

MEETING SCHEDULE FOR AGM

\* Asterisks denote mandatory information

<b>Name of Announcer *</b>	EU YAN SANG INTERNATIONAL LTD
<b>Company Registration No.</b>	199302179H
<b>Announcement submitted on behalf of</b>	EU YAN SANG INTERNATIONAL LTD
<b>Announcement is submitted with respect to *</b>	EU YAN SANG INTERNATIONAL LTD
<b>Announcement is submitted by *</b>	Danny Heng Hang Siong
<b>Designation *</b>	Chief Financial Officer & Company Secretary
<b>Date &amp; Time of Broadcast</b>	11-Oct-2011 17:08:50
<b>Announcement No.</b>	00014

>> ANNOUNCEMENT DETAILS

The details of the announcement start here ...

<b>Date *</b>	27 Oct 2011
<b>Time *</b>	03:00:PM
<b>Company *</b>	EU YAN SANG INTERNATIONAL LTD
<b>Venue *</b>	MANDARIN ORCHARD SINGAPORE, IMPERIAL BALLROOM, LEVEL 35, 333 ORCHARD ROAD, SINGAPORE 238867.
<b>Attachments</b>	 Notice_of_AGM.pdf Total size = <b>181K</b> (2048K size limit recommended)



**EU YAN SANG INTERNATIONAL LTD**  
Company Registration No. 199302179H  
(Incorporated in Singapore with limited liability)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Eu Yan Sang International Ltd ("the Company") will be held at Mandarin Orchard Singapore, Imperial Ballroom, Level 35, 333 Orchard Road, Singapore 238867 on Thursday, 27 October 2011 at 3.00 pm for the following purposes:

### AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and the Audited Accounts of the Company for the year ended 30 June 2011 together with the Auditors' Report thereon. **(Resolution 1)**
- To declare a first and final dividend of 1.0 cent per ordinary share and a special dividend of 1.2 cents per ordinary share (or a total of 2.2 cents per ordinary share) (one-tier tax exempt) for the year ended 30 June 2011 [2010: a first and final dividend of 1.0 cent per ordinary share and a special dividend of 1.5 cents per ordinary share (or a total of 2.5 cents per ordinary share)]. **(Resolution 2)**
- To re-elect Mr Matthew J. Estes, Director of the Company retiring pursuant to Article 92 of the Articles of Association of the Company. **(Resolution 3)**  
*Mr Matthew J. Estes will, upon re-election as a Director of the Company, remain as a member of the Audit Committee, the Compensation Committee and the Strategic Direction Committee and will be considered independent.*
- To approve the payment of Directors' fees of S\$241,000 for the year ending 30 June 2012, to be paid quarterly in arrears (2011: S\$209,000). **(Resolution 4)**
- To re-appoint Messrs Ernst & Young LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 5)**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

### AS SPECIAL BUSINESS

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

- Authority to issue shares up to 50 per centum (50%) of the issued shares in the capital of the Company**  
That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, the Directors of the Company be authorised and empowered to:
  - issue shares in the Company ("shares") whether by way of rights, bonus or otherwise; and/or
  - 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) options, 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 of the Company may in their absolute discretion deem fit; and
- (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 of the Company while this Resolution was in force,

provided that:

- the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares and Instruments to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);

- (subject to such calculation as may be prescribed by the Singapore Exchange Securities Trading Limited) for the purpose of determining the aggregate number of shares and Instruments that may be issued under sub-paragraph (1) above, the percentage of issued shares and Instruments shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
  - new shares arising from the conversion or exercise of the Instruments or any convertible securities;
  - new shares arising from exercising share options or vesting of share awards outstanding and subsisting at the time of the passing of this Resolution; and
  - any subsequent bonus issue, consolidation or subdivision of shares;
- in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the Singapore Exchange Securities Trading Limited for the time being in force (unless such compliance has been waived by the Singapore Exchange Securities Trading Limited) and the Articles of Association of the Company; and
- unless revoked or varied by the Company in a general meeting, such authority shall continue in force (i) 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 earlier or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments. **(Resolution 6)**  
[See Explanatory Note]

By Order of the Board

Heng Hang Siong @ Heng Hock Kiong  
Tan Cher Liang  
Company Secretaries

Singapore, 12 October 2011

### Explanatory Note:

The Ordinary Resolution 6 in item 7 above, if passed, will empower the Directors of the Company from the date of this Meeting until the date 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to existing shareholders of the Company.

For determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

### Notes:

- A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a Member of the Company.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at 269A South Bridge Road, Singapore 058818 not less than forty-eight (48) hours before the time appointed for holding the Meeting.



Certificate No. : 12854