 5

5. *The authorised capital of the Company is Singapore Dollars Two Hundred Million (S\$200,000,000) divided into 1,000,000,000 ordinary shares of S\$0.20 each or from time to time such other amounts divided into such class and number of shares with such rights attaching thereto as provided in accordance with the provisions of these Articles.*

Proposed Amendments to Existing Article 5

By deleting Article 5 in its entirety.

Existing Article 6

6. *Save to the extent permitted by the Act, none of the funds or assets of the Company or of any subsidiary thereof shall be directly or indirectly employed in the purchase or subscription of or in loans upon the security of the Company’s shares (or its holding company, if any) and the Company shall not, except as authorised by the Act give any financial assistance for the purpose of or in connection with any purchase of shares in the Company (or its holding company, if any).*

Proposed Amendments to Existing Article 6

By deleting Article 6 in its entirety and substituting therefor the following:

6. Save to the extent permitted by the Act, none of the funds or assets of the Company or of any subsidiary thereof shall be directly or indirectly employed in the purchase or subscription of or in loans upon the security of the Company’s shares (or its holding company, if any). The Company may, subject to and in accordance with the Act, purchase or otherwise acquire its issued shares on such terms and in such manner as the Company may from time to time think fit. If required by the Act, any share which is so purchased or acquired by the Company shall, unless held in treasury in accordance with the Act, be deemed to be cancelled immediately on purchase or acquisition by the Company. On the cancellation of any share as aforesaid, the

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rights and privileges attached to that share shall expire. In any other instance, the Company may hold or deal with any such share which is so purchased or acquired by it in such manner as may be permitted by, and in accordance with, the Act. ~~and the~~ The Company shall not, except as authorised by the Act give any financial assistance for the purpose of or in connection with any purchase of shares in the Company (or its holding company, if any).

Proposed New Article 6A

By inserting a new Article 6A as follows:

- 6A(1) Shares that the Company purchases or otherwise acquires may be held as treasury shares in accordance with the provisions of these presents and the Act.
- (2) Where the shares purchased or otherwise acquired are held as treasury shares by the Company, the Company shall be entered in the Registry of Members as the member holding the treasury shares.
- (3) The Company shall not exercise any right in respect of the treasury shares other than as provided in the Act. Subject thereto, the Company may hold or deal with its treasury shares in the manner authorised by, or prescribed pursuant to, the Act.

Existing Article 7

7. *Subject to the Act, no shares may be issued by the Directors without the prior approval of the Company in General Meeting but subject thereto and to Article 51, and to any special rights attached to any shares for the time being issued, the Directors may issue, allot or grant options over or otherwise deal with or dispose of the same to such persons on such terms and conditions and at such time and subject or not to the payment of any part of the amount thereof in cash as the Directors may think fit, and any shares may be issued in such denominations or with such preferential, deferred, qualified or special rights, privileges or conditions as the Directors may think fit, and preference shares may be issued which are or at the option of the Company are liable to be redeemed, the terms and manner of redemption being determined by the Directors, provided always that:*
- (i) no shares shall be issued which results in a transfer of a controlling interest in the Company without the prior approval of the Members in a General Meeting;*
 - (ii) no Director shall participate in any issue of shares to employees unless the Members in General Meeting have approved of the specific allotment to be made to such Director and unless he holds office in an executive capacity;*
 - (iii) the total nominal value of issued preference shares shall not exceed the total nominal value of the issued ordinary shares at any time;*
 - (iv) the rights attaching to shares of a class other than ordinary shares shall be expressed in the resolution creating the same;*
 - (v) where the capital of the Company consists of shares of different monetary denominations, the voting rights shall be prescribed in such manner that a unit of capital in each class when reduced to a common denominator, shall carry the same voting power when such right is exercisable;*
 - (vi) no shares shall be issued at a discount, except in accordance with the Act; and*

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- (vii) *any issue of shares for cash to Members holding shares of any class shall be offered to such Members in proportion as nearly as may be to the number of shares of such class then held by them and the second sentence of Article 51(1) with such adaptations as are necessary shall apply.*

Proposed Amendments to Existing Article 7

By deleting Article 7 in its entirety and substituting therefor the following:

