

JK YAMING INTERNATIONAL HOLDINGS LTD

(Company No. 199906353N)
(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 The Gallery, Level 4 Paramount Hotel, 25 Marine Parade, Singapore 449536 on 28 April 2008 at 10.30 a.m. to transact the following businesses:-

AS ORDINARY BUSINESSES :

1. To receive and adopt the Directors' Report and Audited Financial Statements of the Company for the financial year ended 31 December 2007 together with the Independent Auditor's Report thereon. *Resolution 1*
2. To approve the payment of Directors' fees of S\$168,000 for the financial year ended 31 December 2007. *Resolution 2*
3. To re-elect the following Directors of the Company, retiring by rotation pursuant to Article 91 of the Company's Articles of Association :-
 - (a) Mr. Tan Boon Kiat @ Tan Ka Seng *Resolution 3*
 - (b) Mr. Ng Kim Poh *Resolution 4*

Mr Ng Kim Poh will, upon re-election as a Director of the Company, remain as members of the Nominating and Remuneration Committees, of the Company.
 - (c) Mr. Kuo, Shaw-Jye *Resolution 5*
4. To re-appoint Messrs. LTC & Associates as the Auditors of the Company and to authorise the Directors to fix their remuneration. *Resolution 6*

AS SPECIAL BUSINESSES :

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

5. **Authority to allot and issue shares up to 50 per centum (50%) of the issued share capital excluding treasury shares of the Company** *Resolution 7*

"That pursuant to Section 161 of the Companies Act, Chapter 50 and the provisions of Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors be empowered to allot and issue shares and convertible securities in the capital of the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that:-

- (a) The aggregate number of shares (including shares to be issued in accordance with the terms of convertible securities issued, made or granted pursuant to this Resolution) to be allotted and issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number issued shares excluding treasury shares, of the Company at the time of the passing of this Resolution; and
- (b) the aggregate number of shares and convertible securities to be issued other than on a pro-rata basis to existing shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued shares excluding treasury shares, of the Company at the time of the passing of this Resolution.

Such authority shall, continue in force (i) 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 or the Articles of Association of the Company to be held, or (ii) when varied or revoked by ordinary resolution in general meeting, whichever is earlier, or (iii) in the case of shares to be issued in accordance with the terms of convertible securities issued, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of such convertible securities."

(See Explanatory Note 1)

6. **Proposed Renewal of the Shareholders' Mandate for Interested Person Transactions**

Resolution 8

"That for the purposes of Chapter 9 of the Listing Manual of the SGX-ST :-

- (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 the Company's Circular to Shareholders dated 11 April 2008 ("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 guidelines of the Company for Interested Person Transactions as set out in the Circular (the "Shareholders' Mandate");
- (b) the Shareholders' Mandate shall, unless revoked or varied by the Company in a 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; 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."

(See Explanatory Note 2)

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

ON BEHALF OF THE BOARD

ANG CHIONG CHAI
Executive Chairman

11 April 2008

Explanatory Notes:-

1. Special Business – Item 5 of the Agenda

The Resolution No. 7 proposed in item no. 5 above, if passed, will empower the Directors from the date of the above Meeting until the date of 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 earlier, 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 centum (50%) of the total number of issued shares excluding treasury shares, of the Company at the time of the passing of this Resolution. For issue of shares and convertible securities other than on a pro rata basis to existing shareholders, the aggregate number of shares and convertible securities to be issued shall not exceed twenty per centum (20%) of the total number of issued shares excluding treasury shares, of the Company.

For the purpose of determining the number of shares to be issued under Resolution No. 7, the total number of issued shares excluding treasury shares is based on the Company's total number of issued shares excluding treasury shares, at the time the Resolution No. 7 is passed after adjusting for (a) new shares arising from the conversion of convertible securities; (b) new shares arising from exercising share options outstanding or subsisting at the time of the passing of the Resolution No. 7; and (c) any subsequent bonus issue, consolidation or subdivision of shares.

2. Special Business – Item 6 of the Agenda

The Ordinary Resolution 8 proposed in item no. 6 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 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.

3. Appointment of Proxy

- a) *A Member entitled to attend and vote at a meeting of the Company shall be entitled to appoint not more than two proxies to attend and vote instead of him.*
- b) *In any case where the Proxy Form appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the Proxy Form.*
- c) *A proxy need not be a Member.*
- d) *The Proxy Form shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised.*

- e) *The Proxy Form and the power of attorney or other authority (if any) under which it is signed or a duly certified copy of that power or attorney, shall be delivered to the Company's registered office at 160 Paya Lebar Road, #08-03 Orion Industrial Building, Singapore 409022, not less than forty-eight (48) hours before the time appointed for holding the Meeting.*

- f) *The Proxy Form shall be deemed to confer authority upon the proxy to demand or join in demanding a poll and to vote on any resolution put to the meeting as the proxy thinks fit and shall be valid as well for any adjournment of the meeting.*