



YONGMAO HOLDINGS LIMITED

(Incorporated in the Republic of Singapore on 3 August 2005)
(Company Registration No: 200510649K)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Yongmao Holdings Limited ("the Company") will be held at 18 Sungei Kadut Avenue, Yew Tee Industrial Estate, Singapore 729489 on Monday, 28 July 2008 at 2 p.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and the Audited Accounts of the Company for the year ended 31 March 2008 together with the Auditors' Report thereon. **(Resolution 1)**
- To declare a final dividend of 1.0 cent per ordinary share tax exempt for the year ended 31 March 2008. **(Resolution 2)**
- To re-elect the following Directors of the Company retiring pursuant to Articles 117 and 121 of the Articles of Association of the Company:

Mr Sun Zhao Lin	(Retiring under Article 117)	(Resolution 3)
Mr Sun Tian	(Retiring under Article 117)	(Resolution 4)
Ms Tian Ruo Nan	(Retiring under Article 121)	(Resolution 5)
Mr Chua Kee Lock	(Retiring under Article 121)	(Resolution 6)
Mr Ho Chew Thim	(Retiring under Article 121)	(Resolution 7)
Dr Steve Lai Mun Fook	(Retiring under Article 121)	(Resolution 8)

**Mr Chua Kee Lock will, upon re-election as Director of the Company, remain as Chairman of the Remuneration Committee and a member of Nominating Committee and Audit Committee respectively and he will be considered independent.*

**Mr Ho Chew Thim will, upon re-election as Director of the Company, remain as Chairman of Audit Committee and member of Remuneration Committee and Nominating Committee respectively and he will be considered independent.*

**Dr Steve Lai Mun Fook will, upon re-election as a Director of the Company, remain as Chairman of the Nominating Committee and member of Audit Committee and Remuneration Committee respectively and he will be considered independent.*
- To approve the payment of Directors' fees of S\$180,000.00 for the year ended 31 March 2008. **(Resolution 9)**
- To re-appoint Foo Kon Tan Grant Thornton as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 10)**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

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

- Authority to issue shares up to 50 per centum (50%) of the issued shares in the capital of the Company
That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, the Directors of the Company be authorised and empowered to:
 - (i) issue shares in 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) options, 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 of the Company may in their absolute discretion deem fit; and
- (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 of the Company while this Resolution was in force, provided that:
 - the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed fifty per centum (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 and Instruments to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed twenty per centum (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);
 - (subject to such calculation as may be prescribed by the Singapore Exchange Securities Trading Limited) for the purpose of determining the aggregate number of shares and Instruments that may be issued under sub-paragraph (1) above, the percentage of issued shares and Instruments shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - new shares arising from the conversion or exercise of the Instruments or any convertible securities;
 - new shares arising from exercising share options or vesting of share awards outstanding and subsisting at the time of the passing of this Resolution; and
 - any subsequent bonus issue, consolidation or subdivision of shares;
 - in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the Singapore Exchange Securities Trading Limited for the time being in force (unless such compliance has been waived by the Singapore Exchange Securities Trading Limited) and the Articles of Association of the Company; and
 - unless revoked or varied by the Company in a general meeting, such authority shall continue in force (i) 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 earlier or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments. **(Resolution 11)**
- Renewal of Shareholders' Mandate for Interested Person Transactions
That for the purposes of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited:
 - approval be given for the renewal of the mandate for the Company, its subsidiaries and target associated companies or any of them to enter into any of the transactions falling within the types of Interested Person Transactions as set out in the Appendix to the Annual Report dated 10 July 2008 (the "Appendix") with any party who is of the class of Interested Persons described in the Appendix, provided that such transactions are carried out in the normal course of business, at arm's length and on commercial terms and in accordance with the guidelines of the Company for Interested Person Transactions as set out in the Appendix (the "Shareholders' Mandate");
 - the Shareholders' Mandate shall, unless revoked or varied by the Company in a general meeting, 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 earlier; and
 - authority be given to the Directors of the Company to complete and do all such acts and things (including executing all such documents as may be required) as they may consider necessary, desirable or expedient to give effect to the Shareholders' Mandate as they may think fit. [See Explanatory Note (ii)] **(Resolution 12)**

By Order of the Board

Lynn Wan Tiew Leng
Lai Foon Kuen
Secretaries

Singapore, 10 July 2008

Explanatory Notes:

- The Ordinary Resolution [11] in item [7] above, if passed, will empower the Directors of the Company from the date of this Meeting until the date 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to existing shareholders of the Company.
For determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.
- The Ordinary Resolution [12] proposed in item [8] above, if passed, will authorise the Interested Person Transactions as described in the Appendix to the Annual Report and recurring in the year and will empower the Directors of the Company to do all acts necessary to give effect to the Shareholders' Mandate. This authority will, unless previously revoked or varied by the Company in a general meeting, expire at 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.

Notes:

- A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a Member of the Company.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at 18 Sungei Kadut Avenue, Yew Tee Industrial Estate, Singapore 729489 not less than forty-eight (48) hours before the time appointed for holding the Meeting.