7. Subject to the Act, no shares may be issued by the Directors without the prior approval of the Company in General Meeting but subject thereto and to Article 51, and to any special rights attached to any shares for the time being issued, the Directors may issue, allot or grant options over or otherwise deal with or dispose of the same to such persons on such terms and conditions and at such time and subject or not to the payment of any part of the amount thereof in cash as the Directors may think fit, and any shares may be issued in such denominations or with such preferential, deferred, qualified or special rights, privileges or conditions as the Directors may think fit, and preference shares may be issued which are or at the option of the Company are liable to be redeemed, the terms and manner of redemption being determined by the Directors, provided always that:
- (i) no shares shall be issued which results in a transfer of a controlling interest in the Company without the prior approval of the Members in a General Meeting;
 - (ii) no Director shall participate in any issue of shares to employees unless the Members in General Meeting have approved of the specific allotment to be made to such Director and unless he holds office in an executive capacity;
 - (iii) the total ~~nominal value~~amount of issued preference shares shall not exceed the total ~~nominal value~~amount of the issued ordinary shares at any time;
 - (iv) the rights attaching to shares of a class other than ordinary shares shall be expressed in the resolution creating the same;
 - (v) where the capital of the Company consists of shares of different monetary denominations, the voting rights shall be prescribed in such manner that a unit of capital in each class when reduced to a common denominator, shall carry the same voting power when such right is exercisable; and
 - ~~(vi)~~ no shares shall be issued at a discount, ~~except in accordance with the Act; and~~
 - ~~(vii)~~(vi) any issue of shares for cash to Members holding shares of any class shall be offered to such Members in proportion as nearly as may be to the number of shares of such class then held by them and the second sentence of Article 51(1) with such adaptations as are necessary shall apply.

Existing Article 11

11. *The Company may exercise the powers of paying commission conferred by the Act, provided that the rate per cent, or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the commission shall not exceed the rate of ten per cent of the price at which the shares in respect whereof the same is paid are issued or an amount equal to ten per cent of that price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares, or partly in one way and partly in the other. The Company may also on any issue pay such brokerage as may be lawful.*

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Proposed Amendments to Existing Article 11

By deleting Article 11 in its entirety and substituting therefor the following:

11. ~~The Company may exercise the powers of paying pay commission conferred by the Act, provided that the rate per cent, or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the commission shall not exceed the rate of ten per cent of the price at which the shares in respect whereof the same is paid are issued or an amount equal to ten per cent of that price (as the case may be) or brokerage on any issue of shares at such rate or amount and in such manner as the Directors may deem fit. Such commission or brokerage may be satisfied by the payment of cash or the allotment of fully or partly paid shares, or partly in one way and partly in the other. The Company may also on any issue pay such brokerage as may be lawful.~~

Existing Article 19

- 19(1) *Subject to the provisions of the Act, if any share certificate shall be defaced, worn out, destroyed, lost or stolen, it may be renewed on such evidence being produced and a letter of indemnity (if required) being given by the shareholder, transferee, person entitled, purchaser, member firm or member company of the Exchange or on behalf of its or their client or clients as the Directors of the Company shall require, and (in case of defacement or wearing out) on delivery up of the old certificate and in any case on payment of such sum not exceeding S\$1 (or such other sum as may be approved by the Exchange from time to time) as the Directors may from time to time require. In the case of destruction, loss or theft, a shareholder or person entitled to whom such renewed certificate is given shall also bear the loss and pay to the Company all expenses incidental to the investigations by the Company of the evidence of such destruction or loss.*
- (2) *When any shares under the powers in these Articles herein contained are sold by the Directors and the certificate thereof has not been delivered up to the Company by the former holder of the said shares, the Directors may issue a new certificate for such shares distinguishing it in such manner as they may think fit from the certificate not so delivered up.*

Proposed Amendments to Existing Article 19

By deleting Article 19 in its entirety and substituting therefor the following:

- 19(1) Subject to the provisions of the Act, if any share certificate shall be defaced, worn out, destroyed, lost or stolen, it may be renewed on such evidence being produced and a letter of indemnity (if required) being given by the shareholder, transferee, person entitled, purchaser, member firm or member company of the Exchange or on behalf of its or their client or clients as the Directors of the Company shall require, and (in case of defacement or wearing out) on delivery up of the old certificate and in any case on payment of such sum not exceeding ~~S\$1~~S\$2 (or such other sum as may be approved by the Exchange from time to time) as the Directors may from time to time require. In the case of destruction, loss or theft, a shareholder or person entitled to whom such renewed certificate is given shall also bear the loss and pay to the Company all expenses incidental to the investigations by the Company of the evidence of such destruction or loss.
- (2) When any shares under the powers in these Articles herein contained are sold by the Directors and the certificate thereof has not been delivered up to the Company by the former holder of the said shares, the Directors may issue a new certificate for such shares distinguishing it in such manner as they may think fit from the certificate not so delivered up.

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Existing Article 23(1)

23(1) *Subject to these Articles, the Act or as required by the Rules, Bye-Laws of Listing Rules of the Exchange, there shall be no restriction on the transfer of fully paid up shares except where required by law but the Directors may in their discretion decline to register any transfer of shares upon which the Company has a lien and in the case of shares not fully paid up may refuse to register a transfer to a transferee of whom they do not approve. If the Directors shall decline to register any such transfer of shares, they shall give to both the transferor and the transferee written notice of their refusal to register as required by the Act.*

Proposed Amendments to Existing Article 23(1)

By deleting Article 23(1) in its entirety and substituting therefor the following:

23(1) Subject to these Articles, the Act or as required by the Rules, Bye-Laws of Listing Rules of the Exchange, there shall be no restriction on the transfer of fully paid up shares except where required by law but the Directors may in their discretion decline to register any transfer of shares upon which the Company has a lien and in the case of shares not fully paid up may refuse to register a transfer to a transferee of whom they do not approve. If the Directors shall decline to register any such transfer of shares, they shall give to both the transferor and the transferee their refusal to register within 10 Market days written notice of the refusal stating reasons for the refusal as required by the Act.

