



(An Affiliate of Cheung Kong Group)

ARA ASSET MANAGEMENT LIMITED
(Incorporated in Bermuda as an exempted company with limited liability)
(Company Registration No. 32276)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of ARA Asset Management Limited ("the Company") will be held at Meeting Room 306, Level 3, Suntec Singapore International Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 on Tuesday, 29 April 2008 at 2:30 p.m. 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 31 December 2007 together with the Auditors' Report thereon. **(Resolution 1)**
- To declare a final tax exempt dividend of S\$0.038 per share for the year ended 31 December 2007. **(Resolution 2)**
- To re-elect Mr Chiu Kwok Hung, Justin, a Director of the Company retiring pursuant to Bye-law 86(1) of the Bye-laws of the Company and who has offered himself for re-election. **(Resolution 3)**
- To re-elect Mr Ip Tak Chuen Edmund, a Director of the Company retiring pursuant to Bye-law 85(6) of the Bye-laws of the Company and who has offered himself for re-election. **(Resolution 4)**
- To re-elect Mr Lee Yock Suan, a Director of the Company retiring pursuant to Bye-law 85(6) of the Bye-laws of the Company and who has offered himself for re-election. **(Resolution 5)**
[See Explanatory Note (i)]
- To re-elect Mr Lim How Teck, a Director of the Company retiring pursuant to Bye-law 85(6) of the Bye-laws of the Company and who has offered himself for re-election. **(Resolution 6)**
[See Explanatory Note (ii)]
- To re-elect Mr Cheng Mo Chi Moses, a Director of the Company retiring pursuant to Bye-law 85(6) of the Bye-laws of the Company and who has offered himself for re-election. **(Resolution 7)**
[See Explanatory Note (iii)]
- To re-elect Mr Colin Stevens Russel, a Director of the Company retiring pursuant to Bye-law 85(6) of the Bye-laws of the Company and who has offered himself for re-election. **(Resolution 8)**
[See Explanatory Note (iv)]
- To approve the payment of Directors' fees of S\$69,700 for the year ended 31 December 2007. **(Resolution 9)**
- To re-appoint KPMG as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 10)**
- 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 the following resolutions as Ordinary Resolutions, with or without any modifications:

- Authority to issue shares up to 50 per centum (50%) of the issued share capital of the Company
That pursuant to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors of the Company be empowered to:
 - issue shares in the capital of the Company ("shares") whether by way of rights 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 issued share capital (excluding treasury shares) 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 existing shareholders of the Company shall not exceed twenty per centum (20%) of the issued share capital (excluding treasury shares) of the Company (as calculated in accordance with sub-paragraph (2) below);
 - (subject to such calculation 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 share capital shall be based on the issued share capital (excluding treasury shares) of the Company at the time of the passing of this Resolution, after adjusting for:
 - new shares arising from the conversion or exercise of convertible securities;
 - new shares arising from the exercise of any share options or vesting of any share awards which are outstanding or 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 SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Bye-laws of the Company; and
 - unless revoked or varied by the Company in a 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 to be held, whichever is earlier.
[See Explanatory Note (v)] **(Resolution 11)**
- Renewal of Shareholders' Mandate for Interested Person Transactions
That for the purposes of Chapter 9 of the Listing Manual of the SGX-ST:
 - approval be given for the renewal of the mandate for the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9) or any of them to enter into any of the transactions falling within the types of Mandated Transactions as described in the Appendix to the Company's Letter to Shareholders and Depositors dated 11 April 2008 (the "Letter"), with any party who is of the class of Mandated Interested Persons described in the Appendix to the Letter, provided that such transactions are made on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders and in accordance with the guidelines and review procedures set out in the Appendix to the Letter;
 - authority be given to the Directors of the Company and/or any of them to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider necessary, desirable or expedient to give effect to this Resolution as they and/or he may think fit; and
 - such approval shall, unless revoked or varied by the Company in a general meeting, 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 to be held, whichever is earlier.
[See Explanatory Note (vi)] **(Resolution 12)**

By Order of the Board

Lim Ka Bee
Company Secretary
Singapore, 11 April 2008

Explanatory Notes:

- Mr Lee Yock Suan will, upon re-election as a Director of the Company, remain as chairman of the Audit Committee and will be considered independent.
- Mr Lim How Teck will, upon re-election as a Director of the Company, remain as a member of the Audit Committee and will be considered independent.
- Mr Cheng Mo Chi Moses will, upon re-election as a Director of the Company, remain as a member of the Audit Committee and will be considered independent.
- Mr Colin Stevens Russel will, upon re-election as a Director of the Company, remain as a member of the Audit Committee and will be considered independent.
- Ordinary Resolution 11 in item 12 above, if passed, will empower the Directors of the Company from the date of this Annual General 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 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 the purposes of determining the aggregate number of shares that may be issued, the percentage of issued share capital will be calculated based on the issued share capital (excluding treasury shares) of the Company at the time this Ordinary Resolution is passed, after adjusting for new shares arising from the conversion or exercise of any convertible securities, the exercise of any share options or the vesting of any share awards which are outstanding or subsisting at the time when this Ordinary Resolution is passed, and any subsequent bonus issue or consolidation or subdivision of shares.
- Ordinary Resolution 12 proposed in item 13 above, if passed, will renew the mandate to allow the Company, its subsidiaries and associated companies that are entities at risk or any of them to enter into the Mandated Transactions described in the Appendix to the Letter to Shareholders and Depositors dated 11 April 2008 (the "Letter") with any party who is of the class of Mandated Interested Persons described in the Appendix to the Letter, and will empower the Directors of the Company to do all acts necessary to give effect to the mandate. This authority will, unless revoked or varied by the Company in a general meeting, 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 to be held, whichever is the earlier. Please refer to the Letter for more details.

Notes:

- A Member (other than a Member which is The Central Depository (Pte) Limited (the "Depository")) entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.
- A Depositor who is a natural person need not submit the Depositor Proxy Form if he is attending the Meeting in person.
- Where a Depositor(s) is a corporation and wishes to be represented at the Meeting, it must nominate an Appointee/Appointees to attend and vote as a proxy of the Depository at the Meeting in respect of the number of the Depositor(s) Shares.
- A Depositor(s) may nominate not more than two Appointees, who shall be natural persons, to attend and vote in his/her/its place as proxy of the Depository in respect of the number of the Depositor(s) Shares by completing the Depositor Proxy Form and deposit the duly completed Depositor Proxy Form at the office of the Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 3 Church Street #08-01, Samsung Hub, Singapore 049483, at least forty-eight (48) hours before the time of the Meeting.

NOTICE OF BOOKS CLOSURE

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of the Company will be closed on 8 May 2008 for the purpose of determining shareholders' entitlement to the final dividend to be approved by shareholders at the Annual General Meeting to be held on 29 April 2008.

Duly completed registrable transfers received by the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., 3 Church Street #08-01 Samsung Hub, Singapore 049483 up to 5.00 p.m. on 7 May 2008 will be registered to determine shareholders' entitlements to the said dividend. Persons whose Securities Accounts with The Central Depository (Pte) Limited are credited with shares at 5.00 p.m. on 7 May 2008 will receive the proposed dividend through the Depository.

Payment of the dividend, if approved by the members at the Annual General Meeting to be held on 29 April 2008 will be made on 16 May 2008.

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a Special General Meeting of ARA Asset Management Limited (the "Company") will be held at Meeting Room 306 Level 3, Suntec Singapore International Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 on 29 April 2008 at 3.30 p.m. (or so soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 2.30 p.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without modifications, the following Resolution, which will be proposed as an Ordinary Resolution:

**ORDINARY RESOLUTION
THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE**

THAT:

- the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares of par value S\$0.002 each in the capital of the Company ("Shares") not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
 - market purchase(s) on the Singapore Exchange Securities Trading Limited ("SGX-ST") and/or any other stock exchange on which the Shares may for the time being be listed and quoted ("Other Exchange"); and/or
 - off-market purchase(s) (if effected otherwise than on the SGX-ST or, as the case may be, Other Exchange) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act, Chapter 50 of Singapore,
and otherwise in accordance with all other laws and regulations and rules of the SGX-ST or, as the case may be, Other Exchange as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Purchase Mandate");
- unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:
 - the conclusion of the next Annual General Meeting of the Company; and
 - the date by which the next Annual General Meeting of the Company is required to be held;
- in this Resolution:

