



WEE POH HOLDINGS LIMITED

(Registration No. 199502355R)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of Wee Poh Holdings Limited (the "Company") will be held at Ballroom 3, The Fullerton Hotel Singapore, 1 Fullerton Square, Singapore 049178 on 21 October 2005 at 11.00 a.m. for the purpose of considering and, if thought fit, passing the following ordinary resolutions with or without any modification:-

AS ORDINARY RESOLUTIONS

RESOLUTION 1: ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF WINNING METAL PRODUCTS MANUFACTURING COMPANY LIMITED ("WMP")

THAT, subject to Resolutions 2, 3 and 4 being passed, approval be and is hereby given to the Company for the acquisition of the entire issued and paid-up share capital of WMP from Winning International Limited ("WIL") on the terms and subject to the conditions of the S&P Agreement dated 27 September 2004 and the Supplemental Agreements dated 25 April 2005 and 20 May 2005 (collectively, the "Agreements") entered into between the Company and WIL.

RESOLUTION 2: INCREASE IN AUTHORISED SHARE CAPITAL

THAT, the authorised share capital of the Company be increased from S\$50,000,000 divided into 10,000,000,000 ordinary shares of S\$0.005 each to S\$200,000,000 divided into 40,000,000,000 ordinary shares of S\$0.005 each by the creation of 30,000,000,000 new ordinary shares of S\$0.005 each.

RESOLUTION 3: ALLOTMENT AND ISSUE OF THE CONSIDERATION SHARES TO WIL (AND/OR SUCH OTHER PERSONS THAT WIL MAY DIRECT IN WRITING)

THAT, subject to Resolutions 1, 2 and 4 being passed, pursuant to Section 161 of the Companies Act, the Directors be and are hereby authorised to allot and issue 13,600,000,000 new ordinary shares of S\$0.005 each to WIL and/or such other persons that WIL may direct in writing, in accordance with the Agreements, at an issue price of S\$0.005 per share.

RESOLUTION 4: WHITEWASH RESOLUTION

THAT, subject to Resolutions 1, 2 and 3 being passed and pursuant to the two letters dated 15 February 2005 and 19 May 2005 from the Securities Industry Council, the shareholders of the Company who are independent of WIL and its concert parties, on a poll taken, do hereby unconditionally and irrevocably waive their right to receive a mandatory general offer for all the shares held by them to be made by WIL and its concert parties at the highest price paid or agreed to be paid by WIL and its concert parties in the 6 months prior to WIL and its concert parties incurring the mandatory general offer obligation under Rule 14 of the Code, as a result of the acquisition by WIL (and its concert parties) of more than 30% of the voting rights in the Company pursuant to the allotment and issue of the Consideration Shares.

RESOLUTION 5: APPOINTMENT OF DIRECTOR

THAT, subject to Resolutions 1, 2, 3 and 4 being passed and Completion taking place in accordance with the Agreements and subject further to his consent to act, Mr Tung Koon Ming be appointed as a Director of the Company with effect from the Completion Date.

RESOLUTION 6: APPOINTMENT OF DIRECTOR

THAT, subject to Resolutions 1, 2, 3 and 4 being passed and Completion taking place in accordance with the Agreements and subject further to his consent to act, Mr Tung Koon Kwok, Dennis be appointed as a Director of the Company with effect from the Completion Date.

RESOLUTION 7: APPOINTMENT OF DIRECTOR

THAT, subject to Resolutions 1, 2, 3 and 4 being passed and Completion taking place in accordance with the Agreements and subject further to his consent to act, Mr Tung Wai Kit be appointed as a Director of the Company with effect from the Completion Date.

RESOLUTION 8: APPOINTMENT OF DIRECTOR

THAT, subject to Resolutions 1, 2, 3 and 4 being passed and Completion taking place in accordance with the Agreements and subject further to his consent to act, Mr Chan Patrick Pak-Ling be appointed as a Director of the Company with effect from the Completion Date.

RESOLUTION 9: APPOINTMENT OF DIRECTOR

THAT, subject to Resolutions 1, 2, 3 and 4 being passed and Completion taking place in accordance with the Agreements and subject further to his consent to act, Mr Wong Wing Keung, Meyrick be appointed as a Director of the Company with effect from the Completion Date.

Capitalised terms used in this Notice of EGM shall bear the meanings ascribed to them in the Circular to Shareholders dated 1 October 2005 unless otherwise defined herein or where the context otherwise requires.

BY ORDER OF THE BOARD

Nancy Quek
Secretary
4 October 2005

Notes:-

- (1) A shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint not more than two proxies to attend and vote on his behalf. A shareholder of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a shareholder of the Company.
- (2) The Proxy Form must be deposited at the registered office of the Company at 105 Cecil Street, #03-03/04, The Octagon, Singapore 069534 not less than 48 hours before the time fixed for holding the EGM in order to be entitled to attend and to vote at the EGM.
- (3) A Depositor's name must appear on the Depository Register maintained by The Central Depository Registry (Pte) Limited as at 48 hours before the time fixed for holding the EGM in order to be entitled to attend and vote at the EGM.