THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 immediately.

If you have sold or otherwise transferred all of your Ordinary Shares in Jardine Lloyd Thompson Group plc you should immediately forward this document and the accompanying form of proxy to the purchaser or to the stockbroker, bank, or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

JARDINE LLOYD THOMPSON
Group plc

(incorporated in England and Wales under the Companies Acts 1948 to 1981 with the registered number 1679424)

Notice of Annual General Meeting and special business to be transacted

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This document should be read in conjunction with the Annual Report and Accounts of the Company for the year ended 31st December, 2007.

Notice of the Annual General Meeting of the Company to be held at 12.00 noon on Wednesday, 30th April, 2008 at 6 Crutched Friars, London EC3N 2PH is set out at the end of this document.

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DEFINITIONS

The following definitions apply throughout this document and the accompanying form of proxy unless the context otherwise requires.

"2007 Final Dividend"	the final dividend of 12p (net) per Ordinary Share proposed to be paid in respect of the year ended 31st December, 2007
"Act"	the Companies Act 1985 (as amended)
"Annual General Meeting"	the annual general meeting of the Company convened to be held at 12.00 noon on Wednesday, 30th April, 2008, notice of which is set out on pages 42 to 44 of this document
"Annual Report and Accounts"	the audited consolidated accounts of the Group and the reports of the Directors and Auditors for the year ended 31st December, 2007
"Articles of Association"	the present articles of association of the Company
"Auditors"	PricewaterhouseCoopers LLP
"Code"	The City Code on Takeovers and Mergers
"Company"	Jardine Lloyd Thompson Group plc
"Directors" or "Board"	the directors of the Company
"FSA"	The Financial Services Authority in its capacity as competent authority under the Financial Services and Markets Act 2000
"Group"	the Company and its subsidiaries
"Independent Directors"	the Directors, other than Lord Leach and S L Keswick, being those Directors associated with the Jardine Matheson Group
"Independent Shareholders"	the shareholders of the Company, excluding any of the Jardine Matheson Group and any person acting in concert with Jardine Matheson
"Jardine Matheson"	Jardine Matheson Holdings Limited, Jardine House, 33-35 Reid Street, Hamilton, Bermuda
"Jardine Matheson Directors"	the directors of Jardine Matheson
"Jardine Matheson Group"	Jardine Matheson and its subsidiaries
"Jardine Matheson Shares"	ordinary shares of US¢25 each in the capital of Jardine Matheson
"Ernst & Young LLP"	Ernst & Young
"Listing Rules"	the listing rules of the FSA
"London Stock Exchange"	London Stock Exchange plc
"Notice of AGM"	The notice of the Annual General Meeting
"Ordinary Shares" or "Jardine Lloyd Thompson Ordinary Shares"	ordinary shares of 5p each in the capital of the Company
"Panel"	The Panel on Takeovers and Mergers
"Record Date"	the close of business on 4th April 2008
"Remuneration Report"	The Remuneration Report for the year ended 31st December, 2007, as set out on pages 34 to 41 of the Annual Report and Accounts
"Rule 9 Dispensation"	the procedure stipulated by the Code, whereby a waiver granted by the Panel from the requirement under Rule 9 of the Code to make a mandatory cash offer for a company can be acted upon by the parties concerned, provided that the waiver has previously been approved by a vote of Independent Shareholders of the Company on a poll in general meeting

"Rule 9 Dispensation Proposal"	the proposal referred to in this document relating to the approval of the waiver granted by the Panel from the potential requirement for Jardine Matheson or its subsidiaries to make a mandatory offer for the Company under Rule 9 of the Code

JARDINE LLOYD THOMPSON
Group plc

6 Crutched Friars
London EC3N 2PH
20th March, 2008

To the holders of Jardine Lloyd Thompson Ordinary Shares and, for information only, to holders of options under the Jardine Lloyd Thompson share option schemes.

Dear Shareholder

1. Annual General Meeting

Notice of the Annual General Meeting of the Company to be held at 6 Crutched Friars, London EC3N 2PH on Wednesday, 30th April, 2008 commencing at 12 noon is set out on pages 42 to 44 of this document. At the Annual General Meeting the following resolutions will be proposed:

– **Ordinary Business: Resolutions 1-7**

Resolutions

(a) Resolution 1, an ordinary resolution to receive the Annual Report and Accounts.

