

# Proxy Form

## 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 50 per cent of the issued share capital of the Company for the time being of which the total number of shares to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20 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 allot and issue shares pursuant to the exercise of such options under the Singapore Press Holdings Group Executives' Share Option Scheme.
- (c) Ordinary Resolution No. 8 (iii) is to authorise the Directors to offer and grant options under the Singapore Press Holdings Group (1999) Share Option Scheme ("the 1999 Scheme") and to allot and issue shares pursuant to the exercise of such options under the 1999 Scheme up to an amount not exceeding 12 per cent of the issued share capital of the Company from time to time.
- (d) Ordinary Resolution No. 8 (iv) is to renew the mandate to permit the Company to purchase or acquire issued ordinary shares in the capital of the Company on the terms and subject to conditions of the Resolution.

The Company may use internal sources of funds, or a combination of internal resources and external borrowings, to finance the purchase or acquisition of its ordinary shares. The amount of funding required for the Company to purchase or acquire its ordinary shares, and the impact on the Company's financial position, cannot be ascertained as at the date of this Notice as these will depend on the number of ordinary shares purchased or acquired and the price at which such ordinary shares were purchased or acquired.

Based on the issued and paid-up ordinary share capital of the Company as at October 25, 2002 (the "Latest Practicable Date"), the purchase by the Company of ten per cent of its issued ordinary shares will result in the purchase or acquisition of 36,602,789 ordinary shares. Assuming that the Company purchases or acquires the 36,602,789 ordinary shares at the maximum purchase price of S\$20.52 for one ordinary share (being the price equivalent to 105 per cent of the average last dealt prices of the ordinary shares for the five consecutive market days on which the ordinary shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for such share buy back is approximately S\$751.1 million. The maximum amount of funds required for such share buy back is the same regardless of whether the Company effects an on-market purchase or an off-market purchase.

The financial effects of the purchase or acquisition of such ordinary shares by the Company pursuant to the proposed Share Buy Back Mandate on the audited financial accounts of the Company and its subsidiaries for the financial year ended August 31, 2002 are set out in greater detail in the letter to Shareholders dated November 27, 2002, which is enclosed together with this Annual Report.

## ANNUAL GENERAL MEETING

### Singapore Press Holdings Limited (Incorporated in Singapore)

I/We \_\_\_\_\_  
of \_\_\_\_\_  
being a member/members of the abovenamed Company, hereby appoint the Chairman of the Meeting, or

Name	Address	NRIC/ Passport Number	Proportion of Shareholdings(%)

and/or (delete as appropriate)

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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 The Auditorium, 1000 Toa Payoh North, News Centre, 1st Storey, Annexe Block, Singapore 318994 on December 13, 2002 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.)

No.	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
	<b>Ordinary Business</b>				
1.	To adopt Directors' Report and Audited Accounts				
2.	To declare Final and Special Dividends				
3.	To re-appoint Directors pursuant to Section 153(6) of the Companies Act, Cap. 50:				
	(i) Michael Fam Yue Onn				
	(ii) Lee Hee Seng				
	(iii) Lim Chin Beng				
	(iv) Tang I-Fang				
	(v) Wee Cho Yaw				
4.	To re-elect Directors:				
	(i) Chan Heng Loon Alan				
	(ii) Cheong Choong Kong				
5.	To approve Directors' fees				
6.	To appoint Auditors and authorise Directors to fix their remuneration				
7.	Any other business				



No.	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
8.	<b>Special Business</b>				
	(i) To approve the Ordinary Resolution pursuant to Section 161 of the Companies Act, Cap. 50				
	(ii) To authorise Directors to issue shares pursuant to the Singapore Press Holdings Group Executives' Share Option Scheme				
	(iii) To authorise Directors to offer and grant options and to issue shares in accordance with the provisions of the Singapore Press Holdings Group (1999) Share Option Scheme				
	(iv) To renew the mandate authorising Directors to purchase the Company's ordinary shares				

Dated this \_\_\_\_\_ day of \_\_\_\_\_

<b>Total Number of Shares held</b>	
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\_\_\_\_\_  
Signature(s) of Member(s) or Common Seal

### IMPORTANT

Notes:

- Please insert the total number of ordinary shares and/or management shares ("shares") held by you. If you have ordinary 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 ordinary shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have ordinary 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.
- If any other proxy other than the Chairman of the Meeting is to be appointed, please strike out the words "the Chairman of the Meeting" and insert the name and address of the proxy desired in the box provided. If the box is left blank or incomplete, the Chairman of the Meeting shall be deemed to be appointed as your proxy.
- 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.
- 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.
- The instrument appointing a proxy or proxies must be deposited at the Share Registration Office of the Company at Barbinder & Co Pte. Ltd., 8 Cross Street, #11-00 PWC Building, Singapore 048424, not less than 48 hours before the time appointed for the Annual General Meeting.
- 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.
- 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.
- 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 ordinary 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 ordinary 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.

