



## THAKRAL CORPORATION LTD

(Company Registration No. 199306606E)  
(Incorporated In The Republic of Singapore with limited liability)

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifteenth Annual General Meeting of Thakral Corporation Ltd (the "Company") will be held at Grand Ballroom 1, Level 4, Grand Copthorne Waterfront Hotel, 392 Havelock Road, Singapore 169663 on Thursday, 24 April 2008 at 11.30 a.m. for the following purposes:

#### AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and the Audited Accounts of the Company for the year ended 31 December 2007 together with the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect the following Directors retiring pursuant to Articles 94(2) of the Company's Articles of Association:-  
Mr. N. Subramaniam **(Resolution 2)**  
Mr. Victor Loh Kwok Hoong **(Resolution 3)**  
Mr. Wong Hong Ren **(Resolution 4)**  
Mr. Neo Teck Pheng **(Resolution 5)**  
Mr. Teo Tong Kooi **(Resolution 6)**  
Mr. N. Subramaniam will, upon re-election as Director of the Company, remain as the Chairman of the Audit Committee and will be considered independent for the purposes of Rule 704(8) of Listing Manual of the Singapore Exchange Securities Trading Limited.
3. To re-elect the following Director retiring pursuant to Articles 76 of the Company's Articles of Association:-  
Mr. Andrew James Schwartz **(Resolution 7)**
4. To pass the following Ordinary Resolution pursuant to Section 153(6) of the Companies Act, Cap. 50:-  
"That pursuant to Section 153(6) of the Companies Act, Cap. 50, Mr. Kartar Singh Thakral be re-appointed a Director of the Company to hold office until the next Annual General Meeting."  
[see Explanatory Note (i)] **(Resolution 8)**
5. To approve the payment of Director's fee of S\$33,242 for the period from 2 May 2007 to 31 December 2007 for Mr. Andrew James Schwartz. **(Resolution 9)**
6. To approve the payment of Directors' fees of S\$670,000 for the year ending 31 December 2008, to be paid quarterly in arrears. (31 December 2007: S\$620,000) **(Resolution 10)**
7. To re-appoint Deloitte & Touche as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 11)**
8. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

#### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution, with or without any modifications:

9. **Authority to allot and issue shares under the Thakral Corporation Employees' Share Option Scheme 2001**  
That pursuant to Section 161 of the Companies Act, Cap. 50, the Directors be authorised and empowered to allot and issue shares in the capital of the Company to all the holders of options granted by the Company, whether granted during the subsistence of this authority or otherwise, under the Thakral Corporation Employees' Share Option Scheme 2001 ("the Scheme") upon the exercise of such options and in accordance with the terms and conditions of the Scheme, provided always that the aggregate number of additional ordinary shares to be allotted and issued pursuant to the Scheme shall not exceed fifteen per centum (15%) of the total number of issued shares in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the Company's 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 earlier. [See Explanatory Note (ii)] **(Resolution 12)**

By Order of the Board

Tan Ping Ping  
Secretary  
Singapore, 9 April 2008

#### Explanatory Notes:

- (i) The effect of the Ordinary Resolution 8 proposed in item 4 above, is to re-appoint a director who is over 70 years of age.
- (ii) The Ordinary Resolution 12 proposed in item 9 above, if passed, will empower the Directors of the Company, from the date of the above Meeting until the next Annual General Meeting or the date by which the next Annual General Meeting is required by law to be held or when varied or revoked by the Company in general meeting, whichever is the earlier, to allot and issue shares in the Company pursuant to the exercise of the options under the Scheme of up to a number not exceeding in total fifteen per centum (15%) of the total number of issued shares of the Company from time to time.

#### Notes

1. A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint not more than 2 proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.
2. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 20 Upper Circular Road, #03-06 The Riverwalk, Singapore 058416 not less than 48 hours before the time appointed for holding the Meeting.