

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 in The BUEI Building, 40 Crow Lane, Pembroke, Bermuda on Thursday, 17th May 2001 at 9.00 a.m.

The Board recommends that you vote against the following members' resolutions.

Members' Resolutions:

To propose the following members' resolutions as Special Resolutions:

- 1 THAT, pursuant to Bye-Law 105 of the Company's bye-laws, the following regulation be and is hereby made:
That the Company shall, as soon as reasonably practicable after the passing of this resolution but not later than September 30, 2001, make a proposal to privatize Jardine Strategic Holdings Limited (**JSH**) pursuant to a cash offer, scheme of arrangement, amalgamation or otherwise (the method to be in the discretion of the Board) (the **Privatisation Proposal**) subject to the following terms and conditions as well as such other terms and conditions (not inconsistent with those set forth herein) that the Board may consider appropriate:
The purchase price per JSH share shall be paid in cash and shall be:
(A) not less than U.S.\$4.25 (the **minimum purchase price**); and
(B) not more than the greater of (i) U.S.\$5.25 or (ii) if applicable due to market purchases of JSH shares by the Company, the minimum price paid by the Company in accordance with Regulation 7 of The Jardine Strategic Holdings Limited Regulations 1993 (the **maximum purchase price**).
The purchase price shall be fixed between the minimum purchase price and the maximum purchase price at an amount equal to the highest of the following:
 - a. the minimum purchase price; or
 - b. the amount (if applicable) required pursuant to Regulation 7 of The Jardine Strategic Holdings Limited Regulations 1993; or
 - c. an amount equal to the average of the net asset value per JSH share (based on the market price of JSH's holdings and as calculated by JSH in a manner consistent with recent net asset value calculations) for the sixty business days prior to the printing of the offer document to shareholders describing such Privatisation Proposal.
- 2 THAT, pursuant to Bye-Law 105 of the Company's bye-laws, the following regulation be and is hereby made:
That the Board be and is hereby directed to establish as soon as possible a nomination committee of the Board of Directors of the Company, comprised solely of independent non-executive directors of the Company, to nominate suitable persons as proposed directors of the Company.
- 3 THAT, pursuant to Bye-Law 105 of the Company's bye-laws, the following regulation be and is hereby made:
That the Board be and is hereby directed to establish as soon as possible a remuneration committee of the Board of Directors of the Company, comprised solely of independent non-executive Directors of the Company, with powers consistent with those set out in the Combined Code on Corporate Governance appended to the UK Listing Authority's listing rules including the powers:
 - (i) to make recommendations to the Board on the Company's framework of executive and non-executive remuneration and its cost;
 - (ii) to determine the remuneration package for each Director;
 - (iii) to approve contracts of employment of Directors;
 - (iv) to introduce long-term incentive plans and to operate the Company's share option schemes and to liaise with the trustees of any employee share scheme;
 - (v) to determine the compensation package in the event of early termination of the appointments of Directors and senior executives; and
 - (vi) to make recommendations to the Board regarding the content of the annual report to shareholders on the remuneration of Directors and senior management and whether the shareholders should be invited to approve the Company's policy on Directors remuneration.
- 4 THAT, pursuant to Bye-Law 105 of the Company's bye-laws, the following regulation be and is hereby made:
That the Board be and is hereby directed to take all necessary steps as soon as possible to make an application for the shares of the Company to be listed on the main board of The Stock Exchange of Hong Kong Limited.

C.H. Wilken
Company Secretary
25th April 2001

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.