



## **NOTICE OF ANNUAL GENERAL MEETING**

Singapore Press Holdings Limited  
Co Reg No: 198402868E

NOTICE IS HEREBY GIVEN that the Twenty-Second Annual General Meeting of the Company will be held at The Auditorium, 1000 Toa Payoh North, News Centre, 1st Storey, Annexe Block, Singapore 318994 on Tuesday, December 5, 2006 at 10.30 a.m. for the following business:

### **ORDINARY BUSINESS**

1. To receive and adopt the Directors' Report and Audited Accounts for the financial year ended August 31, 2006.
2. To declare a final dividend of 8 cents and a special dividend of 9 cents, per share, on a tax-exempt (one-tier) basis, in respect of the financial year ended August 31, 2006.
3. To re-appoint Lee Ek Tieng as a Director of the Company, pursuant to Section 153(6) of the Companies Act, Chapter 50, to hold such office from the date of this Annual General Meeting until the next Annual General Meeting of the Company.
4. To re-elect the following Directors who are retiring in accordance with the Company's Articles of Association, and who, being eligible, offer themselves for re-election:
  - (i) Cham Tao Soon
  - (ii) Ngiam Tong Dow
  - (iii) Willie Cheng Jue Hiang
5. To approve Directors' fees of S\$778,750 (2005: S\$760,000).
6. To appoint Auditors and to authorise the Directors to fix their remuneration.
7. To transact any other business of an Annual General Meeting.

### **SPECIAL BUSINESS**

8. To consider and, if thought fit, to pass, with or without modifications, the following resolutions which will be proposed as Ordinary Resolutions:
  - (i) "That pursuant to Section 161 of the Companies Act, Chapter 50 and the listing rules of the Singapore Exchange Securities Trading Limited (the "SGX-ST"), and subject to the provisions of the Newspaper and Printing Presses Act, Chapter 206, authority be and is hereby given to the Directors of the Company to:
    - (a) (i) issue shares in the capital of 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) 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
  - (b) (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 while this Resolution is in force,



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provided that:

- (1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50 per cent. of the issued Shares in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro rata basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20 per cent. of the issued Shares in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
  - (2) (subject to such manner of calculation and adjustments as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of issued Shares shall be based on the number of issued Shares in the capital of the Company 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 or subsisting at the time this Resolution is passed; and
    - (ii) any subsequent consolidation or subdivision of Shares;
  - (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the listing manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
  - (4) (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 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.”
- (ii) “That approval be and is hereby given to the Directors to offer and grant options in accordance with the provisions of the Singapore Press Holdings Group (1999) Share Option Scheme (the “1999 Scheme”) and to allot and issue such number of ordinary shares in the capital of the Company as may be required to be issued pursuant to the exercise of options under the 1999 Scheme, provided always that the aggregate number of ordinary shares to be issued pursuant to the 1999 Scheme shall not exceed 12 per cent of the total number of issued ordinary shares in the capital of the Company from time to time.”

By Order of the Board

**GINNEY LIM MAY LING**  
**KHOR SIEW KIM**

*Company Secretaries*

Singapore,  
November 1, 2006

Notes:

*A Member entitled to attend and vote at the General Meeting is entitled to appoint a proxy to attend and vote in his stead and the proxy need not be a Member of the Company. The instrument appointing the proxy must be lodged at the Company's Share Registration Office, Tricor Barbinder Share Registration Services (A division of Tricor Singapore Pte. Ltd.), 8 Cross Street, #11-00 PWC Building, Singapore 048424 not less than 48 hours before the time fixed for the meeting.*

**EXPLANATORY NOTES & STATEMENT PURSUANT TO ARTICLE 72 OF THE COMPANY'S ARTICLES OF ASSOCIATION**

1. In relation to Ordinary Resolution No. 3:
  - Lee Ek Tieng will, upon re-appointment, continue as a member of the Audit Committee. He is considered an independent Director.
2. In relation to Ordinary Resolution No. 4:
  - Cham Tao Soon will, upon re-election, continue as a member of the Executive Committee and Remuneration Committee. He will also be appointed as Chairman of the Nominating Committee. He is considered an independent Director.
  - Ngiam Tong Dow will, upon re-election, continue as Chairman of the Remuneration Committee and a member of the Nominating Committee. He is considered an independent Director.
  - Willie Cheng Jue Hiang will, upon re-election, continue as a member of the Remuneration Committee and Audit Committee. He is considered an independent Director.
3. The effects of the resolutions under the heading "Special Business" in the Notice of the Twenty-Second Annual General Meeting are:
  - (a) Ordinary Resolution No. 8(i) is to authorise the Directors of the Company from the date of that meeting until the next Annual General Meeting, subject to the provisions of the Newspaper and Printing Presses Act, Chapter 206, to issue shares in the Company and/or to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to a number not exceeding in total 50 percent of the issued shares in the capital of the Company, with a sub-limit of 20 percent for issues other than on a pro rata basis to shareholders. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares shall be based on the number of issued shares in the capital of the Company at the time that Ordinary Resolution No. 8(i) 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 or subsisting at the time that Ordinary Resolution 8(i) is passed, and (ii) any subsequent consolidation or sub-division of shares. For the avoidance of doubt, any consolidation or sub-division of shares in the capital of the Company will require shareholders' approval.
  - (b) Ordinary Resolution No. 8(ii) is to authorise the Directors of the Company to offer and grant options under the Singapore Press Holdings Group (1999) Share Option Scheme (the "1999 Scheme") and to allot and issue ordinary shares in the capital of the Company pursuant to the exercise of options under the 1999 Scheme, provided that the maximum number of ordinary shares which may be issued under the 1999 Scheme is limited to 12 percent of the total number of issued ordinary shares in the capital of the Company from time to time,

An Extraordinary General Meeting ("EGM") of the Company has been convened to be held at 11 a.m. on December 5, 2006 (or as soon thereafter following the conclusion or adjournment of the Twenty-Second Annual General Meeting) at the same place for the purpose of (*inter alia*) approving the adoption of the new SPH Performance Share Plan. Further details on the SPH Performance Share Plan are set out in the Circular to Shareholders dated 1 November 2006.

It is intended that the 1999 Scheme will be terminated following the adoption of the SPH Performance Share Plan. However, such termination would be without prejudice to the rights of holders of options accepted and outstanding under the 1999 Scheme as at the date of its termination.

If the SPH Performance Share Plan is approved by shareholders at the EGM, the Company will administer the 1999 Scheme and the SPH Performance Share Plan so that the aggregate number of ordinary shares in the capital of the Company which may be issued pursuant to the 1999 Scheme and the SPH Performance Share Plan will be limited to 10 per cent of the total number of issued ordinary shares in the capital of the Company from time to time.