Existing Article 23(2)

23(2) *The Directors may decline to register any instrument of transfer unless:*

- (i) such fee not exceeding S\$2 (or such other sum as may be approved by the Exchange from time to time) as the Directors may from time to time require, is paid to the Company in respect thereof;*
- (ii) the instrument of transfer, duly stamped in accordance with any law for the time being in force relating to stamp duty, is deposited at the Office or at such other place (if any) as the Directors appoint accompanied by the certificates of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer and, if the instrument of transfer is executed by some other person on his behalf, the authority of the person so to do; and*
- (iii) the instrument of transfer is in respect of only one class of shares.*

Proposed Amendments to Existing Article 23(2)

By deleting Article 23(2) in its entirety and substituting therefor the following:

23(2) The Directors may decline to register any instrument of transfer unless:

- (i) such fee not exceeding S\$2 (or such other sum as may be approved by the Exchange from time to time) as the Directors may from time to time require, is paid to the Company in respect thereof; and
- ~~(ii) the instrument of transfer, duly stamped in accordance with any law for the time being in force relating to stamp duty, is deposited at the Office or at such other place (if any) as the Directors appoint accompanied by the certificates of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the~~

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transferor to make the transfer and, if the instrument of transfer is executed by some other person on his behalf, the authority of the person so to do; and

- (iii) the instrument of transfer is in respect of only one class of shares.

Existing Article 31

31. *The Directors may from time to time make such calls upon the Members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or, when permitted, by way of premium) but subject always to the terms of issue of such shares. Each Member shall (subject to receiving at least 14 days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place of payment so specified the amount called on his shares. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof. A call may be revoked or postponed as the Directors may determine.*

Proposed Amendments to Existing Article 31

By deleting Article 31 in its entirety and substituting therefor the following:

31. The Directors may from time to time make such calls upon the Members in respect of any moneys unpaid on their shares ~~(whether on account of the nominal value of the shares or, when permitted, by way of premium)~~ but subject always to the terms of issue of such shares. Each Member shall (subject to receiving at least 14 days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place of payment so specified the amount called on his shares. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof. A call may be revoked or postponed as the Directors may determine.

Existing Article 34

34. *Any sum (whether on account of the nominal value of the share or by way of premium) which by the terms of issue and allotment of a share becomes payable upon allotment or at any fixed date shall for all purposes of these Articles be deemed to be a call duly made and payable on the date on which, by the terms of issue, the same becomes payable, and in case of non-payment all the relevant provisions of the Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.*

Proposed Amendments to Existing Article 34

By deleting Article 34 in its entirety and substituting therefor the following:

34. Any sum ~~(whether on account of the nominal value of the share or by way of premium)~~ which by the terms of issue and allotment of a share becomes payable upon allotment or at any fixed date shall for all purposes of these Articles be deemed to be a call duly made and payable on the date on which, by the terms of issue, the same becomes payable, and in case of non-payment all the relevant provisions of the Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

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Existing Article 36

36. *The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the money (whether on account of the nominal value of the shares or by way or premium) uncalled and unpaid upon the shares held by him and such payments in advance of calls shall extinguish (so far as the same shall extend) the liability upon the shares in respect of which it is made, and upon the money so received or so much thereof as from time to time exceeds the amount of the calls then made upon the shares concerned, the Company may pay interest at such rate not exceeding without the sanction of the Company in General Meeting ten per cent per annum as the Member paying such sum and the Directors agree upon. Capital paid on shares in advance of calls shall not whilst carrying interest confer a right to participate in profits and until appropriated towards satisfaction of any call shall be treated as a loan to the Company and not as part of its capital and shall be repayable at any time if the Directors so decide.*

Proposed Amendments to Existing Article 36

By deleting Article 36 in its entirety and substituting therefor the following:

36. The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the money ~~(whether on account of the nominal value of the shares or by way or premium)~~ uncalled and unpaid upon the shares held by him and such payments in advance of calls shall extinguish (so far as the same shall extend) the liability upon the shares in respect of which it is made, and upon the money so received or so much thereof as from time to time exceeds the amount of the calls then made upon the shares concerned, the Company may pay interest at such rate not exceeding without the sanction of the Company in General Meeting ten per cent per annum as the Member paying such sum and the Directors agree upon. Capital paid on shares in advance of calls shall not whilst carrying interest confer a right to participate in profits and until appropriated towards satisfaction of any call shall be treated as a loan to the Company and not as part of its capital and shall be repayable at any time if the Directors so decide.

