

## Old Chang Kee Ltd.

Company Registration No. 200416190W  
(Incorporated in the Republic of Singapore)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at The National University of Singapore Society, Kent Ridge Guild House, 9 Kent Ridge Drive, Singapore 119241, Evans 1 & 2, on Tuesday, 29 April 2008 at 2.30 p.m. to transact the following businesses:

#### As Ordinary Business

1. To receive and adopt the Directors' Report and Audited Financial Statements of the Company for the financial year ended 31 December 2007 and the Auditors' Report thereon. (Resolution 1)
2. To approve the payment of Directors' fees of \$4,000 for the financial year ended 31 December 2007 (2006: Nil). (Resolution 2)
3. To re-elect the following Directors retiring pursuant to Article 89 of the Company's Articles of Association, and who, being eligible, offer themselves for re-election:
  - (a) Mr Choong Buat Ken (Resolution 3)
  - (b) Mr Ong Chin Lin (Resolution 4)
4. To re-appoint Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 5)
5. To transact any other ordinary business that may properly be transacted at an Annual General Meeting.

#### As Special Business

To consider and, if thought fit, to pass the following resolution as Ordinary Resolution, with or without modifications:

6. Authority to allot and issue shares  
"THAT pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual ("Listing Manual") of the Singapore Exchange Securities Trading Limited ("SGX-ST"), approval be and is given to the Directors to issue:

- (a) shares in the Company (whether by way of bonus, rights or otherwise); or
- (b) convertibles securities; or
- (c) additional convertible securities arising from adjustments made to the number of convertible securities previously issued in the events of rights, bonus or capitalisation issues; or
- (d) shares arising from the conversion of convertible securities,

at any time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that:

- i) the aggregate number of shares and convertible securities that may be issued shall not be more than 50% of the issued share capital of the Company or such other limit as may be prescribed by the SGX-ST as at the date the general mandate is passed;
- ii) the aggregate number of shares and convertible securities to be issued other than on a pro-rata basis to existing shareholders shall not be more than 20% of the issued share capital of the Company or such other limit as may be prescribed by the SGX-ST as at the date the general mandate is passed;
- iii) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraphs (i) and (ii) above, the percentage of issued share capital shall be calculated based on the issued share capital of the Company as at the date the general mandate is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or employee stock options in issue as at the date the general mandate is passed and any subsequent consolidation or sub-division of the Company's shares; and
- iv) unless earlier revoked or varied by the Company in general meeting, such authority shall continue in force until the next Annual General Meeting or the date by which the next Annual General Meeting is required by law to be held, whichever is earlier. (See Explanatory Note 2)

(Resolution 6)

By Order of the Board

Chew Mei Li  
Company Secretary

Singapore  
14 April 2008

#### Explanatory Notes on Businesses to be Transacted:

- (1) Mr Choong Buat Ken, if re-elected, will remain as member of the Remuneration Committee and Nominating Committee. Mr Ong Chin Lin, if re-elected, will remain as Chairman of the Audit Committee and Remuneration Committee and continue as member of the Nominating Committee. Mr Ong Chin Lin will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.
- (2) The ordinary resolution set out in item 6 above, if passed, will empower the Directors from the date of the Annual General Meeting until the date of the next Annual General Meeting of the Company, to issue shares and convertible securities in the Company up to an aggregate number not exceeding 50% of the issued shares in the capital of the Company, of which the aggregate number issued other than on a pro-rata basis to all existing shareholders of the Company shall not exceed 20% of the issued shares in the capital of the Company, as more particularly set out in the resolution.

#### Notes:

- (1) A member entitled to attend and vote at the Annual General Meeting is entitled to appoint no more than two proxies to attend and vote on his behalf and such proxy need not be a member of the Company. Where a member appoints more than one proxy, he shall specify the proportion of his shares to be represented by each proxy.
- (2) The instrument appointing the proxy must be deposited at the registered office of the Company at 2 Woodlands Terrace, Singapore 738427 not later than 48 hours before the time set for the Annual General Meeting.