(b) Resolution 2, an ordinary resolution to approve the final dividend of 12p net per Ordinary Share.

(c) Resolution 3, an ordinary resolution to re-elect as a director Lord Leach who retires in accordance with the Articles of Association.

(d) Resolution 4, an ordinary resolution to re-elect Mr D J Burke as a director who retires in accordance with the Articles of Association.

(e) Resolution 5, an ordinary resolution to re-elect Mr G M T Howe as a director who retires in accordance with the Articles of Association.

(f) Resolution 6, an ordinary resolution to approve the Remuneration Report.

(g) Resolution 7, an ordinary resolution to reappoint PricewaterhouseCoopers LLP, Chartered Accountants and Registered Auditors, as auditors to the Company until the conclusion of the next general meeting at which accounts are laid before shareholders and to authorise the Directors to determine the remuneration of the auditors.

– **Special Business: Resolutions 8-13**

(h) Resolution 8, a special resolution seeking general authority for the Company to purchase up to 21,254,004 Ordinary Shares in the market.

(i) Resolution 9, an ordinary resolution to approve the waiver by the Panel of any obligation under Rule 9 of the Code to make a takeover bid for the Company, which might otherwise be incurred by members of the Jardine Matheson Group, both individually or collectively, following any increase in their aggregate voting rights as a result of the implementation of the buy-back authority referred to in Resolution 8 above.

(j) Resolution 10, an ordinary resolution to renew the authority of the directors to allot securities up to the available unissued capital.

(k) Resolution 11, a special resolution to disapply statutory pre-emption rights in relation to the allotment of securities.

(l) Resolution 12, a special resolution seeking to amend the Memorandum and Articles of Association.

(m) Resolution 13, a special resolution to renew the Sharesave scheme.

The proposed authority in Resolution 8 and the conditions which attach to it are within the guidelines laid down by the Investment Committees of the Association of British Insurers and the National Association of Pension Funds and by the FSA. The terms of Resolution 9 are in accordance with the requirements of the Code and the requirements of the Panel.

Those members of the Jardine Matheson Group who are holders of Ordinary Shares are interested in the outcome of Resolution 9 and, accordingly, have undertaken not to vote on this resolution. The voting on this resolution will be decided by means of a poll.

An explanation of the special business to be considered at the Annual General Meeting is set out in the following paragraphs.

Further information and biographical details on the Directors are contained in the Annual Report and Accounts which accompanies this circular.

2. Re-election of Directors

The Company's Articles of Association currently require one third of the Directors for the time being to retire from office by rotation. At this Meeting Lord Leach, Mr D J Burke and Mr G M T Howe will retire and stand for re-election as Directors. Short biographies of these Directors are given in the accompanying Annual Report and Accounts. The Company has adopted a policy, in accordance with corporate governance best practice, of requiring all Directors who have served on the board for nine years or more, to seek re-election on an annual basis which practice is to be entrenched in the Articles of Association of the Company as envisaged in Special Resolution No. 12. Lord Leach has now served for more than nine years on the board and will retire and stand for re-election as a Director. Having considered the performance of and contribution made by each of the Directors standing for re-election the Board remains satisfied that the performance of each of the relevant Directors continues to be effective and to demonstrate commitment to the role and, as such, recommends their re-election.

3. Share Buy-Back Authority

In common with a number of other listed companies, the Directors have in recent years included a resolution in the notice of the annual general meeting of the Company to give limited authority to make market purchases of Ordinary Shares. The Directors consider that it would be in the interests of all shareholders for the Company to be able to continue to have the right to purchase its own shares in the market. During 2007 the Company has purchased 838,131 shares in the market pursuant to the authority levels granted at the 2007 AGM.

Accordingly, in conjunction with the Rule 9 Dispensation Proposal described in paragraph 4 below, the Board is seeking authority for the Company to have the ability to purchase up to approximately 10 per cent. of the ordinary share capital of the Company now in issue, amounting to 21,254,004 Ordinary Shares. If the Directors exercise this authority, the maximum price payable by the Company on any repurchase of Ordinary Shares will be not more than 105 per cent, exclusive of all expenses, of the average middle market price of an Ordinary Share for the five business days immediately preceding such purchase. The minimum price payable by the Company will be 5p per share (the nominal value of each share) exclusive of all expenses.

