



# YHI INTERNATIONAL LIMITED

(Company No: 200007455H)

(Incorporated in the Republic of Singapore on 26 August 2000)

## YHI NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of YHI International Limited will be held at Jurong Country Club, 9 Science Centre Road Singapore 609078 on Wednesday, 30 April 2008 at 10.00 a.m. for the following purposes:

### AS ORDINARY BUSINESS

1. To receive and, if approved, to adopt the Audited Accounts for the financial year ended 31 December 2007 together with the Directors' Report and Auditor's Report thereon **Resolution 1**
2. To declare a first and final exempt (one-tier) dividend of 1.35 cents per share for the financial year ended 31 December 2007 as recommended by the Directors **Resolution 2**
3. To approve Directors' fees of S\$135,000 for the financial year ended 31 December 2007 (2006: S\$135,000) **Resolution 3**
4. To re-elect Mr Phua Tin How who is retiring under Article 107 of the Articles of Association **Resolution 4**
5. To re-elect Mr Tay Tiang Chong Jackson who is retiring under Article 107 of the Articles of Association **Resolution 5**
6. To re-elect Mr Yuen Sou Wai who is retiring under Article 107 of the Articles of Association **Resolution 6**
7. To re-appoint Messrs PricewaterhouseCoopers, Certified Public Accountants as auditor of the Company and to authorise the Directors to fix their remuneration **Resolution 7**
8. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

### AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions (with or without amendments) as Ordinary Resolutions:

9. THAT approval be and hereby given to the Directors to offer and grant options under the YHI Share Option Scheme (the "Scheme") and to allot and issue from time to time such number of shares in the Company as may be required to be issued pursuant to the exercise of options under the Scheme, provided always that the aggregate number of shares to be issued pursuant to the Scheme shall not exceed 15 per cent (15%) of the total issued share capital of the Company from time to time. **Resolution 8**
10. THAT the Directors be and hereby authorised pursuant to the provisions of Section 161 of the Companies Act, Cap. 50 (the "Act") and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST") to allot and issue shares and convertible securities of the Company on such terms and conditions and with such rights or restrictions as they may deem fit PROVIDED ALWAYS THAT the aggregate number of shares and convertible securities to be issued pursuant to this resolution shall not exceed fifty per cent (50%) of the issued share capital of the Company, of which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to existing shareholders shall not exceed twenty per cent (20%) of the issued share capital of the Company and that such authority shall continue in force until the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier, unless the authority is previously revoked or varied at a general meeting. For the purposes of this resolution, the percentage of issued share capital shall be based on the Company's issued share capital at the time of the passing of this resolution after adjusting for:
  - (a) new shares arising from the conversion or exercise of convertible securities or from exercising share options for vesting of share awards outstanding or subsisting at the time of the passing of this resolution provided the options or awards were granted in compliance with the listing manual; and
  - (b) any subsequent consolidation or subdivision of shares

**NOTICE IS ALSO HEREBY GIVEN THAT** the Transfer Book and the Register of Members of the Company will be closed on 8 May 2008 for the purpose of preparing dividend warrants. Duly completed transfers received by the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 8 Cross Street #11-00 PWC Building, Singapore 048424 up to 5.00 p.m. on 7 May 2008 will be registered to determine shareholders' entitlement to the proposed dividend.

Members whose Securities Accounts with The Central Depository (Pte) Ltd are credited with shares at 5.00 p.m. on 7 May 2008 will be entitled to the proposed dividend. The first and final exempt (one-tier) dividend of 1.35 cents per share, if approved by members at the Annual General Meeting will be paid on 23 May 2008.

### BY ORDER OF THE BOARD

Ms Gn Jong Yuh Gwendolyn  
COMPANY SECRETARY

9 April 2008  
SINGAPORE

### Explanatory Notes:

- (i) A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his stead. A member of the Company, which is a corporation, is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company. The instrument appointing a proxy must be deposited at the Company's registered office at No. 2 Pandan Road, Singapore 609254 at least 48 hours before the time of the Annual General Meeting.
- (ii) If re-elected under Resolution 4, Mr Phua Tin How will remain as Chairman of the Nominating Committee and will also continue to be a member of the Audit Committee and Remuneration Committee. Mr Phua Tin How will be considered an independent Director of the Company.
- (iii) If re-elected under Resolution 5, Mr Tay Tiang Chong Jackson will remain as an executive Director of the Company.
- (iv) If re-elected under Resolution 6, Mr Yuen Sou Wai will remain as an executive Director of the Company.
- (v) Resolution 8, if passed, will empower the Directors of the Company, from the date of the above meeting until the next Annual General Meeting, to issue shares up to an amount in aggregate not exceeding 15 per cent (15%) of the issued share capital of the Company from time to time pursuant to the exercise of the options under the Scheme.
- (vi) Resolution 9, if passed, will empower the Directors from the date of the above meeting until the date of the next Annual General Meeting, to allot and issue shares and convertible securities in the Company. The number of shares and convertible securities that the Directors may allot and issue under this resolution would not exceed fifty per cent (50%) of the issued share capital of the Company at the time of passing of this resolution. For issues of shares and convertible securities other than on a pro rata basis to all shareholders, the aggregate number of shares and convertible securities to be issued shall not exceed twenty per cent (20%) of the issued share capital of the Company.

The percentage of issued share capital is based on the Company's issued capital at the time of passing of the resolution after adjusting for (a) new shares arising from the conversion or exercise of convertible securities, (b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of the resolution approving the mandate, and (c) any subsequent consolidation or subdivision of shares.