

YHI INTERNATIONAL LIMITED

Notice Of Annual General Meeting

YHI INTERNATIONAL LIMITED
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of YHI International Limited will be held at Jurong Country Club, 9 Science Centre Road Singapore 609078 on the 22nd day of April 2004 at 09.30 a.m. for the following purposes:-

AS ORDINARY BUSINESS

1. To receive and, if approved, to adopt the Audited Accounts for the financial year ended 31 December 2003 together with the Directors' Report and Auditors' Report thereon
Resolution 1
2. To declare a first and final dividend of 0.60 cents per share less income tax at 20% for the financial year ended 31 December 2003 as recommended by the Directors
Resolution 2
3. To approve Directors' fees of S\$44,877 for the financial year ended 31 December 2003
Resolution 3
4. To re-elect Mr Tay Tiang Chong Jackson who is retiring under Article 117 of the Articles of Association
Resolution 4
5. To re-elect Mr Yuen Sou Wai who is retiring under Article 117 of the Articles of Association
Resolution 5
6. To re-elect Mr Henry Tan Song Kok is retiring under Article 117 of the Articles of Association
Resolution 6
7. To re-elect Mr Hee Theng Fong who is retiring under Article 117 of the Articles of Association
Resolution 7
8. To re-elect Mr Phua Tin How who is retiring under Article 117 of the Articles of Association
Resolution 8
9. To re-appoint Messrs PricewaterhouseCoopers, Certified Public Accountants as auditors of the Company and to authorise the Directors to fix their remuneration
Resolution 9
10. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions (with or without amendments) as Ordinary Resolutions:-

11. **IT WAS RESOLVED THAT** approval be and is hereby given to the Directors to offer and grant options under the YHI Share Option Scheme (the "Scheme") and to allot and issue from time to time such number of shares in the Company as may be required to be issued pursuant to the exercise of options under the Scheme, provided always that the aggregate number of shares to be issued pursuant to the Scheme shall not exceed 15 per cent of the total issued share capital of the Company from time to time.

Resolution 10

12. **IT WAS RESOLVED THAT** the Directors be and are hereby authorised pursuant to the provisions of Section 161 of the Companies Act, Cap. 50 (the "Act") to allot and issue shares and convertible securities of the Company on such terms and conditions and with such rights or restrictions as they may deem fit PROVIDED ALWAYS THAT the aggregate number of shares and convertible securities to be issued pursuant to this resolution shall not exceed fifty per cent (50%) of the issued share capital of the Company, of which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to existing shareholders shall not exceed twenty per cent (20%) of the issued share capital of the Company and that such authority shall continue in force until the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier, unless the authority is previously revoked or varied at a general meeting. For the purposes of this resolution, the percentage of issued share capital shall be based on the Company's issued share capital at the time of the passing of this resolution after adjusting for:-

- (a) new shares arising from the conversion or exercise of convertible securities or from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this resolution provided the options or awards were granted in compliance with the listing manual; and
(b) any subsequent consolidation or subdivision of shares

Resolution 11

NOTICE IS ALSO HEREBY GIVEN THAT the transfer Book and the Register of Members of the Company will be closed from 29 April 2004 to 30 April 2004 (both dates inclusive) for the purpose of preparing dividend warrants. Duly completed transfers received by the Company's Registrar, Barbinder & Co. Pte Ltd, at 8 Cross Street #11-00 PWC Building Singapore 048424 up to 5.00 p.m. on 28 April 2004 will be registered to determine shareholders' entitlement to the proposed dividend. The first and final dividend of 0.60 cents per share less income tax at 20%, if approved at the Annual General Meeting, will be paid on 13 May 2004.

BY ORDER OF THE BOARD

Ms Gn Jong Yuh Gwendolyn
Company Secretary

Date : 7 April 2004
SINGAPORE

Notes :-

- (i) A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead. A member 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 member of the Company.

The instrument appointing a proxy must be deposited at the Company's registered office at No. 2 Pandan Road, Singapore 609254 at least 48 hours before the time of the Meeting.

- (ii) If re-elected under Resolution 4, Mr Tay Tiang Chong Jackson will remain as Executive Director of the Company.

- (iii) If re-elected under Resolution 5, Mr Yuen Sou Wai will remain as Executive Director of the Company.

- (iv) If re-elected under Resolution 6, Mr Henry Tan Song Kok will remain as the Chairman of the Audit Committee and a member of the Remuneration Committee and Nominating Committee, and will be considered an independent director of the Company.

- (v) If re-elected under Resolution 7, Mr Hee Theng Fong will remain as the Chairman of Remuneration Committee and a member of the Audit Committee, and will be considered as independent director of the Company.

- (vi) If re-elected under Resolution 8, Mr Phua Tin How will remain as Chairman of Nominating Committee and a member of the Audit Committee, and will be considered as independent director of the Company.

Submitted by Yuen Sou Wai, Executive Director on 06/04/2004 to the SGX