The Directors will only continue to exercise the power to make market purchases of the Company's Ordinary Shares if they believe that it is in the best interests of the shareholders and will result in an improvement in earnings per share. In exercising this authority, the Directors will neither be encouraging nor recommending shareholders to buy or sell shares in the Company nor in any way suggesting that it is an appropriate time to deal in such shares.

Pursuant to the Act, the Company now has the choice of cancelling shares which have been repurchased or holding them as treasury shares (or a combination of both). Treasury shares are essentially shares which have been repurchased by the Company and which it is allowed to hold pending either reselling them for cash, cancelling them or, if authorised, using them for the purposes of its employee share plans. The Directors believe that it is desirable for the Company to have this choice. Holding the repurchased shares as treasury shares would give the Company the ability to re-issue them quickly and cost effectively and would provide the Company with additional flexibility in the management of its capital base. No dividends will be paid on, and no voting rights will be exercised in respect of, treasury shares.

4. Rule 9 Dispensation Proposal

JMH Investments Limited, a member of the Jardine Matheson Group, beneficially holds 64,514,916 Ordinary Shares, representing approximately 30.35 per cent. of the issued share capital. Further details of these interests are set out in paragraph 4 of Appendix 1 to this document.

Under Rule 9 of the Code, any person who acquires an interest in shares (as defined in the Code) which, when taken together with shares already held by him or held or acquired by persons acting in concert with him, carry 30 per cent. or more of the voting rights of a company, or who holds more than 30 per cent. but not more than 50 per cent. of the voting rights of a company and acquires an interest in any additional shares carrying voting rights of that company, is normally required under Rule 9 of the Code to make a general offer to all shareholders of that company. Rule 37 of the Code extends this principle so that an obligation to make such a mandatory offer can arise if the interests of a person or group of persons acting in concert increase above the percentage levels mentioned above as a result of a share repurchase, even where there is no direct acquisition of further shares by the relevant person(s). In the case of the Company, if any Ordinary Shares were to be repurchased, Rule 37 would require Jardine Matheson to make a mandatory offer for the shares not already owned by the Jardine Matheson Group because of the fact that certain Directors of the Company are representatives of Jardine Matheson.

In order to avoid triggering this mandatory offer obligation by virtue of the application of Rule 37 of the Code, a Rule 9 Dispensation in respect of the Ordinary Shares held by the Jardine Matheson Group is required as a condition to the implementation of any repurchase of Ordinary Shares by the Company. This is because any increase in the aggregate percentage shareholding of the Jardine Matheson Group, whether as a result of the purchase of shares by any member of it or as a result of the implementation of the share buy-back authority or otherwise, would, prima facie, have the effect of triggering the requirement for a mandatory cash offer under Rule 9 of the Code.

The Panel has agreed to waive the requirement for the Jardine Matheson Group to make a general offer to all shareholders in circumstances where, following purchases of Ordinary Shares by the Company in the market, the aggregate percentage holding of the members of the Jardine Matheson Group increases, provided that this has previously been approved by a vote of Independent Shareholders of the Company on a poll in general meeting. Resolution 9 to be proposed at the Annual General Meeting seeks this approval. This Resolution is in the same form as that which was approved at the Company's Annual General Meeting in 2007 and prior years. An offer under Rule 9 must be in cash at the highest price paid by the person or group of persons acting in concert in the preceding 12 months.

If the Company were to repurchase and cancel the full amount of Ordinary Shares for which it is now seeking authority, namely, 21,254,004 Ordinary Shares, then, assuming no further change in the issued share capital of the Company and no change in the number of Ordinary Shares held by the Jardine Matheson Group, the voting rights attributable to the Ordinary Shares held by the members of **the Jardine Matheson Group would increase from approximately 30.35 per cent. to 33.73 per cent of the voting share capital and accordingly any further increase in that shareholding as a result of purchases of Ordinary Shares by the Jardine Matheson Group will be subject to the provisions of Rule 9.**

Your attention is drawn to the further information set out in Appendix I to this document, including details of the interests of members of the Jardine Matheson Group which are contained in paragraph 4 of Appendix I. Financial information relating to Jardine Matheson is contained in Appendix II.

