

JK YAMING INTERNATIONAL HOLDINGS LTD
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Aranda Room, Level 1, Copthorne Orchid Hotel Singapore, 214 Dunearn Road, Singapore 299526 on Wednesday, 27 April 2005 at 11.00 a.m. to transact the following business: -

AS ORDINARY BUSINESS

1. To receive and adopt the directors' report and financial statements for the financial year ended 31 December 2004 together with the Auditors Report thereon. **(Resolution 1)**
2. To declare a tax exempt Final Dividend of 6% for the financial year ended 31 December 2004. **(Resolution 2)**
3. To approve the Directors' fees of S\$148,000 for the financial year ended 31 December 2004 [2003: S\$133,000]. **(Resolution 3)**
4. To re-elect the following Directors retiring by rotation pursuant to Article 91 of the Company's Articles of Association:-

Mr Ang Chiong Chai

(Resolution 4)

Mr Ng Kim Poh

(Resolution 5)

Dr Ng Eng Hong

(Resolution 6)

Mr Ang Chiong Chai will, upon re-election as a Director of the Company, remain as a member of the Nominating Committee.

Mr Ng Kim Poh will, upon re-election as a Director of the Company, remain as a member of the Nominating Committee and Remuneration Committee.

Dr Ng Eng Hong will, upon re-election as a Director of the Company, remain as Chairman of the Remuneration Committee and a member of the Nominating Committee. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of The Singapore Exchange Securities Trading Limited.

5. To re-elect Ms Gloria Wang retiring pursuant to Article 97 of the Company's Articles of Association. **(Resolution 7)**
6. To re-appoint Messrs PricewaterhouseCoopers as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 8)**

AS SPECIAL BUSINESS

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

7. Authority to allot and issue shares

- (a) “That, pursuant to Section 161 of the Companies Act, Chapter 50, and the listing rules of the Singapore Exchange Securities Trading Limited, approval be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:
- (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
 - (ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, “Instruments”) including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares;
 - (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and
- (b) (Notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force,

provided always that

- (i) the aggregate number of shares to be issued pursuant to this resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 50% of the Company’s issued share capital, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20% of the issued share capital of the Company, and for the purpose of this resolution, the issued share capital shall be the Company’s issued share capital at the time this resolution is passed, after adjusting for:
 - a) new shares arising from the conversion or exercise of convertible securities, or
 - b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the Singapore Exchange Securities Trading Limited, and

- c) any subsequent consolidation or subdivision of the Company's shares, and
- (ii) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier."

(Resolution 9)

(See Explanatory Note 1)

8. Renewal of Share Purchase Mandate

That the Directors of the Company be and are hereby authorised to make purchases from time to time of up to a maximum of 10% of the issued ordinary share capital of the Company as at the date of this resolution at any price up to but not exceeding the Maximum Price as defined in the Circular, in accordance with the guidelines of the Company on Share Purchases as set out in paragraph 2 of the Company's Circular dated 12 April 2005 ("Circular") and this mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the date on which the next Annual General Meeting of the Company is or is required by law to be held, whichever is the earlier.

(Resolution 10)

9. Renewal of Interested Person Transactions Mandate

That for the purposes of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited:-

- (a) approval be given for the renewal of the mandate for the Company, its subsidiaries and target associated companies or any of them to enter into any of the transactions falling within the types of Interested Person Transactions as set out in paragraph 3 of the Company's Circular dated 12 April 2005 ("Circular") with any party who is of the class of Interested Persons described in the Circular, provided that such transactions are carried out in the normal course of business, at arm's length and on commercial terms and in accordance with the normal commercial terms and in accordance with the guidelines of the Company for Interested Person Transactions as set out in the Company's Circular (the "Shareholders' Mandate");
- (b) the Shareholders' Mandate shall, unless revoked or varied by the Company in a general meeting, continue to be in force until the conclusion of the next Annual General Meeting of the Company; and
- (c) authority be given to the Directors of the Company to complete and do all such acts and things (including executing all such documents as may be required) as they may consider necessary, desirable or expedient to give effect to the Shareholders' Mandate as they may think fit.

(Resolution 11)

(See Explanatory Note 2)

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

NOTICE OF BOOK CLOSURE DATE

NOTICE IS HEREBY GIVEN that subject to approval being obtained at the Annual General Meeting to be held on 27 April 2005

1. A tax exempt final dividend of 6% per ordinary share for the financial year ended 31 December 2004 will be paid on 26 May 2005.
2. The Share Transfer Books and Register of Members of the Company will be closed on 10 May 2005 for preparation of dividend warrants. Duly completed and stamped transfers received by the Company's Share Registrar, Lim Associates (Private) Limited, 10 Collyer Quay, #19-08 Ocean Building Singapore 049315, up to 5.00 p.m. on 9 May 2005 will be registered to determine members' entitlements to the proposed dividend. Members (being depositors) whose securities account with the Central Depository (Pte) Limited are credited with shares as at 5.00 p.m. on 9 May 2005 will be entitled to the payment of the proposed dividend.

BY ORDER OF THE BOARD

Lim Mee Fun
Company Secretary

12 April 2005

Notes:

- 1) A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy in his stead.
- 2) A proxy need not be a member of the Company.
- 3) If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- 4) The instrument appointing a proxy must be deposited at the registered office of the Company at 160 Paya Lebar Road, #08-03 Orion Industrial Building, Singapore 409022 not later than 48 hours before the time appointed for the Meeting.

Explanatory Notes:-

1. The ordinary resolution in item no. 7 is to authorise the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 50% of the issued share capital of the Company of which the total number of shares and convertible securities issued other than on a pro-rata basis to existing shareholders shall not exceed 20% of the issued share capital of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.
2. The Ordinary Resolution 11 proposed in item no. 9 above, if passed, will authorise the Interested Person Transactions as described in the Circular and recurring in the year and will empower the Directors to do all acts necessary to give effect to the Shareholders' Mandate. This authority will, unless previously revoked or varied by the Company at a general meeting, expire at the conclusion of the next Annual General Meeting of the Company.