Existing Article 49

49. *The Company in General Meeting may from time to time by Ordinary Resolution, whether all the shares for the time being authorised shall have been issued or all the shares for the time being issued shall have been fully called up or not, increase its capital by the creation of new shares of such amount as may be deemed expedient.*

Proposed Amendments to Existing Article 49

By deleting Article 49 in its entirety and substituting therefor the following:

49. ~~The Company in General Meeting may from time to time by Ordinary Resolution, whether all the shares for the time being authorised shall have been issued or all the shares for the time being issued shall have been fully called up or not, increase its capital by the creation of new shares of such amount as may be deemed expedient.~~ The Company may from time to time by Ordinary Resolution increase its capital by such sum to be divided into shares of such amounts as the resolution shall prescribe.

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Existing Article 53

53. *The Company may by Ordinary Resolution:*
- (i) *consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;*
 - (ii) *cancel any shares which, at the date of the passing of the Resolution, have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled;*
 - (iii) *subdivide its shares or any of them into shares of a smaller amount than is fixed by the Memorandum of Association (subject, nevertheless, to the provisions of the Act), provided always that in such subdivision the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and*
 - (iv) *subject to the provisions of these Articles and the Act, convert any class of shares into any other class of shares.*

Proposed Amendments to Existing Article 53

By deleting Article 53 in its entirety and substituting therefor the following:

53. *The Company may by Ordinary Resolution:*
- (i) *consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;*
 - (ii) *cancel any shares which, at the date of the passing of the Resolution, have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the amount number of the shares so cancelled;*
 - (iii) *subdivide its shares or any of them into shares of a smaller amount than is fixed by the Memorandum of Association (subject, nevertheless, to the provisions of the Act) in accordance with the Act and the bye-laws or listing rules of the exchange upon which shares in the company are listed, provided always that in such subdivision the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and*
 - (iv) *subject to the provisions of these Articles and the Act, convert any class of paid-up shares into any other class of paid-up shares.*

Existing Article 54

54. *The Company may by Special Resolution reduce its share capital, any capital redemption reserve fund or share premium account in any manner and subject to any incident authorised and consent required by law.*

Proposed Amendments to Existing Article 54

By deleting Article 54 in its entirety and substituting therefor the following:

54. *The Company may by Special Resolution reduce its share capital, ~~any capital redemption reserve fund or share premium account in any manner and~~ subject to any incident authorised and consent required by law.*

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Existing Article 55

55. *Company may from time to time by Ordinary Resolution convert any or all its paid-up shares into stock and may from time to time by like resolution reconvert any stock into paid-up shares of any denomination.*

Proposed Amendments to Existing Article 55

By deleting Article 55 in its entirety and substituting therefor the following:

55. Company may from time to time by Ordinary Resolution convert any or all its paid-up shares into stock and may from time to time by like resolution reconvert any stock into paid-up shares of any denomination.

Existing Article 56

56. *The holders of stock may transfer the same or any part thereof in the same manner and subject to these Articles as and subject to which the shares from which the stock arose might previously to conversion have been transferred (or as near thereto as circumstances admit) but no stock shall be transferable except in such units (not being greater than the nominal amount of the shares from which the stock arose) as the Directors may from time to time determine.*

Proposed Amendments to Existing Article 56

By deleting Article 56 in its entirety and substituting therefor the following:

56. The holders of stock may transfer the same or any part thereof in the same manner and subject to these Articles as and subject to which the shares from which the stock arose might previously to conversion have been transferred (or as near thereto as circumstances admit) but no stock shall be transferable except in such units ~~(not being greater than the nominal amount of the shares from which the stock arose)~~ as the Directors may from time to time determine.

Existing Article 57

57. *The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividend, return of capital, voting and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except as regards dividend and return of capital and any participation in the profits or assets of the Company on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage; and no such conversion shall affect or prejudice any preference or other special privileges attached to the shares so converted.*

Proposed Amendments to Existing Article 57

By deleting Article 57 in its entirety and substituting therefor the following:

57. The holders of stock shall, according to the ~~amount~~number of stock units held by them, have the same rights, privileges and advantages as regards dividend, return of capital, voting and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except as regards dividend and return of capital and any participation in the profits or assets of the Company on winding up) shall be conferred by an ~~amount~~any number of stock

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units which would not, if existing in shares, have conferred that privilege or advantage; and no such conversion shall affect or prejudice any preference or other special privileges attached to the shares so converted.

Existing Article 61

- 61(1) *Subject to the provisions of the Act as to Special Resolutions and special notice and the calling of meetings at short notice, at least fourteen days' notice in writing (exclusive both of the day on which the notice is served or deemed to be served and of the day for which the notice is given) of every General Meeting shall be given in the manner hereinafter mentioned to such persons (including the Auditors) as are under the provisions herein contained entitled to receive notice from the Company and at least fourteen days' notice of such Meeting shall be given by advertisement in the daily press and in writing to the Exchange.*
- (2) *The accidental omission to give notice to, or the non-receipt by any person entitled thereto, shall not invalidate the proceedings at any General Meeting.*

Proposed Amendments to Existing Article 61

By deleting Article 61 in its entirety and substituting therefor the following:

- 61(1) Subject to the provisions of the Act as to Special Resolutions and special notice and the calling of meetings at short notice, at least fourteen days' notice in writing, or 21 days' notice in writing where the notice contains Special Resolutions, (exclusive both of the day on which the notice is served or deemed to be served and of the day for which the notice is given) of every General Meeting shall be given in the manner hereinafter mentioned to such persons (including the Auditors) as are under the provisions herein contained entitled to receive notice from the Company and at least fourteen days' notice of such Meeting shall be given by advertisement in the daily press and in writing to the Exchange.
- (2) The accidental omission to give notice to, or the non-receipt by any person entitled thereto, shall not invalidate the proceedings at any General Meeting.