5. Renewal of the Board's authority to allot shares and disapplication of pre-emption rights

Shareholders are being asked, pursuant to the provisions of section 80 of the Act, to renew the authority for the allotment of shares which was conferred on the Board at the Annual General Meeting held in 2007. If Resolution 10 is passed, the new authority would permit the allotment of relevant securities with an aggregate nominal value of up to £1,831,091 representing 36,621,826 Ordinary Shares of 5 pence each and representing 17.23 per cent. of the total ordinary share capital of the Company in issue as at

19th March, 2008. This authority shall expire on the date of the Annual General Meeting in 2009 or on 29th July, 2009, whichever is the earlier. Save for the allotment of Ordinary Shares under the Company's share option schemes, or as may arise with the acquisition of minority interests, the Directors have no present intention to exercise this authority.

Shareholders are being asked, pursuant to section 89 of the Act, to grant authority for a further year for disapplication (under the provisions of section 95 of the Act) of the pre-emption provisions contained in this Act. Accordingly, Resolution 11 proposes an authority, until the earlier of the date of the Annual General Meeting in 2009 and 29th July, 2009, to issue Ordinary Shares for cash consideration either by way of a rights issue or to persons other than existing shareholders, in the latter case limited to a total of some 10,668,900 Ordinary Shares, representing approximately 5 per cent. of the Company's issued ordinary share capital at 19th March, 2008.

6. Memorandum and Articles of Association

We are also asking shareholders to approve a number of amendments to the Memorandum and Articles of Association primarily to reflect the provisions of the Companies Act 2006. The changes between the proposed and existing Memorandum and Articles of Association are set out in schedule 1 to the notice of meeting on pages 46 to 51 of this document. Other than the amendments regarding conflicts of interest, the proposed amendments below will become effective as of their approval by shareholders on 30th April 2008. The proposed amendments regarding conflicts of interest, if approved, will become effective on 1st October 2008.

Conflicts of interest

The Companies Act 2006 sets out directors' general duties which largely codify the existing law but with some changes. Under the Companies Act 2006, from 1st October 2008 a director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the company's interests. The requirement is very broad and could apply, for example, if a director becomes a director of another company or a trustee of another organisation. The Companies Act 2006 allows directors of public companies to authorise conflicts and potential conflicts, where appropriate, where the articles of association contain a provision to this effect. The Companies Act 2006 also allows the articles of association to contain other provisions for dealing with directors' conflicts of interest to avoid a breach of duty. The proposed amendments to the Memorandum and Articles of Association give the Directors authority to approve such situations and to include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

There are safeguards which will apply when Directors decide whether to authorise a conflict or potential conflict. First, only Directors who have no interest in the matter being considered will be able to take the relevant decision, and secondly, in taking the decision the Directors must act in a way they consider, in good faith, will be most likely to promote the Company's success. The Directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

It is also proposed that the amended Memorandum and Articles of Association should contain provisions relating to confidential information, attendance at board meetings and availability of board papers to protect a Director being in breach of duty if a conflict of interest or potential conflict of interest arises. These provisions will only apply where the position giving rise to the potential conflict has previously been authorised by the Directors. It is the Board's intention to report annually on the Company's procedures for ensuring that the Board's powers to authorise conflicts are operated effectively.

Directors' indemnities and loans to fund expenditure

The Companies Act 2006 has in some areas widened the scope of the powers of a company to indemnify directors and to fund expenditure incurred in connection with certain actions against directors. In particular, a company that is a trustee of an occupational pension scheme can now indemnify a director against liability incurred in connection with the company's activities as trustee of the scheme. In addition, the existing exemption allowing a company to provide money for the purpose of funding a director's defence in court proceedings now expressly covers regulatory proceedings and applies to associated companies.

Convening extraordinary and annual general meetings

The provisions in the Memorandum and Articles of Association dealing with the convening of general meetings and the length of notice required to convene general meetings are being amended to conform to new provisions in the Companies Act 2006. In particular an extraordinary general meeting to consider a special resolution can be convened on 14 days' notice whereas previously 21 days' notice was required.

General

Generally, the opportunity has been taken to bring clearer language into the Memorandum and Articles of Association as a result of the continued implementation of the Companies Act 2006. In particular, Article 84, regarding the age of directors has been deleted as it is now redundant due to new age discrimination legislation.

