



QIAN HU CORPORATION LIMITED

(Company Registration Number 199806124N)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixth Annual General Meeting of the Company will be held at No. 71 Jalan Lekar, Singapore 698950 on Friday, 18 March 2005 at 11.00 a.m. to transact the following business: -

ORDINARY BUSINESS

- 1 To receive and adopt the Directors' Report and Audited Accounts for the financial year ended 31 December 2004 and the Auditors' Report thereon. **[Resolution 1]**
- 2 To re-elect Mr Chang Weng Leong, who is retiring by rotation in accordance with Article 89 of the Company's Articles of Association, as Director of the Company. **[Resolution 2]**
- 3 To re-elect Mr Lee Teck Leng Robson, who is retiring by rotation in accordance with Article 89 of the Company's Articles of Association, as Director of the Company. **[Resolution 3]**
- 4 To re-elect Ms Lai Chin Yee, who is retiring in accordance with Article 88 of the Company's Articles of Association, as Director of the Company. **[Resolution 4]**
- 5 To approve the sum of \$30,000/- as Directors' fees for the financial year ended 31 December 2004. (2003: \$30,000) **[Resolution 5]**
- 6 To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. **[Resolution 6]**
- 7 To transact any other business that may be transacted at an Annual General Meeting.

SPECIAL BUSINESS

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

Ordinary Resolution: -

General Mandate to authorise the Directors to issue shares or convertible securities

"THAT pursuant to Section 161 of the Companies Act, Cap. 50 and the listing rules of the Singapore Exchange Securities Trading Limited (the "Listing Rules"), authority be and is hereby given to the Directors of the Company to allot and issue: -

- (a) shares; or
- (b) convertible securities; or
- (c) additional securities issued pursuant to Rule 829 of the Listing Rules; or
- (d) shares arising from the conversion of securities in (b) and (c) above,

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: (i) the aggregate number of shares and convertible securities to be issued pursuant to this resolution must be not more than 50% of the issued share capital of the Company (calculated in accordance with (ii) below), of which the aggregate number of shares and convertible securities issued other than on a pro rata basis to existing shareholders must be not more than 20% of the issued share capital of the Company (calculated in accordance with (ii) below); and (ii) for the purpose of determining the number of shares and convertible securities that may be issued pursuant to (i) above, the percentage of issued share capital shall be calculated based on the Company's issued share capital at the time of the passing of this resolution after adjusting for (a) new shares arising from the conversion or exercise of convertible securities; (b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this resolution and (c) any subsequent consolidation or subdivision of shares. Unless revoked or varied by ordinary resolution of the shareholders of the Company in general meeting, this resolution shall remain in force until the earlier of 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. [See Explanatory Note] **[Resolution 7]**

BY ORDER OF THE BOARD

Lai Chin Yee
Yeoh Kar Choo Sharon
Company Secretaries
Singapore

24 February 2005

Explanatory Note:

The ordinary resolution set out in item 8 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 share 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 share capital of the Company, as more particularly set out in the resolution.

Notes:

A member entitled to attend and vote at the Annual General Meeting may appoint not 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 shareholding to be represented by each proxy. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at No. 71 Jalan Lekar Singapore 698950 not later than 48 hours before the time set for the Annual General Meeting.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at No. 71 Jalan Lekar Singapore 698950 on 18 March 2005 at 11.45 a.m. (or immediately after the conclusion or adjournment of the Annual General Meeting of the Company to be held at 11.00 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing the following resolution, which will be proposed as a Special Resolution:-

SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

THAT the Articles of Association of the Company be and is hereby amended in the manner as set out in Appendix A of the Circular to Shareholders dated 24 February 2005.

BY ORDER OF THE BOARD

Lai Chin Yee
Yeoh Kar Choo Sharon
Company Secretaries
Singapore

24 February 2005

Notes:

A member entitled to attend and vote at the Extraordinary General Meeting may 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 shareholding to be represented by each proxy. The instrument appointing the proxy must be deposited at the registered office of the Company at No. 71 Jalan Lekar Singapore 698950 not later than 48 hours before the time appointed for the Extraordinary General Meeting.