Existing Article 108(4)

- (4) *Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, without a Director being in the physical presence of another Director or Directors, and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting; Provided that this sub-Article shall not authorise a meeting of the Directors to be held solely by such means unless a physical meeting and resolution in writing (pursuant to Article 112) is not possible because the number of Directors in Singapore at the time of the meeting or resolution in writing (as the case may be) is insufficient to form a quorum.*

Proposed Amendments to Existing Article 108(4)

By deleting Article 108(4) in its entirety and substituting therefor the following:

- (4) ~~Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, without a Director being in the physical presence of another~~

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~~Director or Directors, and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting; Provided that this sub-Article shall not authorise a meeting of the Directors to be held solely by such means unless a physical meeting and resolution in writing (pursuant to Article 112) is not possible because the number of Directors in Singapore at the time of the meeting or resolution in writing (as the case may be) is insufficient to form a quorum. A Director may participate at a meeting of Directors by telephone conference, video conference, audio visual or by means of a similar communication equipment whereby all persons participating in the meeting are able to hear and be heard by, all other participants, without a Director being in the physical presence of another Director or Directors, in which event such Director shall be deemed to be present at the meeting. A Director participating in a meeting in the manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the meeting. Minutes of the proceedings at a meeting by telephone conference, video conference, audio visual, or other similar communications equipment signed by the chairman of the meeting shall be conclusive evidence of such proceedings and of the observance of all necessary formalities and all resolutions agreed by the Directors in such meeting shall be deemed to be as effective as a resolution passed at a meeting in person of the Directors duly convened and held. Such a meeting is deemed to be held at the place agreed upon by the Directors attending the meeting, PROVIDED THAT at least one of the Directors present at the meeting was at that place for the duration of the meeting.~~

Proposed New Article 108A

By inserting a new Article 108A as follows:

108A. Any notice or document may be served on or delivered to any Director either personally or by sending it through the post in a prepaid cover addressed to such Director at his registered address appearing in the Register of Directors maintained by the Company, or to the address, if any, supplied by him to the Company for such purpose, or by sending a telefax containing the text of the notice or document to him to such address as aforesaid, or by delivering it to such address as aforesaid, or by using electronic communications in accordance with the provisions of Article 153. Where a notice or other document is served or sent by post, service or delivery shall be deemed to be effected at the time when the cover containing the same is posted, and in proving such service or delivery it shall be sufficient to prove that such cover was properly addressed, stamped and posted. Where a notice or other document is served or sent by telefax, service or delivery shall be deemed to be effected on the day it is so sent, and in proving such service or delivery it shall be sufficient to prove that the telefax was properly addressed and transmitted. Where a notice or other document is served or sent using electronic communications, service or delivery shall be deemed to be effected in accordance with the provisions of Article 153.

Existing Article 122

122. Subject as hereinafter provided and to the provision of the statutes, the Directors may at their discretion exercise every borrowing power vested in the Company by its Memorandum of Association or permitted by law and may borrow or raise money from time to time for the purpose of the Company and secure the payment of such sums by mortgage, charge or hypothecation of or upon all or any of the property or assets of the Company including any uncalled or called but unpaid capital or by the issue of debentures (whether at par or at discount or premium) or otherwise as they may think fit.

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Proposed Amendments to Existing Article 122

By deleting Article 122 in its entirety and substituting therefor the following:

122. Subject as hereinafter provided and to the provision of the statutes, the Directors may at their discretion exercise every borrowing power vested in the Company by its Memorandum of Association or permitted by law and may borrow or raise money from time to time for the purpose of the Company and secure the payment of such sums by mortgage, charge or hypothecation of or upon all or any of the property or assets of the Company including any uncalled or called but unpaid capital or by the issue of debentures ~~(whether at par or at discount or premium)~~ or otherwise as they may think fit.

Existing Article 127

127. *The Directors may, with the sanction of the Company, by Ordinary Resolution declare dividends but (without prejudice to the powers of the Company to pay interest on share capital as hereinbefore provided) no dividend shall be payable except out of the profits of the Company.*

Proposed Amendments to Existing Article 127

By deleting Article 127 in its entirety and substituting therefor the following:

127. The Directors may, with the sanction of the Company, by Ordinary Resolution declare dividends but (without prejudice to the powers of the Company to pay interest on share capital as hereinbefore provided) no dividend shall be payable except out of the profits of the Company. Except that no dividends may be paid, unless otherwise provided in the Act, to the Company in respect of treasury shares.

