

BOUSTEAD SINGAPORE LIMITED

(Incorporated in Singapore)
(Company Registration Number: 197501036K)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Boustead Singapore Limited (the "Company") will be held at 63 Ubi Avenue 1, #06-01 Boustead House, Singapore 408937 on Thursday 28 July 2005 at 3.00 p.m. to transact the following businesses:

As Ordinary Business

1. To receive the audited financial statements for the year ended 31 March 2005 and the Reports of the Directors and Auditors. **Resolution 1**
2. To approve a final dividend of 1.0 cent per ordinary share less income tax for the year ended 31 March 2005. **Resolution 2**
3. To approve a special dividend of 1.0 cent per ordinary share less income tax for the year ended 31 March 2005. **Resolution 3**
4. To re-elect the following Directors retiring under Article 87 of the Company's Articles of Association:
 - a. Mr Godfrey Ernest Scotchbrook **Resolution 4**
 - b. Mr John Lim Kok Min **Resolution 5**

Note: Mr John Lim Kok Min will upon re-election as Director of the Company, remain as Chairman of the Audit Committee and member of the Nominating Committee and Remuneration 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 Mr Loh Kai Keong who is retiring under Article 91 of the Company's Articles of Association. **Resolution 6**
6. To approve the payment of Directors' fees of \$181,000 (2004: \$186,000) for the financial year ended 31 March 2005. **Resolution 7**
7. To re-appoint Messrs Deloitte & Touche as Auditors of the Company to hold office until the next Annual General Meeting and to authorise the Directors to fix their remuneration. **Resolution 8**

As Special Business

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

AS ORDINARY RESOLUTIONS

8. "That pursuant to Section 161 of the Companies Act, Cap. 50, authority be and is hereby given to the Directors to allot and issue new shares in the Company at any time and upon such terms and conditions and with such rights and restrictions as they may think fit to impose and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed fifty per cent (50%) of the Company's issued share capital, of which the aggregate number of shares to be issued other than on a pro-rata basis to existing shareholders does not exceed twenty percent (20%) of the Company's issued share capital, and, unless revoked **Resolution 9**

or varied by ordinary resolution of the shareholders of the Company in general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier. For the purposes of this resolution, the percentage of issued share capital of the Company is calculated based on the Company's issued share capital at the time this resolution is passed after adjusting for:-

- (a) new shares arising from the conversion of convertible securities or employee share options on issue when this resolution is passed; and
- (b) any subsequent consolidation or subdivision of shares of the Company."

9. "That authority be and is hereby given to the Directors to offer and grant options in accordance with the provisions of the Boustead Share Option Scheme 2001 (the "2001 Scheme"), and pursuant to Section 161 of the Companies Act, Cap. 50, to allot and issue from time to time such number of ordinary shares of \$0.25 each in the capital of the Company as may be required to be issued pursuant to the exercise of the options that may be granted under the 2001 Scheme provided always that the aggregate number of ordinary shares to be issued pursuant to the 2001 Scheme shall not exceed fifteen percent (15%) of the Company's existing issued share capital."
- Resolution 10**

10. To transact any other business of the Company which may arise.

NOTICE OF BOOKS CLOSURE AND DIVIDEND PAYMENT DATE

NOTICE IS ALSO HEREBY GIVEN that the Transfer Books and Register of Members of the Company will be closed on 8 August 2005 for the purpose of determining shareholders' entitlements to the proposed final dividend and special dividend to be paid on 22 August 2005, subject to and contingent upon the shareholders' approval for the proposed dividend being obtained at the forthcoming Annual General Meeting of the Company.

Duly completed transfers received by the Company's Registrar, Lim Associates (Pte) Ltd at 10 Collyer Quay #19-08 Ocean Building, Singapore 049315 up to 5.00 p.m. on 5 August 2005 will be registered before entitlements to the dividend are determined.

By Order of the Board

Alvin Kok
Company Secretary
12 July 2005

Explanatory Notes on Special Business to be transacted

The effect of the resolutions under the heading "Special Business" are:

Resolution 9: to enable the Directors to issue shares in the Company up to 50% of the issued share capital of the Company (in the case of issuance other than on a pro rata basis to existing shareholders, such aggregate number of shares not to exceed 20% of the Company's issued share capital) for such purposes as they consider to be in the interests of the Company.

Resolution 10: to allow the Directors to issue shares pursuant to the 2001 Scheme.

Notes

1. A member of the Company entitled to attend and vote at the above Meeting may appoint one or two proxies to attend and vote in his/her stead. Such proxies need not be a member of the Company.
2. Where a member appoints two proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.
3. This instrument of proxy must be signed by the appointer or his/her duly authorised attorney or, if the appointer is a body corporate, signed by a duly authorised officer or its attorney or affixed with its common seal thereto.
4. A body corporate which is a member may also appoint by resolution of its directors or other governing body an authorised representative or representatives in accordance with its Articles of Association and Section 179 of the Companies Act, Chapter 50 of Singapore to attend and vote for and on behalf of such body corporate.
5. This instrument appointing a proxy or proxies (together with the power of attorney (if any) under which it is signed or a certified copy thereof), must be deposited at the registered office of the Company at 63 Ubi Avenue 1, #06-01 Boustead House, Singapore 408937 not less than 48 hours before the time fixed for holding the Annual General Meeting.
6. Please insert in the space provided the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of share entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, this instrument of proxy shall be deemed to relate to all the shares held by you.
7. The Company shall be entitled to reject this instrument of proxy if it is incomplete, not properly completed, or illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified in this instrument of proxy. In addition, in the case of a member whose shares are deposited with the Central Depository (Pte) Limited ("CDP"), the Company may reject any instrument of proxy lodged if such member is not shown to have shares entered against his/her name in the Depository Register 48 hours before the time fixed for holding the above Annual General Meeting, as certified by CDP to the Company.