



KSH HOLDINGS LIMITED

Registration No. 200603337G

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 4th Annual General Meeting of **KSH HOLDINGS LIMITED** will be held at Furama City Centre Singapore, Ballroom 1, Level 5, 60 Eu Tong Sen Street Singapore 059804 on Friday, 23 July 2010 at 9.30 a.m. for the following purposes: -

ORDINARY BUSINESS

1. To receive the audited accounts for the financial year ended 31 March 2010 and the Reports of the Directors and Auditors. **(Resolution 1)**
2. To declare a final ordinary tax exempt (one-tier) dividend of 1.0 cent per share for the financial year ended 31 March 2010. **(Resolution 2)**
3. To approve Directors' fees of \$57,600 for the financial year ended 31 March 2010 to the Executive Directors. (2009: \$57,600) **(Resolution 3)**
4. To approve Directors' fees of \$180,000, to be paid quarterly in arrears for the financial year ending 31 March 2011 to the Independent Directors. (2009: \$150,000) **(Resolution 4)**
5. To re-elect the following Directors retiring under Article 89 of the Company's Articles of Association:-
Mr Lai Meng Seng **(Resolution 5)**
Mr Khua Kian Kheng Ivan **(Resolution 6)**

Mr Lai Meng Seng will, upon re-appointment as a Director of the Company, remain as Chairman of Remuneration Committee and Member of the Audit and Nominating Committee and will be considered independent.

Mr Khua Kian Kheng Ivan will, upon re-appointment as a Director of the Company, remain as Chairman of Nominating Committee and Member of the Audit and Remuneration Committee and will be considered independent.
6. To re-appoint Ernst & Young LLP as Auditors and to authorise the Directors to fix their remuneration. **(Resolution 7)**

SPECIAL BUSINESS

To consider and, if thought fit, pass the following as Ordinary Resolutions, with or without modifications: -

7. "THAT pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the SGX-ST Listing Manual, authority be and is hereby given to the Directors of the Company to:
(i) issue shares in the capital of the Company 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
(iii) (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 whilst this resolution was in force.
provided THAT :
(a) the aggregate number of shares to be issued pursuant to this resolution does not exceed 50% (or 100%, in the event of a *pro-rata* renounceable rights issue) of the total number of issued shares in the Company (excluding treasury shares), of which the aggregate number of shares to be issued other than on a *pro-rata* basis to shareholders of the Company does not exceed 20% of the total number of issued shares in the capital of the Company (excluding treasury shares);
(b) for the purpose of determining the aggregate number of shares that may be issued under paragraph (a) above, the percentage of issued shares shall be based on the total number of issued shares in the capital of the Company (excluding treasury shares) 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 at the time this resolution is passed, and (ii) any subsequent bonus issue, consolidation or subdivision of shares; and
(c) 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 when it is required by law to be held, whichever is the earlier; and in relation to the 100% *pro-rata* renounceable rights issue, such authority shall continue in force until the conclusion of the next annual general meeting of the Company or when it is required by law to be held or such date as may be determined by the SGX-ST, whichever is the earlier." (Please see Explanatory Note) **(Resolution 8)**
8. "THAT
(a) subject to and pursuant to the share issue mandate in Resolution 8 above being obtained, authority be and is hereby given to the Directors to issue new shares other than on a *pro-rata* basis to shareholders of the Company at an issue price per new share which shall be determined by the Directors in their absolute discretion; provided that such price for the new shares shall not represent more than a 20% discount to the weighted average price per share determined in accordance with the requirements of the SGX-ST; and
(b) 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 general meeting or the date by which the next annual general meeting of the Company is required by law to be held or such date as may be determined by the SGX-ST, whichever is the earlier." (Please see Explanatory Note) **(Resolution 9)**
9. 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, 8 July 2010

EXPLANATORY NOTES ON SPECIAL BUSINESS TO BE TRANSACTED :

Resolution 8

Resolution 8 is to authorise the Directors of the Company to issue shares and convertible securities in the Company up to an amount not exceeding (a) 50% for otherwise than by way of *pro-rata* renounceable rights issues, of which up to 20% may be issued other than on a *pro-rata* basis to shareholders, and (b) 100% for *pro-rata* renounceable rights issues, provided that the total number of shares which may be issued pursuant to (a) and (b) shall not exceed 100% of the issued shares (excluding treasury shares) in the capital of the Company. The 100% *pro-rata* renounceable rights issue limit is effective up to 31 December 2010 when it will be reviewed pursuant to the SGX news release dated 19 February 2009.

Resolution 9

Resolution 9 is to authorise the Directors of the Company to determine the issue price for new shares issued other than on a *pro-rata* basis to shareholders of the Company; provided that such price for the new shares shall not represent more than a 20% discount to the weighted average price per share determined in accordance with the requirements of the SGX-ST.

The increase in the discount limit of up to 20% for the issue of shares on a *non pro-rata* issue basis is effective up to 31 December 2010 when it will be reviewed pursuant to the SGX news release dated 19 February 2009.

NOTES :

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.

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.

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 2010 for the purpose of determining shareholders' entitlement to the final dividend.

Duly completed registrable transfers received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623 up to 5.00 p.m. on 17 August 2010 will be registered to determine shareholders' entitlements to the final dividend. Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with shares at 5.00 p.m. on 17 August 2010 will be entitled to the final dividend.

Payment of the dividend, if approved by shareholders at the Annual General Meeting to be held on 23 July 2010 will be paid on 30 August 2010.