In addition, Article 86 and 87 have been deleted and amended to bring the rotation of directors into line with market practice and to reflect the implementation of a policy in accordance with the best practice principles of corporate governance requiring non-executive directors serving more than 9 years to seek annual re-election and that all eligible directors retiring by rotation, could offer themselves for re-election.

7. Sharesave Scheme

The Directors are seeking your approval at the Annual General Meeting convened for 30th April 2008 for the introduction of a new sharesave option plan for employees of the Company and its subsidiaries, to replace the Sharesave Option Scheme 1997, which expired on 30th October 2007.

The Directors consider that the 1997 Scheme was successful in encouraging the participation of employees in the equity of the Company, and should be replaced in order to provide incentives to employees.

A summary of the Plan is set out in schedule 2 to the notice of meeting on pages 51 to 52 of this document. It is in broadly the same terms as the 1997 Scheme and is intended to be approved by HMRC under the provisions of Schedule 3 to the Income Tax (Earnings and Pensions) Act 2003.

8. Action to Be Taken

A form of proxy for use in connection with the Annual General Meeting is enclosed. Whether or not you intend to be present at the Annual General Meeting, you are asked to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event so that it is received not later than 48 hours before the time of the Annual General Meeting. The completion and return of a form of proxy will not preclude you from attending the Annual General Meeting and voting in person if you so wish.

If you are a CREST member you can vote via the CREST system and further information is given on pages 44 and 45.

9. Further Information

Your attention is drawn to the Annual Report and Accounts which are enclosed with this document, and to the Appendices to this document which include information required by the Code and/or the FSA.

10. Recommendations and Independent Advice

The Directors consider the resolutions to be put to you at the Annual General Meeting (other than Resolution 9 which, because of its nature, has been considered only by the Independent Directors, as referred to below) to be in the best interests of shareholders as a whole and unanimously recommend you to vote in favour of such resolutions at the Annual General Meeting.

The Independent Directors, who have been so advised by Ernst & Young, consider the waiver of the obligation to make a mandatory offer for the Company which would otherwise fall on members of the Jardine Matheson Group under Rule 9 of the Code as a result of the implementation of the share buy-back authority to be fair and reasonable. In providing its financial advice Ernst & Young has taken into account, inter alia, the commercial assessments of the Independent Directors.

Accordingly, the Independent Directors recommend you to vote in favour of Resolution 9 as they intend to do in respect of their own voting shareholdings totalling 280,481 Ordinary Shares, representing approximately 0.132 per cent. of the voting share capital of the Company. Furthermore the Independent Directors believe that this is in the best interests of the shareholders as a whole.

The members of the Jardine Matheson Group, who are holders of Ordinary Shares, are interested in the outcome of Resolution 9 and accordingly have undertaken not to vote on this resolution.

Yours faithfully

Geoffrey Howe

Chairman

APPENDIX I

INFORMATION REQUIRED BY THE CODE

1. Responsibility

(a) The Directors of the Company, whose names are set out below, accept responsibility for the information set out in this document, other than information relating to the Jardine Matheson Group, the Jardine Matheson Directors, members of their immediate families and related trusts, and for any information in the Annual Report and Accounts referred to in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information in this document for which they take responsibility and that in the Annual Report and Accounts is in accordance with the facts and does not omit anything likely to affect the import of such information.

(b) The Jardine Matheson Directors, whose names are set out below, accept responsibility for the information set out in this document relating to the Jardine Matheson Group, the Jardine Matheson Directors, members of their immediate families and related trusts. To the best of the knowledge and belief of the Jardine Matheson Directors (who have taken all reasonable care to ensure that such is the case), the information in this document for which they take responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

2. Directors

(a) The Directors of the Company are:

G M T Howe *(Chairman, Non-Executive)*
Lord Leach (*Deputy Chairman, Non-Executive*)
D J Burke *(Chief Executive)*
B P Carpenter
C A Keljik OBE *(Non-Executive)*
S L Keswick (*Non-Executive*)
N R MacAndrew *(Non-Executive)*
W J N Nabarro
J W Rush *(Finance Director)*
R A Scott, CBE *(Non-Executive)*
V Y A C Wade

Further information relating to the Directors is included on pages 24 and 25 of the Annual Report and Accounts. The Directors' business address is at 6 Crutched Friars, London EC3N 2PH.