Existing Article 130

130. *If the Company issues shares at a premium, whether for cash or otherwise, the Directors shall transfer a sum equal to the aggregate amount or value of the premiums to an account called the "Share Premium Account" and any amount for the time being standing to the credit of such account shall not be applied in the payment of any cash dividend.*

Proposed Amendments to Existing Article 130

By deleting Article 130 in its entirety.

Existing Article 140

140. *The Company may, upon the recommendation of the Directors, by Ordinary Resolution resolve that it is desirable to capitalise any sum for the time being standing to the credit of any of the Company's reserve accounts (including Share Premium Account, Capital Redemption Reserve Fund) or any sum standing to the credit of the profit and loss account or otherwise available for distribution; provided that such sum be not required for paying the dividends on any shares carrying a fixed cumulative preferential dividend and accordingly that the Directors be authorised and directed to appropriate the sum resolved to be capitalised to the Members holding shares in the Company in the proportions in which such sum would have been divisible among them had the same been applied or have been applicable in paying dividends and to apply such sum on their behalf either in or towards paying up the amounts (if any) for the time being unpaid on any shares held by such Members respectively, or in paying up in full unissued shares or debentures*

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of the Company of a nominal amount equal to such sum, such shares or debentures to be allotted and distributed and credited as fully paid up to and among such Members in the proportion aforesaid or partly in one way and partly in the other, PROVIDED that a share premium account and a capital redemption reserve fund may only be applied hereunder in the paying up of unissued shares to be issued to Members as fully paid shares. Where any difficulty arises in respect of any such distribution the Directors may, settle the same as they think expedient and in particular they may fix the value for distribution of any fully paid-up shares or debentures, make cash payments to any Members on the footing of the value so fixed in order to adjust rights, and vest any such shares or debentures in trustees upon such trusts for the persons entitled to share in the appropriation and distribution as may seem just and expedient to the Directors. When deemed requisite a proper contract for the allotment and acceptance of any shares to be distributed as aforesaid shall be delivered to the Registrar of Companies for registration in accordance with the Act and the Directors may appoint any person to sign such contract on behalf of the persons entitled to share in the appropriation and distribution and such appointment shall be effective.

Proposed Amendments to Existing Article 140

By deleting Article 140 in its entirety and substituting therefor the following:

140. The Company may, upon the recommendation of the Directors, by Ordinary Resolution resolve that it is desirable to capitalise any sum for the time being standing to the credit of any of the Company's reserve accounts (including ~~Share Premium Account, Capital Redemption Reserve Fund~~ any undistributable reserve) or any sum standing to the credit of the profit and loss account or otherwise available for distribution; provided that such sum be not required for paying the dividends on any shares carrying a fixed cumulative preferential dividend and accordingly that the Directors be authorised and directed to appropriate the sum resolved to be capitalised to the Members holding shares in the Company in the proportions in which such sum would have been divisible among them had the same been applied or have been applicable in paying dividends and to apply such sum on their behalf either in or towards paying up the amounts (if any) for the time being unpaid on any shares held by such Members respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such sum, such shares or debentures to be allotted and distributed and credited as fully paid up to and among such Members in the proportion aforesaid or partly in one way and partly in the other; ~~PROVIDED that a share premium account and a capital redemption reserve fund may only be applied hereunder in the paying up of unissued shares to be issued to Members as fully paid shares.~~ Where any difficulty arises in respect of any such distribution the Directors may, settle the same as they think expedient and in particular they may fix the value for distribution of any fully paid-up shares or debentures, make cash payments to any Members on the footing of the value so fixed in order to adjust rights, and vest any such shares or debentures in trustees upon such trusts for the persons entitled to share in the appropriation and distribution as may seem just and expedient to the Directors. When deemed requisite a proper contract for the allotment and acceptance of any shares to be distributed as aforesaid shall be delivered to the Registrar of Companies for registration in accordance with the Act and the Directors may appoint any person to sign such contract on behalf of the persons entitled to share in the appropriation and distribution and such appointment shall be effective.

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Proposed New Article 140A

By inserting a new Article 140A as follows:

140A. In addition and without prejudice to the power to capitalise profits and other monies provided for by Article 140, the Directors shall have power to issue shares for which no consideration is payable to the Company or to capitalise any undivided profits or other moneys of the Company not required for the payment or provision of any dividend on any shares entitled to cumulative or non-cumulative preferential dividends (including profits or other moneys carried and standing to any reserve or reserves) and to apply such profits or other moneys in paying up in full new shares on terms that such shares shall, upon issue, be held by or for the benefit of participants of any share incentive or option scheme or plan implemented by the Company and approved by shareholders in General Meeting in such manner and on such terms as the Directors shall think fit.

Existing Article 147

147. In accordance with the provisions of the Act, the Directors shall cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as may be necessary. The interval between the close of a financial year of the Company and the issue of accounts relating thereto shall not exceed six months.

Proposed Amendments to Existing Article 147

By deleting Article 147 in its entirety and substituting therefor the following:

147. In accordance with the provisions of the Act, the Directors shall cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as may be necessary. The interval between the close of a financial year of the Company and the issue of accounts relating thereto shall not exceed ~~six~~four months.

