



**YONGNAM HOLDINGS LIMITED**  
Company Registration No.: 199407612N  
(Incorporated in the Republic of Singapore)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Yongnam Holdings Limited (the "Company") will be held at 51 Tuas South Street 5, Singapore 637644 on Wednesday, 29 April 2009 at 10.00 a.m. to transact the following business:

### ORDINARY BUSINESS

- To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2008 and the Reports of the Directors and the Auditors thereon. **(Resolution 1)**
- To declare a first and final one-tier tax exempt dividend of 0.4 Singapore cent per share in respect of the financial year ended 31 December 2008. **(Resolution 2)**
- To approve Directors' fees of S\$188,260 for the financial year ended 31 December 2008 (2007: S\$123,500). **(Resolution 3)**
- To re-elect the following Directors retiring in accordance with Article 104 of the Company's Articles of Association:  
(a) Mr Lim Ghim Siew, Henry **(Resolution 4)**  
(b) Mr Liew Jat Yuen, Richard **(Resolution 5)**  
*[See Explanatory Note 1]*
- To re-appoint Ernst & Young LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**

### SPECIAL BUSINESS

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

#### 6. AUTHORITY TO ALLOT AND ISSUE SHARES

- "THAT authority 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:  
(i) issue shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise; and/or  
(ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares,  
at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and  
(b) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution is in force,  
Provided that:  
(1) 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 total number of issued Shares (excluding treasury Shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro rata basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the total number of issued Shares (excluding treasury Shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);  
(2) (subject to such manner of calculation and adjustments as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury Shares) in the capital of the Company at the time this Resolution is passed, after adjusting for:  
(i) new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and  
(ii) any subsequent bonus issue, consolidation or subdivision of Shares;  
(3) in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Listing Manual of the SGX-ST for the time being in force (in each case, unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and otherwise, and the Articles of Association of the Company for the time being; and  
(4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution 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."  
**(Resolution 7)**  
*[See Explanatory Note 2]*

#### 7. AUTHORITY TO ALLOT AND ISSUE SHARES UP TO 100 PER CENTUM (100%) OF THE TOTAL NUMBER OF ISSUED SHARES VIA A PRO-RATA RENOUNCEABLE RIGHTS ISSUE

- "THAT authority 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:  
(i) issue shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise; and/or  
(ii) make or grant Instruments that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares,  
at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and  
(b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,  
Provided that:  
(1) the aggregate number of Shares to be issued pursuant to this Resolution on a pro rata basis to shareholders of the Company by way of a renounceable rights issue (other than a bonus issue) (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 100% (or such other limit permitted by the SGX-ST from time to time) of the issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), and in determining whether such 100% limit has been reached, all Shares to be issued pursuant to this Resolution or Resolution 7 (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution or Resolution 7) shall be taken into account (unless the SGX-ST's prevailing regulations and requirements otherwise provide);  
(2) (subject to such manner of calculation as may be prescribed by the SGX-ST), for the purpose of determining the aggregate number of Shares that may be issued under paragraph (1) above, the percentage of issued Shares (excluding treasury Shares) shall be based on the number of issued Shares (excluding treasury Shares) in the capital of the Company at the time this Resolution is passed, after adjusting for:  
(i) new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and  
(ii) any subsequent bonus issue, consolidation or sub-division of Shares;  
(3) in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Listing Manual of the SGX-ST for the time being in force (in each case, unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and otherwise, and the Articles of Association for the time being of the Company; and  
(4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution 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."  
**(Resolution 8)**  
*[See Explanatory Note 3]*

#### 8. AUTHORITY TO GRANT OPTIONS AND TO ISSUE SHARES UNDER THE YONGNAM EMPLOYEE SHARE OPTION SCHEME

- "That authority be and is hereby given to the Directors of the Company to offer and grant options from time to time in accordance with the provisions of the Yongnam Employee Share Option Scheme (the "Scheme"), and, pursuant to Section 161 of the Companies Act, Chapter 50, to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted under the Scheme, provided that the aggregate number of shares to be issued pursuant to the Scheme shall not exceed 15% of the total number of issued shares (excluding treasury Shares) of the Company from time to time, as determined in accordance with the provisions of the Scheme."  
**(Resolution 9)**  
*[See Explanatory Note 4]*

### OTHER BUSINESS

- To transact any other ordinary business that may be properly transacted at an Annual General Meeting of the Company.

### NOTICE OF BOOKS CLOSURE AND DIVIDEND PAYMENT DATE

**(for Shares Quoted on the Singapore Exchange Securities Trading Limited)**

**NOTICE IS ALSO HEREBY GIVEN THAT** the Share Transfer Books and Register of Members of the Company will be closed on 8 May 2009 for the preparation of dividend warrants. Duly completed registrable transfers of the ordinary shares in the capital of the Company ("Shares") received by the Company's Share Registrar, Tricor Barbinder Share Registration at 8 Cross Street, #11-00 PWC Building Singapore 048424, up to 5.00 p.m. on 7 May 2009 will be registered to determine members' entitlements to the proposed final dividend.

Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with Shares at 5.00 p.m. on 7 May 2009 will be entitled to the proposed final dividend. Payment of the final dividend, if approved by members at the Annual General Meeting, will be made on 21 May 2009.

### BY ORDER OF THE BOARD

SEOW SOON YONG  
Chief Executive Officer  
14 April 2009

### NOTES:

- A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy and vote in his stead.
- A proxy need not be a member of the Company.
- If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- The instrument appointing a proxy must be deposited at the registered office of the Company at 51 Tuas South Street 5, Singapore 637644 not later than 48 hours before the time appointed for the Meeting.

### EXPLANATORY NOTES:

- Mr Lim Ghim Siew, Henry and Mr Liew Jat Yuen, Richard will, upon re-election as Directors, continue to serve as members of the Audit Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
- The proposed Resolution 7, if passed, will empower the Directors from the date of the Annual General Meeting until the date of the next Annual General Meeting to issue further shares in the Company. The maximum number of shares which the Directors may issue under this resolution shall not exceed the quantum set out in the resolution.
- The proposed Resolution 8, if passed, will empower the Directors from the date of the Annual General Meeting until the date of the next Annual General Meeting to allot and issue shares in the Company up to 100% of its issued capital by way of a pro-rata renounceable rights issue.
- The proposed Resolution 9, if passed, will empower the Directors of the Company to offer and grant options under the Yongnam Employee Share Option Scheme and to allot and issue shares pursuant to the exercise of such options under the Yongnam Employee Share Option Scheme. The aggregate amount of new shares over which the Company may grant options on any date, when added to the amount of new shares to be issued in respect of (a) all options granted under the Scheme, and (b) all awards granted under any other share option, share incentive, performance share or restricted share plan implemented by the Company and for the time being in force, shall not exceed 15% of the total number of issued shares (excluding treasury Shares) of the Company from time to time.