



Company Registration No: 197702094H

Pursuant to Clause 704(14) of the Listing Manual of the Singapore Exchange Securities Trading Limited, the Board of Directors of RSH Limited (the "Company") wishes to announce that the following resolutions put to the Annual General Meeting of the Company held on 26 July 2005 were duly passed:-

1. To receive and consider the audited accounts for the year ended 31 March 2005 and the reports of the Directors and Auditors thereon.
2. To declare a final dividend of 1 cent per share less tax for the year ended 31 March 2005.
3. To approve Directors' Fees of S\$215,178.08 for the year ended 31 March 2005. [Year 2004: S\$220,000].
4. To re-elect the following directors retiring by rotation in accordance with Article 95 of the Company's Articles of Association:
  - (a) Mr Vinod Kumar Gomber
  - (b) Mr Ng Boon Yew
5. To re-appoint KPMG as Auditors and to authorise the Directors to fix their remuneration.

#### **SPECIAL BUSINESS**

6. To consider and, if thought fit, to pass the following resolutions with or without amendments as ordinary resolutions :-

##### **6.1 Authority to issue shares**

That pursuant to Section 161 of the Companies Act, Cap. 50 and the listing rules of the Singapore Exchange Securities Trading Limited, authority be and is hereby given to the Directors of the Company to allot and issue shares (whether by way of convertible securities or the grant of options carrying rights to subscribe for shares) in the Company at any time to such persons and upon such terms and conditions 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 50 per cent of the issued share capital of the Company, of which the aggregate number of shares to be issued other than on a pro-rata basis to existing shareholders of the Company does not exceed 20 per cent of the issued share capital of the Company, and for the purpose of this resolution, the issued share capital shall be the Company's issued share capital at the time this resolution is passed (after adjusting for new shares arising from the conversion or exercise of convertible securities or exercise of share options or vesting of share awards which are outstanding or subsisting at the time this resolution is passed and any subsequent consolidation or subdivision of the Company's shares), and unless revoked or varied by 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.

## 6.2 Renewal of Mandate for Interested Person Transactions

That: -

- (a) approval be and is hereby given for the purposes of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited, for the Company and its subsidiaries or any of them to enter into any of the transactions falling within the types of interested person transactions as set out in the Appendix to the Annual Report of the Company (the "Appendix"), with any party who is of the classes of interested persons described in the Appendix, provided such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions as set out in the Appendix (the "Mandate");
- (b) the Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the next Annual General Meeting of the Company; and
- (c) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the Mandate and/or this resolution.

BY ORDER OF THE BOARD

TAN CHONG BENG  
COMPANY SECRETARY