"Average Closing Price" means the average of the last dealt prices of a Share for the five consecutive market days on which the Shares are transacted on the SGX-ST or, as the case may be, Other Exchange immediately preceding the date of market purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the off-market purchase, and deemed to be adjusted, in accordance with the listing rules of the SGX-ST, for any corporate action which occurs after the relevant five-day period;

"date of the making of the offer" means the date on which the Company makes an offer for the purchase or acquisition of Shares from holders of Shares, stating therein the relevant terms of the equal access scheme for effecting the off-market purchase;

"Maximum Limit" means that number of issued Shares representing 10% of the total number of issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares as at that date); and

"Maximum Price" in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) which shall not exceed:

 - in the case of a market purchase of a Share, 105% of the Average Closing Price of the Shares; and
 - in the case of an off-market purchase of a Share pursuant to an equal access scheme, 120% of the Average Closing Price of the Shares; and
- the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.

By Order of the Board

Lim Ka Bee
Company Secretary
Singapore, 11 April 2008

Notes:

- A Member (other than a Member which is The Central Depository (Pte) Limited (the "Depository")) entitled to attend and vote at the Special General Meeting (the "Meeting") is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.
- A Depositor whose name is shown in the records of the CDP as at a time not later than 48 hours prior to the time of the SGM supplied by the CDP to the Company and who is a natural person need not submit the Depositor Proxy Form if he is attending the Meeting in person.
- Where a Depositor whose name is shown in the records of the CDP as at a time not later than 48 hours prior to the time of the SGM supplied by the CDP to the Company, being a corporation, wishes to be represented at the Meeting, it must nominate an appointee/appointees to attend and vote as a proxy of the Depository at the Meeting in respect of the number of the Depositor's Shares.
- A Depositor may nominate not more than two appointees, who shall be natural persons, to attend and vote in his/her/its place as a proxy of the Depository in respect of the number of the Depositor's Shares by completing the Depositor Proxy Form and depositing the duly completed Depositor Proxy Form at the office of the Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 3 Church Street #08-01, Samsung Hub, Singapore 049483, at least 48 hours before the time of the Meeting.
- The amount of financing required for the Company to purchase or acquire its 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, inter alia, the number of Shares purchased or acquired, the price paid for such Shares, whether the Shares purchased or acquired are held in treasury or cancelled and the source of funds used to finance such purchase or acquisition.
Based on the existing issued shares of the Company as at 25 March 2008 (the "Latest Practicable Date"), and assuming no further Shares are issued, and no Shares are held by the Company as treasury shares, on or prior to the Meeting, the purchase by the Company of 10% of its issued Shares will result in the purchase or acquisition of 58,206,000 Shares. In the case of market purchases by the Company and assuming that the Company purchases or acquires the 58,206,000 Shares at the Maximum Price of S\$0.6814 for one Share (being the price equivalent to 105% of the average of the last dealt prices of the Shares for the five consecutive market days on which the Shares were transacted on the SGX-ST immediately preceding the Latest Practicable Date) the maximum amount of funds required for the purchase or acquisition of the 58,206,000 Shares is S\$39,664,000. In the case of off-market purchases by the Company and assuming that the Company purchases or acquires the 58,206,000 Shares at the Maximum Price of S\$0.7788 for one Share (being the price equivalent to 120% of the average of the last dealt prices of the Shares for the five consecutive market days on which the Shares were transacted on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of the 58,206,000 Shares is S\$45,331,000. The financial effects of the purchase or acquisition of such Shares by the Company pursuant to the proposed Share Purchase Mandate on the audited financial statements of the Group for the financial year ended 31 December 2007 based on these assumptions are set out in paragraph 2.7 of the Company's Circular to Shareholders and Depositors dated 11 April 2008.