

**HESHE HOLDINGS LIMITED**  
(Incorporated in the Republic of Singapore)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Twenty-Ninth Annual General Meeting of Heshe Holdings Limited will be held at 8 Shenton Way, #37-01 Temasek Tower, Singapore 068811 on Thursday, 27 October 2005 at 9.00 a.m. to transact the following business:-

**ORDINARY BUSINESS**

1. To receive and consider the Directors' Report and Audited Accounts of the Company for the year ended 30 June 2005. **(Resolution 1)**
2. To approve Directors' fees of S\$125,000 for the year ended 30 June 2005. **(Resolution 2)**
3. To re-elect the following Directors who are retiring in accordance with the Company's Articles of Association:-
  - (a) Mr Heng Lee Seng (Retiring under Article 92) **(Resolution 3)**
  - (b) Mr Lee Bon Leong (Retiring under Article 92) **(Resolution 4)**
  - (c) Mr Soh Kim Yong (Retiring under Article 93) **(Resolution 5)**
  - (d) Mr Chng Weng Wah (Retiring under Article 93) **(Resolution 6)**
  - (e) Mr Loh Eu Tse Derek (Retiring under Article 93) **(Resolution 7)**

In accordance with the requirements of Rule 704(8) of the Singapore Exchange Securities Trading Limited's Listing Manual, Mr Heng Lee Seng and Mr Lee Bon Leong, non-Executive Directors, if re-elected, will continue to serve as members of the Audit Committee and will be considered as Independent Directors.

4. To re-appoint Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 8)**

**SPECIAL BUSINESS**

5. To consider and, if thought fit, to pass the following as an Ordinary Resolution with or without modifications:-

"That pursuant to Section 161 of the Companies Act, Chapter 50, and the listing rules of the Singapore Exchange Securities Trading Limited, approval be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:

- (a)
  - (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
  - (ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "Instruments") including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares;
  - (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and
- (b) (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force,

provided always that

the aggregate number of shares to be issued pursuant to this resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 50% of the Company's issued share capital, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20% 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;

- (i) new shares arising from the conversion or exercise of convertible securities, or
- (ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the Stock Exchange of Singapore Ltd, and
- (iii) any subsequent consolidation or subdivision of the Company's shares,

such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the 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 the earlier." **(Resolution 9)**

6. To consider and, if thought fit, to pass the following as an Ordinary Resolution with or without modifications:-

"That approval be and is hereby given to the Directors to offer and grant options in accordance with the Heshe Executives' Share Option Scheme (the "Scheme"); and pursuant to Section 161 of the Companies Act, Chapter 50, to allot and issue such shares (the "Scheme Shares") as may be required to be issued pursuant to the exercise of options under the Scheme provided always that the aggregate number of Scheme Shares over which options granted when added to the number of shares issued and issuable in respect of all options granted under the Scheme shall not exceed fifteen percent (15%) of the issued share capital of the Company on the day immediately preceding the offer date of the options." **(Resolution 10)**

7. To transact any other business of an Annual General Meeting of which due notice shall have been given.

Date: 11 October 2005

By Order of the Board  
Ms Choong Mee Fong  
Company Secretary

Notes:

1. A Member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy and vote in his stead.
2. A proxy need not be a Member of the Company.
3. The instrument appointing a proxy must be deposited at the registered office of the Company at 8 Cross Street #11-00 PwC Building, Singapore 048424 not later than 48 hours before the time appointed for the Meeting.

**Statement Pursuant to Article 54 of the Company's Articles of Association**

The effect of the resolutions under the heading "Special Business" in this Notice of the Annual General Meeting are:-

- (a) The proposed ordinary resolution 9, 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 and convertible securities in the Company up to an amount not exceeding in aggregate 50 percent of the issued share capital of the Company of which the total number of shares and convertible securities issued other than on a pro-rata basis to existing shareholders shall not exceed 20 percent of the issued share capital of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.
- (b) The proposed ordinary resolution 10, if passed, will empower the Directors of the Company to grant options and issue shares pursuant to the Heshe Executives' Share Option Scheme which was approved at the Extraordinary General Meeting of the Company on 23 December 1999.