

EU YAN SANG INTERNATIONAL LTD

(Company Registration No. 199302179H)

(Incorporated in The Republic of Singapore with limited liability)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at National Library Building - The Pod, Level 16, 100 Victoria Street, Singapore 188064 on Friday, 27 October 2006 at 3.00 p.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 30 June 2006 together with the Auditors' Report thereon. **(Resolution 1)**
2. To declare a first and final dividend of 1 cent per ordinary share and a special dividend of 1 cent per ordinary share (or a total of 2.0 cents per ordinary share) [one-tier tax exempt] for the year ended 30 June 2006 [2005: a first and final dividend of 1 cent per ordinary share and a special dividend of 1 cent per ordinary share (or a total of 2.0 cents per ordinary share)] **(Resolution 2)**
3. To re-elect the following Directors retiring pursuant to Articles 109 and 92 of the Company's Articles of Association:

Dr Jennifer Gek Choo Lee (Retiring under Article 109) **(Resolution 3)**
Mr Malcolm Man-Chung Au (Retiring under Article 109) **(Resolution 4)**
Mr Leslie Kim Loong Mah (Retiring under Article 92) **(Resolution 5)**

Dr Jennifer Gek Choo Lee and Mr Malcolm Man-Chung Au would, upon re-election as Directors of the Company, remain as members 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

Mr Leslie Kim Loong Mah will be considered non-independent for the purposes of Rule 704(8) of Listing Manual of the Singapore Exchange Securities Trading Limited.
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 Joseph William Yee Eu be re-appointed a Director of the Company to hold office until the next Annual General Meeting. [see Explanatory Note (i)] **(Resolution 6)**
5. To approve the payment of Directors' fees of S\$160,000 for the year ending 30 June 2007, to be paid quarterly in arrears. (2006: S\$ 157,500). **(Resolution 7)**
6. To re-appoint Messrs Ernst & Young as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 8)**
7. To transact any other ordinary business which may properly be transacted at an Annual General Meeting of which due notice shall have been given.

NOTICE OF ANNUAL GENERAL MEETING (cont'd)

AS SPECIAL BUSINESS

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

8. **Authority to allot and issue shares up to 50 per centum (50%) of issued shares in the capital of the Company**

That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, the Directors be authorised and empowered to :

- (a) (i) issue shares in the Company ("shares") whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that 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 issued shares in the capital of the Company at the time of the passing of this Resolution, of which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to all shareholders of the Company shall not exceed twenty per centum (20%) of the issued shares in the capital of the Company and that such authority shall, unless revoked or varied by the Company in a general meeting, 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 to be held, whichever is earlier or (ii) 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 (ii)]*

(Resolution 9)

By Order of the Board

Tan Kang Fun @ KF Tan
Sebastian Cher Liang Tan
Company Secretaries

Singapore, 6 October 2006

NOTICE OF ANNUAL GENERAL MEETING (cont'd)

Notes:

1. A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy 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 269A South Bridge Road, Singapore 058818 not less than 48 hours before the time appointed for holding the Meeting.

Explanatory Notes on Ordinary Business to be transacted:-

- (i) The effect of the Ordinary Resolution 6 proposed in item 4 above, if passed, is to re-appoint Mr Joseph William Yee Eu, who is over 70 years old, as a Director of the Company to hold office until the next Annual General Meeting of the Company. Section 153(6) of the Companies Act, Chapter 50 requires the re-appointment to be approved by way of ordinary resolution at the Annual General Meeting of the Company.

Explanatory Notes on Special Business to be transacted:-

- (ii) The Ordinary Resolution 9 proposed in item 8 above, if passed, will empower the Directors from the date of this 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 a general meeting, whichever is the earlier, to allot and issue shares, make or grant instruments convertible into shares and to allot and issue shares pursuant to such instruments, up to a number not exceeding, in total, 50% of the issued shares in the capital of the Company at the time of the passing of this resolution, of which up to 20% may be issued other than on a pro-rata basis to shareholders

For the purpose of this resolution, the percentage of issued shares in the capital of the Company is based on the issued shares in the capital of the Company at the time this proposed Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this proposed Ordinary Resolution is passed and any subsequent consolidation or subdivision of shares.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors of the Company collectively and individually accept full responsibility for the accuracy of the information given herein and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statements in this notice misleading.