

Addendum to Notice of Annual General Meeting

Notice is hereby given that notice has been received by the Company of the intention of certain shareholders to propose the following members' resolutions at the Annual General Meeting of Members of Jardine Matheson Holdings Limited to be held at The Fairmont Hamilton Princess, 76 Pitts Bay Road, Pembroke, Bermuda on Thursday, 1st June 2000 at 9.00 a.m.

Members' Resolutions:

To propose the following members' resolutions as Ordinary Resolutions:

- 1 That the Members do hereby instruct and require that decisions with respect to voting of shares of Jardine Strategic Holdings Limited ('JS') held by the Company be made solely by the Directors of the Company who are not also directors of JS. This policy should take effect immediately and be applicable to the Annual General Meeting of JS scheduled for 1st June 2000.
- 2 That the Members do hereby instruct and require that the Directors cause the shares of JS held by the Company to be voted in favor of the resolutions submitted by Brandes Investment Partners, L.P. for the vote and consideration of the JS shareholders at the Annual General Meeting of JS.
- 3 That the Members do hereby instruct and require that the Directors cause the shares of JS held by the Company to be voted against the election of any director of JS who is also a Director of the Company.
- 4 That the Members do hereby instruct and require the Directors to consider whether it would be in the interests of all Members to acquire all shares of JS not presently owned by the Company. In such deliberations, the Directors are not to take into account whether or not such action, if consummated, would or would not make it easier for a potential bidder to obtain control of the Company.
- 5 That the Members do hereby instruct and require the Directors to make public (via posting on the Company's web site for 60 consecutive days commencing as soon as practical after this Annual General Meeting) the number and percentage of shares voted for and against all resolutions presented for consideration by Members at this Annual General Meeting, with such information being presented (a) in the aggregate and (b) broken down by the following shareholder categories: Directors; 1947 Trust; JS; and All Other Members.

To propose the following members' resolution as a Special Resolution:

- 6 That:
 - (a) the bye-laws of the Company be amended by the deletion of bye-law 84 in its entirety and the following substituted therefor:
'The Directors of the Company shall be elected at the Annual General Meeting or at any Special General Meeting called for the purpose and who shall hold office for such term as the Members may determine or, in the absence of such determination, until the next Annual General Meeting or until their successors are elected or appointed or their office is otherwise vacated and any General Meeting may authorise the Board to fill any vacancy in their number left unfulfilled at a General Meeting.'; and
 - (b) this bye-law amendment shall take effect immediately, and be applicable to the re-election of any incumbent Director whose term, under the current system, subsequently expires.

C.H. Wilken
Company Secretary

8th May 2000

Note:

A member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote instead of him; a proxy need not also be a member of the Company. A form of proxy is enclosed for use by registered shareholders. Completion and return of the proxy will not preclude a member from attending and voting in person.

Investors holding their shares through a nominee, within The Central Depository (Pte) Limited system in Singapore or other agent should contact their nominee, depository agent or professional adviser with regard to the procedures required to enable them to be represented and to vote at the Annual General Meeting.