

KSH HOLDINGS LIMITED
Registration No. 200603337G

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2nd Annual General Meeting of **KSH HOLDINGS LIMITED** will be held at Sheraton Towers Amber Room Level 2, 39 Scotts Road Singapore 228230 on Friday, 25 July 2008 at 9.30 a.m. for the following purposes: -

ORDINARY BUSINESS

1. To receive the audited accounts for the financial year ended 31 March 2008 and the Reports of the Directors and Auditors. **(Resolution 1)**

2. To declare a first and final dividend of 1.10 cents per ordinary share tax exempt (1-tier) for the financial year ended 31 March 2008. **(Resolution 2)**

3. To approve Directors' fees of \$207,600.00 for the financial year ended 31 March 2008. (2007: S\$112,400) **(Resolution 3)**

4. To approve Directors' fees of \$150,000.00, to be paid quarterly in arrears for the financial year ending 31 March 2009 to the independent directors. **(Resolution 4)**

5. To re-elect the following directors retiring under Article 89 of the Company's Articles of Association :-
Mr Tok Cheng Hoe **(Resolution 5)**
Mr Lim Kee Seng **(Resolution 6)**

Mr Tok Cheng Hoe will, upon re-appointment as a Director of the Company, remain as an Executive Director.
Mr Lim Kee Seng will, upon re-appointment as a Director of the Company, remain as an Executive Director.

6. To re-appoint Ernst & Young LLP as Auditors and to authorise the Directors to fix their remuneration. **(Resolution 7)**

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SPECIAL BUSINESS

7. To consider and, if thought fit, pass the following as an Ordinary Resolution, with or without modifications: - **(Resolution 8)**

"That pursuant to Section 161 of the Companies Act, Cap. 50 and listing rules of the Singapore Exchange Securities Trading Limited, authority be and is hereby given to the directors of the Company to allot and issue shares and convertible securities in the Company (whether by way of rights, bonus or otherwise) at any time to such persons and upon such terms and conditions and for such purposes as the directors may in their absolute discretion deem fit, provided that the aggregate number of shares and convertible securities to be issued pursuant to this resolution does not exceed 50% of the total number of issued shares excluding treasury shares issued by 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 of the Company does not exceed 20% of the total number of issued shares excluding treasury shares issued by the Company. For the purposes of this resolution, the total number of issued shares excluding treasury shares to be issued by the Company shall be based on the total number of issued shares excluding treasury shares issued by the Company at the time this resolution approving the mandate is passed (after adjusting for any new shares arising from conversion or exercise of convertible securities; or new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of the resolution approving the mandate, provided the option or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual and any subsequent bonus issue, consolidation or subdivision of shares in the Company), and unless revoked or varied by the Company in general meeting, such authority 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."

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

By Order of the Board

STELLA CHAN
Secretary

Singapore, 9 July 2008

EXPLANATORY NOTES ON SPECIAL BUSINESS TO BE TRANSACTED :

Resolution 8

This is to empower the Directors to issue shares and convertible securities in the Company up to 50% of the total number of issued shares excluding treasury shares issued by the Company at the time of the passing of the resolution (in the case of issuance other than on a pro rata basis to existing shareholders, such aggregate number of shares not to exceed 20% of the total number of issued shares excluding treasury shares issued by the Company at the time of the passing of the resolution), for such purposes as they consider to be in the interests of the Company. Such authorisation commences from the passing of the resolution and ends on the conclusion of the next Annual General Meeting of the Company or the expiration of the time period within which the next Annual General Meeting is required by law to be held, whichever is earlier.

NOTES :

- 1) A member entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- 2) The instrument appointing a proxy must be deposited at the Company's Registered Office, 36 Senoko Road Singapore 758108, not less than 48 hours before the time fixed for holding the Meeting.

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NOTICE OF BOOKS CLOSURE

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of the Company will be closed on 18 August 2008 for the preparation of dividend warrants.

Duly completed registrable transfers received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 3 Church Street #08-01 Samsung Hub Singapore 049483 up to 5.00 p.m. on 15 August 2008 will be registered to determine shareholders' entitlements to the proposed first and final dividend. Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with shares at 5.00 p.m. on 15 August 2008 will be entitled to the proposed dividend.

Payment of the dividend, if approved by shareholders at the Annual General Meeting to be held on 25 July 2008 will be paid on 28 August 2008.