(b) The Jardine Matheson Directors are:-

H N L Keswick (*Chairman*)
A J L Nightingale (*Managing Director*)
J Hui
A P C Keswick
B W Keswick
S L Keswick
R C Kwok
Lord Leach
Dr R Lee
P J H Riley
E P K Weatherall

3. Continuation of Business

The Directors intend to continue to conduct the business of the Company and its subsidiaries generally in the same manner as it is currently conducted. Both the Company and Jardine Matheson intend that the Company continues to carry on its business on an arm's length basis from the Jardine Matheson Group. As such, Jardine Matheson does not currently have any strategic plans regarding the Company, employment of the employees or management of the Company and its subsidiaries or with regard to the redeployment of the fixed assets of the Company or its places of business.

4. Interests and Dealings

(a) Ordinary Shares

(i) At 19th March, 2008 (being the latest practicable date prior to the posting of this document), the interests of the Jardine Matheson Group in Ordinary Shares were as set out below:

Member	*Number of Ordinary Shares*	*Existing percentage of issued share capital*	*Maximum percentage of issued share capital (note)*
JMH Investments Limited	64,514,916	30.35	33.73
Total Jardine Matheson Group	64,514,916	30.35	33.73

Note: Assuming buy back authority exercised in full.

JMH Investments Limited is a wholly owned subsidiary of Jardine Matheson Holdings Limited.

(ii) At 19th March, 2008 (being the latest practicable date prior to the posting of this document), the interests of the Directors in Ordinary Shares which have been notified to the Company pursuant to Part 22 of the Companies Act 2006 or are interests of a person connected with any Director which would, if the connected person were a Director, be required to be disclosed as set out above and the existence of which is known or could with reasonable diligence be ascertained by the relevant Director, are set out below:

	Total Interest
D J Burke	77,431
B P Carpenter	105,026
G M T Howe	20,000
C A Keljik	6,000
S L Keswick	2,249
Lord Leach	22,500
N R MacAndrew	5,000
W J N Nabarro	50,000
J W Rush	10,531
R A Scott	4,000
V Y A C Wade	2,493
	305,230

At 19th March, 2008 (being the latest practicable date prior to the posting of this document), the holdings by Directors of options over Ordinary Shares in the Company, were as shown below:

	At 19th March 2008	*Exercise price*	*Date from which exercisable*	*Expiry date*	*Note*
D J Burke	138,000	nil	31.03.08	30.03.15	*(a)*
	43,103	nil	13.03.09	12.04.09	*(b)*
	1,811	£3.13	01.11.09	30.04.10	*(d)*
	244,500	nil	24.11.09	23.11.16	*(a)*
	219,500	nil	13.04.10	12.04.17	*(a)*
	54,900	nil	13.04.10	12.05.10	*(b)*
B P Carpenter	1,667	nil	08.04.04	07.04.12	*(f)*
	6,332	nil	28.03.05	27.03.13	*(f)*
	26,385	nil	28.03.06	27.03.13	*(f)*
	1,680	A$7.75	01.11.09	30.04.10	*(e)*
	91,700	nil	24.11.09	23.11.16	*(a)*
	82,300	nil	13.04.10	12.04.17	*(a)*
W J N Nabarro	19,337	nil	06.04.08	05.04.15	*(c)*
	21,876	nil	18.04.09	17.05.09	*(b)*
	1,811	£3.13	01.11.09	30.04.10	*(d)*
	128,400	nil	24.11.09	23.11.16	*(a)*
	115,200	nil	13.04.10	12.04.17	*(a)*
J W Rush	1,811	£3.13	01.11.09	30.04.10	*(d)*
	128,400	nil	24.11.09	23.11.16	*(a)*
	115,200	nil	13.04.10	12.04.17	*(a)*
V Y A C Wade	72,000	nil	31.03.08	30.03.15	*(a)*
	110,000	nil	24.11.09	23.11.16	*(a)*
	98,800	nil	13.04.10	12.04.17	*(a)*

(a) *These options are held under the Jardine Lloyd Thompson Group Long Term Incentive Plan 2004 operated in conjunction with an Employee Share Ownership Plan Trust. Awards are generally exercisable between 36 months and 120 months after the date of award. Performance criteria attach to these awards. The awards shown as exercisable from 31.03.08 will lapse as the performance condition has not been met.*

