



## **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Third Annual General Meeting of Cosmosteel Holdings Limited (the "Company") will be held at Shan Shui Palace, 450 Jalan Ahmad Ibrahim, Raffles Country Club, Singapore 639932 on 20 January 2009 at 10 a.m. to transact the following business:-

### **ORDINARY BUSINESS**

#### **AS ORDINARY RESOLUTIONS**

1. To receive and adopt the Directors' Report, the Auditors' Report and the Audited Accounts of the Company for the financial year ended 30 September 2008. **(Resolution 1)**
2. To declare a final dividend of 0.5 cent per ordinary share for the financial year ended 30 September 2008. **(Resolution 2)**
3. To approve the payment of S\$200,000 as Directors' Fees for the financial year ending 30 September 2009, to be paid quarterly in arrear. **(Resolution 3)**
4. To re-elect Mr Low Beng Tin, the Director retiring by rotation pursuant to Article 99 of the Articles of Association of the Company. **(Resolution 4)**
5. To re-elect Mr Tatsuro Mori, the Director retiring by rotation pursuant to Article 99 of the Articles of Association of the Company. **(Resolution 5)**
6. To re-elect Ms Geraldine Ong Siew Ting, the Director retiring by rotation pursuant to Article 99 of the Articles of Association of the Company. **(Resolution 6)**
7. To appoint Mr Jovenal R. Santiago, the Director retiring to hold office from the date of this Annual General Meeting until the next Annual General Meeting of the Company pursuant to Section 153(6) of the Companies Act, Chapter 50. **(Resolution 7)**
8. To re-appoint RSM Chio Lim as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 8)**

### **SPECIAL BUSINESS**

#### **AS ORDINARY RESOLUTIONS**

9. To consider and, if thought fit, to pass the following Ordinary Resolutions, with or without any modifications:-
  - (a) That pursuant to the articles of association of the Company and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to issue shares and convertible securities in the capital of the Company (whether by way of rights, bonus or otherwise or in pursuance of any offer, agreement or option made or granted by the Directors during the continuance of this authority which would or might require shares or convertible securities to be issued during the continuance of this authority or thereafter) 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 (notwithstanding that such issue of shares pursuant to the offer, agreement or option or the conversion of the convertible securities may occur after the expiration of the authority provided in this Resolution), provided that the aggregate number of issued shares and convertible securities to be issued pursuant to this Resolution shall not exceed fifty (50) per cent. of the issued shares of the Company, and provided further that where members of the Company with registered addresses in Singapore are not given an opportunity to participate in the same on a pro rata basis, then the number of shares and convertible securities to be issued under such circumstances shall not exceed twenty (20) per cent. of the issued shares of the Company, and for the purpose of this Resolution, the percentage of issued shares shall be based on the Company's issued share capital at the time this Resolution is passed (after adjusting for (i) new shares arising from the conversion or exercise of convertible securities, (ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed, provided the options or awards were granted in compliance with the Listing Manual of the SGX-ST and (iii) any subsequent consolidation or subdivision of shares), 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. **(Resolution 9(a))**
  - (b) That authority be and is hereby given to the Directors of the Company to offer and grant options in accordance with the provisions of the Cosmosteel Employee Share Option Scheme approved by shareholders in general meeting on 28 March 2007 (the "Scheme") and to allot and issue from time to time such number of shares in the Company as may be required to be issued pursuant to the exercise of the options under the Scheme (notwithstanding that such allotment and issue may occur after the conclusion of the next or any ensuing Annual General Meeting of the Company). **(Resolution 9(b))**
10. To transact any other ordinary business of an Annual General Meeting.

### **BY ORDER OF THE BOARD**

Lee Pih Peng  
Company Secretary  
5 January 2009  
Singapore

### **Explanatory Notes on Ordinary and Special Businesses to be Transacted:-**

#### Ordinary Business

- (i) Ordinary Resolution 3 proposed in item 3 above, if passed, will allow the Company to pay Directors' Fees to Directors (on a quarterly basis in arrear) as services are rendered by Directors during the course of the financial year ending 30 September 2009. This will facilitate Directors' compensation for services rendered in a more timely manner.
- (ii) Ordinary Resolution 7 proposed in item 7 above, if passed, will appoint Mr Jovenal R. Santiago as a Director of the Company to hold office until the next Annual General Meeting of the Company. Mr Jovenal R. Santiago will, upon appointment as Director of the Company, remain as chairperson of the Audit Committee and a member of each of the Remuneration Committee and the Nominating Committee.

#### Special Business

- (iii) Ordinary Resolution 9(a) proposed in item 9(a) above, if passed, will empower the Directors, from the date of the above Annual General Meeting until the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier, to allot and issue shares and convertible securities in the Company. The number of shares and convertible securities that the Directors may allot and issue under this Resolution shall not exceed fifty per cent. (50%) of the issued shares of the Company at the time of the passing of this Resolution. For issue of shares and convertible securities other than on a pro rata basis to all shareholders, the aggregate number of shares and convertible securities to be issued shall not exceed twenty per cent. (20%) of the issued shares of the Company at the time of the passing of this Resolution.
- (iv) Ordinary Resolution 9(b) proposed in item 9(b) above, if passed, gives authority to the Directors to allot and issue from time to time such number of shares in the Company as may be required to be issued pursuant to the exercise of the options under the Scheme, notwithstanding that such allotment and issue may occur after the conclusion of the next or any ensuing Annual General Meeting of the Company. This authority is in addition to the general authority to issue shares sought under Resolution 9(a).

#### **Note:-**

A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy need not be a member of the Company. The instrument appointing the proxy must be deposited at the registered office of the Company at 5 Shenton Way #07-00, UIC Building, Singapore 068808, not less than forty-eight (48) hours before the time set for holding the Annual General Meeting.