

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Fourteenth Annual General Meeting of the Company will be held at News Centre, 82 Genting Lane, Singapore 349567 on Friday, January 8, 1999 at 10.30 am for the following business:-

Ordinary Business

1. To receive and, if approved, to adopt the Directors' Report and Audited Accounts for the financial year ended August 31, 1998.
2. To declare a final dividend of 31 cents per S\$1 share less income tax in respect of the financial year ended August 31, 1998.
3. To pass the following resolutions separately under Section 153(6) of the Companies Act, Cap. 50:- "That pursuant to Section 153(6) of the Companies Act, Cap. 50, _____ be and is hereby re-appointed a Director of the Company to hold such office until the next Annual General Meeting of the Company." :-
 - (i) Lim Kim San
 - (ii) Michael Fam Yue Onn
 - (iii) Lee Hee Seng
 - (iv) Tang I-Fang
4. To re-elect Mr Wee Cho Yaw who is retiring in accordance with the Company's Articles of Association, and who, being eligible, offer himself for re-election.
5. To approve Directors' fees of S\$190,800*.
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 the following Ordinary Resolutions:-

- (i) "That pursuant to Section 161 of the Companies Act, Cap. 50, and subject to the provisions of the Newspaper and Printing Presses Act, Cap. 206, approval be and is hereby given to the Directors to issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued pursuant to this Resolution does not exceed ten (10) per cent of the issued share capital of the Company for the time being."
- (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 Executives' Share Option Scheme ("the Scheme") and to issue such shares as may be issued pursuant to the exercise of options under the Scheme, provided always that the aggregate number of shares to be issued pursuant to the Scheme shall not exceed five (5) per cent of the issued share capital of the Company from time to time."

By Order of the Board



Ginney Lim May Ling
Group Company Secretary

Singapore,
December 22, 1998

** In line with the wage restraint measures and the 10% cut in CPF which the Company will implement in January 1999, the Directors propose a 10% cut in Directors' fee from S\$212,000 (provided in the accounts) to S\$190,800.*

***Note:** 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, duly stamped, must be lodged at the Company's Share Registration Office, Barbinder & Co Pte. Ltd., 9 Penang Road #10-20, Park Mall, Singapore 238459 not less than 48 hours before the time fixed for the meeting.*

Statement Pursuant to Article 72 of the Company's Articles of Association

The effects of the resolutions under the heading "Special Business" in the Notice of the forthcoming Annual General Meeting, are:-

- (a) Ordinary Resolution No. 8 (i) is to allow the Directors of the Company from the date of that meeting until the next Annual General Meeting to issue or agree to issue shares in the Company up to an amount not exceeding in total ten (10) per cent of the issued share capital of the Company for the time being.
- (b) Ordinary Resolution No. 8 (ii) is to authorise the Directors to offer and grant options under the Singapore Press Holdings Group Executives' Share Option Scheme ("the Scheme") and to issue shares pursuant to the exercise of such options under the Scheme up to an amount not exceeding five (5) per cent of the issued share capital of the Company from time to time.

By Order of the Board



Ginney Lim May Ling
Group Company Secretary

Singapore,
December 22, 1998

Proxy Form

ANNUAL GENERAL MEETING
Singapore Press Holdings Limited
(Incorporated in Singapore)

I/We _____

of _____

being a member/members of the abovenamed Company, hereby appoint

Name	Address	NRIC/Passport Number	Proportion of Shareholdings (%)
and/or (delete as appropriate)			

as my/our proxy/proxies to attend and to vote for me/us on my/our behalf and, if necessary, to demand a poll, at the Annual General Meeting of the Company to be held at News Centre, 82 Genting Lane, Singapore 349567 on January 8, 1999 at 10.30 a.m. and at any adjournment thereof.

(Please indicate with an "X" in the spaces provided whether you wish your vote(s) to be cast for or against the Ordinary Resolutions as set out in the Notice of Annual General Meeting. In the absence of specific directions, the proxy/proxies will vote or abstain as he/they may think fit, as he/they will on any other matter arising at the Annual General Meeting.)

Resolutions	To be used on a Show of Hands		To be used in the event of a Poll	
	For	Against	No. of Votes For	No. of Votes Against
Ordinary Business				
1. To adopt Directors' Report and Audited Accounts.				
2. To declare a Final Dividend.				
3. To re-appoint Directors pursuant to Section 153(6) of the Companies Act, Cap. 50 :-				
(i) Lim Kim San				
(ii) Michael Fam Yue Onn				
(iii) Lee Hee Seng				
(iv) Tang I-Fang				
4. To re-elect Director:- Wee Cho Yaw				
5. To approve Directors' fees of S\$ 190,800				
6. To appoint Auditors and authorise Directors to fix their remuneration.				
7. Any other business.				

Proxy Form
(continued)
ANNUAL GENERAL MEETING
Singapore Press Holdings Limited
(Incorporated in Singapore)

Resolutions	To be used on a Show of Hands		To be used in the event of a Poll	
	For	Against	No. of Votes For	No. of Votes Against
Special Business				
8 (i) To approve the Ordinary Resolution pursuant to Section 161 of the Companies Act, Cap. 50.				
8 (ii) To authorise Directors to offer and grant options and to issue shares in accordance with the provisions of the Singapore Press Holdings Group Executives' Share Option Scheme.				

Dated this _____ day of _____, 199 .

Total Number of Shares held	
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Signature(s) of Member(s) or Common Seal

IMPORTANT

Notes:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. A Member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint one or two proxies to attend and vote instead of him.
3. Where a Member appoints two proxies, the appointments shall be invalid unless he specifies the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each proxy.
4. The instrument appointing a proxy or proxies must be deposited at the Share Registration Office of the Company at Barbinder & Co Pte. Ltd., 9 Penang Road, #10-20, Park Mall, Singapore 238459, not less than 48 hours before the time appointed for the Annual General Meeting.
5. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.
6. A corporation which is a Member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Annual General Meeting, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.

General:

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the Member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 48 hours before the time appointed for holding the Annual General Meeting, as certified by The Central Depository (Pte) Limited to the Company.