(b) *These options are held under the Jardine Lloyd Thompson Group Deferred Bonus Share Plan 2006. Awards vest 36 months after the effective date of award. Performance criteria are not attached to these awards.*

(c) *These options are held under the Jardine Lloyd Thompson Group Performance Share Plan 2004. Awards are generally exercisable between 36 months and 120 months after the date of award. Performance criteria can attach to awards made under this Plan but do not attach to these particular awards, as they were granted by way of deferred bonus.*

(d) *Options held under the Jardine Lloyd Thompson Group Sharesave Scheme 1997 (which is a three or five year savings related share option scheme).*

(e) *Options held under the Jardine Lloyd Thompson Group Overseas Sharesave Scheme 1997 (which is a three or five year savings related share option scheme).*

(f) *Options held under the Jardine Lloyd Thompson Restricted Share Scheme. Awards are generally exercisable between 36 months and 120 months after the date of award. Performance criteria can attach to awards made under the Plan but have either been satisfied or do not attach to these particular awards.*

(iii) At 19th March, 2008 (being the latest practicable date prior to the posting of this document), the interests of the Jardine Matheson Directors in Ordinary Shares are set out below:

Director	*Number of Ordinary Shares*	*Percentage of voting share capital*
S L Keswick	2,249	0.0011
Lord Leach	22,500	0.0106
B W Keswick	1,349	0.0006

(iv) The following dealings in Ordinary Shares by Directors have taken place in the 12 months ended on 19th March, 2008 (being the latest practicable date prior to the posting of this document):

Name	*Date of Transactions*	*Transactions*	*No of Shares*	*Price £*
D J Burke	01.03.07	Lapse of 100% of award granted under LTIP 2004 as criteria not satisfied	125,000	N/A
	13.04.07	Award of option under LTIP 2004	219,500	N/A
	13.04.07	Award made under the JLT Deferred Bonus Plan Scheme	54,900	N/A
	30.04.07	Lapse of option granted under Sharesave scheme	2,020	4.565
	25.06.07	Purchase of shares	25,000	4.24
	02.08.07	Purchase of shares	25,000	3.80
B P Carpenter	13.04.07	Award of option under LTIP 2004	82,300	N/A
	27.06.07	Exercise of options awarded under Restricted Share Scheme	11,760	N/A
	08.08.07	Exercise of options awarded under Restricted Share Scheme	36,780	N/A
G M T Howe	25.06.07	Purchase of shares	15,000	4.24
N R MacAndrew	22.05.07	Purchase of shares	5,000	4.685
W J N Nabarro	13.04.07	Award of option under LTIP 2004	115,200	N/A
	25.06.07	Purchase of shares	25,000	4.24
	02.08.07	Purchase of shares	25,000	3.80
J W Rush	13.04.07	Award of option under LTIP 2004	115,200	N/A
	25.06.07	Purchase of shares	10,000	4.24
V Y A C Wade	01.03.07	Lapse of 100% of award granted under LTIP 2004 as criteria not satisfied	75,000	N/A
	13.04.07	Award of option under LTIP 2004	98,800	N/A

In addition to the above, between 21st March, 2007 and 10th March, 2008, the trustees of the Jardine Lloyd Thompson Group plc All Employee Share Plan have acquired 434 Ordinary Shares on behalf of D J Burke and 435 Ordinary shares on behalf of J W Rush.

(b) Jardine Matheson Shares

(i) At 19th March, 2008 (being the latest practicable date prior to the posting of this document), the Directors had the following beneficial interests in Jardine Matheson Shares:

Director	*Number of Jardine Matheson Shares*	*Percentage of voting share capital*
S L Keswick	11,489,989	1.8508
Lord Leach	978,726	0.1577

(ii) The following dealings in Jardine Matheson Shares by the Directors have taken place in the 12 months ended on 19th March, 2008 (being the latest practicable date prior to the posting of this document):