Existing Article 153

153. Any notice or document (including a share certificate) may be served by the Company on any Member either personally or by sending it through the post in a prepaid letter or wrapper addressed to such Member at his registered address in the Register of Members or the Depository Register (as the case may be).

Proposed Amendments to Existing Article 153

By deleting Article 153 in its entirety and substituting therefor the following:

153. Any notice or document (including a share certificate) may be served by the Company on any Member either personally or by sending it through the post in a prepaid letter or wrapper addressed to such Member at his registered address in the Register of Members or the Depository Register (as the case may be). Where a notice or other document is served or sent by post, service or delivery shall be deemed to be effected at the time when the cover containing the same is posted, and in proving such service or delivery, it shall be sufficient to prove that such cover was properly addressed, stamped and posted. Without prejudice to the foregoing provisions of this Article, any notice or document (including, without limitation, any accounts,

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balance-sheet or report) which is required or permitted to be given, sent or served under the Statutes or under the provisions of these Articles by the Company, or by the Directors, to a member of the Company or an officer or Director of the Company may be given, sent or served using electronic communications to the current address of that person in accordance with the provisions of, or as otherwise provided by, the Statutes and/or any other applicable regulations or procedures. Such notice or document shall be deemed to have been duly given, sent or served upon transmission of the electronic communication to the mail server designated by such address or as otherwise provided under the Statutes and/or any other applicable regulations or procedures.

Existing Article 157

157. *A person entitled to a share in consequence of the death or bankruptcy of a Member or otherwise upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share, and upon supplying also an address in Singapore for the service of notice, shall be entitled to have served upon him (subject to Article 156) at such address any notice or document to which the Member but for his death or bankruptcy or otherwise would be entitled and. such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share. Save as aforesaid, any notice or document delivered or sent by post to or left at the registered address of any Member in pursuance of these Articles shall (notwithstanding that such Member be then dead or bankrupt or otherwise not entitled to such share and whether or not the Company have notice of the same) be deemed to have been duly served in respect of any share registered in the name of such Member as sole or joint holder.*

Proposed Amendments to Existing Article 157

By deleting Article 157 in its entirety and substituting therefor the following:

157. A person entitled to a share in consequence of the death or bankruptcy of a Member or otherwise upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share, and upon supplying also an address in Singapore for the service of notice, shall be entitled to have served upon him (subject to Article 156) at such address any notice or document to which the Member but for his death or bankruptcy or otherwise would be entitled and. such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share. Save as aforesaid, any notice or document delivered or sent by post to or left at the registered address of any Member or given, sent or served to any member using electronic communications in pursuance of these Articles shall (notwithstanding that such Member be then dead or bankrupt or otherwise not entitled to such share and whether or not the Company have notice of the same) be deemed to have been duly served in respect of any share registered in the name of such Member as sole or joint holder.

NOTICE OF EXTRAORDINARY GENERAL MEETING

F J BENJAMIN HOLDINGS LTD

(Incorporated in the Republic of Singapore)
(Company Registration No.197301125N)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of F J Benjamin Holdings Ltd (the “**Company**”) will be held at Lavender Room, Level 3 Orchard Hotel, 442 Orchard Road, Singapore 238879 on 29 October 2007 at 3.00 p.m. (or as soon as practicable immediately thereafter following the conclusion or adjournment of the AGM of the Company to be held at 2.30 p.m. on the same day at the same venue) for the purpose of considering and, if thought fit, passing the following Resolutions, of which Resolutions 1 and 2 will be proposed as special resolutions, and Resolution 3 will be proposed as an ordinary resolution.

Resolution 1: Special Resolution

The Proposed Capital Distribution

That, pursuant to Article 54 of the Articles of Association of the Company and subject to the confirmation of the High Court of the Republic of Singapore:

- (1) the paid-up share capital of the Company be reduced by the sum of up to S\$74.0 million and that such reduction be effected by returning to the shareholders of the Company S\$0.13 in cash for each fully paid-up ordinary share in the capital of the Company (each, a “**Share**”) held as at a books closure date to be determined by the Directors; and
- (2) the Directors and each of them be and are hereby authorised to do all acts and things and to execute all such documents as they or he/she may consider necessary or expedient to give effect to this Resolution 1 (including without limitation to the foregoing, to negotiate, sign, execute and deliver all documents, approve any amendments, alterations or modifications to any document (if so required)).

Resolution 2: Special Resolution

The Proposed Amendments to the Memorandum and Articles of Association of the Company

That:

- (1) the Memorandum and Articles of Association of the Company be amended in the manner as set out on pages 12 to 17 of the Circular to Shareholders dated 5 October 2007; and
- (2) the Directors of the Company and/or any of them be and are hereby authorised to complete and to do all such act and things, and to approve, modify, ratify and execute such documents, acts and things as they may consider necessary, desirable or expedient to give effect to this Resolution 2.

Resolution 3: Ordinary Resolution

The Proposed Share Purchase Mandate

That:

- (1) for the purposes of the Companies Act, Chapter 50 of Singapore (the “**Companies Act**”), the exercise by the Directors of the Company of all the powers of the Company to purchase or

NOTICE OF EXTRAORDINARY GENERAL MEETING

otherwise acquire issued Shares not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:

- (a) market purchase(s) (“**Market Purchase**”), transacted on the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) through the ready market, through one or more duly licensed stock brokers appointed by the Company for the purpose; and/or
- (b) off-market purchase(s) (“**Off-Market Purchase**”) effected pursuant to an equal access scheme, as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all conditions prescribed by the Companies Act;

and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act and listing rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Purchase Mandate**”);

- (2) unless varied or revoked by the members of the Company in a general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the date of the passing of this Ordinary Resolution and expiring on the earlier of:
 - (a) the date on which the next annual general meeting of the Company (“**AGM**”) is held or required by law to be held; or
 - (b) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated,

whichever is the earlier;

- (3) in this Ordinary Resolution:

“**Maximum Limit**” means that number of issued Shares representing 10% of the total number of issued Shares as at the date of the passing of this Ordinary Resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the issued Shares shall be taken to be the amount of the issued Shares as altered (excluding any treasury shares that may be held by the Company from time to time);

“**Relevant Period**” means the period commencing from the date on which the last AGM was held and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier, after the date of this Ordinary Resolution; and

“**Maximum Price**”, in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- (a) in the case of a Market Purchase, 105% of the Average Closing Price (hereinafter defined); and
- (b) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price,

where:

“**Average Closing Price**” means the average of the closing market prices of a Share for the five (5) consecutive Market Days (a “**Market Day**” being a day on which the SGX-ST is open for trading in securities) on which the Shares are transacted on the SGX-ST immediately preceding

NOTICE OF EXTRAORDINARY GENERAL MEETING

the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted in accordance with the Listing Rules for any corporate action which occurs after the relevant five-day period; and

- (4) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.

By Order of the Board

Karen Chong Mee Keng/Dilhan Pillay Sandrasegara
Company Secretaries

Dated: 5 October 2007

Notes:

1. A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company.
2. The instrument appointing the proxy has been executed by a member must be lodged at the registered office of the Company at 6B Orange Grove Road, Singapore 258332, not less than 48 hours before the time appointed for the Extraordinary General Meeting.

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F J BENJAMIN HOLDINGS LTD

(Incorporated in the Republic of Singapore)
(Company Registration No. 197301125N)

PROXY FORM

IMPORTANT:

1. For investors who have used their CPF monies to buy shares in the capital of F J Benjamin Holdings Ltd, this Circular is forwarded to them at the request of their CPF Approved Nominees and is sent FOR INFORMATION ONLY.
2. This Proxy Form is not valid for use by such CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

I/We _____ (Name)

of _____ (Address)

being a member/members of F J Benjamin Holdings Ltd (“**F J Benjamin**” or the “**Company**”) hereby appoint:

Name	Address	NRIC/ Passport Number	Proportion of Shareholdings	
			No. of Shares	%
and/or (delete as appropriate)				
			No. of Shares	%

as my/our proxy/proxies to attend and to vote for me/us on my/our behalf and, if necessary, to demand a poll, at the Extraordinary General Meeting of the Company to be held on 29 October 2007 at Lavender Room, Level 3 Orchard Hotel, 442 Orchard Road, Singapore 238879 at 3.00 p.m. (or as soon as practicable immediately following the conclusion or adjournment of the AGM of the Company to be held at 2.30 p.m. on the same day at the same venue) and at any adjournment thereof.

(Please indicate with an “X” in the spaces provided whether you wish your vote(s) to be cast for or against the special resolution as set out in the Notice of Extraordinary General Meeting. In the absence of specific directions, the proxy/proxies will vote or abstain as he/they may think fit, as he/they will on any other matter arising at the Extraordinary General Meeting.)

	For	Against
Resolution 1: Special Resolution To approve the Proposed Capital Distribution of S\$0.13 in cash for each Share by way of capital reduction		
Resolution 2: Special Resolution To approve the proposed amendments to the Memorandum and Articles of Association of the Company		
Resolution 3: Ordinary Resolution To approve the proposed Share Purchase Mandate		

Dated this _____ 2007.

Total number of Shares held	
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Signature(s) of Member(s) or Common Seal



IMPORTANT: PLEASE READ THE FOLLOWING NOTES CAREFULLY BEFORE COMPLETING THIS FORM.

NOTES:

1. Please insert 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, 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, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. A member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint one or two proxies to attend and vote instead of him. A proxy need not be a member of the Company.
3. Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each proxy.
4. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 6B Orange Grove Road, Singapore 258332 not less than 48 hours before the time appointed for the Extraordinary General Meeting.
5. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.
6. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Extraordinary General Meeting, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.

General:

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 48 hours before the time appointed for holding the Extraordinary General Meeting, as certified by The Central Depository (Pte) Limited to the Company.