Name	*Date of Transactions*	*Transactions*	*Number of Jardine Matheson Shares*	*Price US$*
S L Keswick	16.05.2007	Scrip dividend	107,505	23.24
	24.10.2007	Scrip dividend	40,249	28.70
	17.03.2008	Transfer of shares by way of a distribution by the trustees of a family trust, being connected persons of the director, to a beneficiary	300,000	N/A
Lord Leach	16.05.2007	Scrip dividend	16,445	23.24
	24.10.2007	Scrip dividend	6,773	28.70

(c) General

(i) Save as disclosed in paragraph 4(a)(i) and 4 (a)(iii), neither Jardine Matheson, its subsidiaries nor any of the Jardine Matheson Directors, nor any member of their immediate families or connected persons, nor any person acting in concert with Jardine Matheson owns or controls or (in the case of the Jardine Matheson Directors and their immediate families or connected persons) is interested, directly or indirectly in, or has borrowed or lent (save for any borrowed securities which have either been on-lent or sold), has rights to subscribe to, or has any short position in, any relevant securities as defined in paragraph 4(d)(iii) below, nor has any such person dealt for value therein during the 12 months prior to the latest practicable date prior to the posting of this document.

(ii) Save as disclosed in paragraph 4(a)(ii) and 4(a)(iv), neither any of the Directors nor any member of their immediate families or related trusts (so far as the Directors are aware having made due enquiry) is interested, directly or indirectly, has rights to subscribe to, or has any short position in relevant securities, nor has any such person dealt therein for value during the 12 months prior to the latest practicable date prior to the posting of this document.

(iii) Save as disclosed in paragraph 4(b)(i) and 4(b)(ii), neither the Company nor any of the Directors nor any member of their immediate families or related trusts, owns or controls or (in the case of the Directors and their families or related trusts) is interested, directly or indirectly in, or has any short position in, Jardine Matheson Shares or any securities convertible into, or exchangeable for, rights to subscribe for and options (including traded options) in respect of, and derivatives referenced to, any of the foregoing, or has dealt for value in any such securities in the 12 months prior to the latest practicable date prior to the posting of this document.

(iv) Neither the Company, the Directors, nor any person acting in concert with the Directors has borrowed or lent any relevant securities (save for any borrowed securities which have either been on-lent or sold).

(v) No connected adviser to the Company or to any associate of the Company or to any company which is an associate of the Company or to any concert party of the Company (other than an exempt principal trader or an exempt fund manager) nor any person controlling, controlled by or under the same control as any such connected adviser, nor any associates of the Company (as defined in paragraph (d)(i) below), nor any pension fund of the Company or any of its associates, nor any employee benefit trust of the Company or any of its associates, owns, controls, or is interested, directly or indirectly, in, or has rights to subscribe to, or has any short position in, any relevant securities.

(vi) Neither Jardine Matheson nor any person acting in concert with Jardine Matheson has any arrangement, agreement or understanding, formal or informal, of whatever nature relating to relevant securities which may be an inducement to deal or refrain from dealing.

(d) For the purposes of this paragraph:

(i) references to an ''associate'' of a company include the company's parent, its subsidiaries and fellow subsidiaries and their associated companies and companies of which such companies are associated companies (for this purpose ownership or control of 20% or more of the equity share capital of a company is regarded as the test of associated company status).

(ii) references to a person having an ''interest'' in relevant securities includes where a person:

(a) owns securities;

(b) has the right (whether conditional or absolute) to exercise or direct the exercise of the voting rights attaching to securities or has general control of them;

(c) by virtue of any agreement to purchase, option or derivative, has the right or option to acquire securities or call for their delivery or is under an obligation to take delivery of them, whether the right, option or obligation is conditional or absolute and whether it is in the money or otherwise; or

(d) is party to any derivative whose value is determined by reference to the prices of securities and which results, or may result, in his having a long position in them;

(iii) references to ''relevant securities'' means Ordinary Shares and any securities convertible into, or exchangeable for, rights to subscribe for and options (including traded options) in respect of, and derivatives referenced to, any of the foregoing; and

(iv) derivatives include any financial product whose value in whole or in part is determined directly or indirectly by reference to the price of an underlying security.

5. Options to Subscribe for Ordinary Shares

At 19th March, 2008 (being the latest practicable date prior to the publication of this document), options were outstanding over 9,058,658 Ordinary Shares, representing 4.26% per cent. of the issued share capital at that date and 4.74% per cent. of the issued share capital if the full authority to purchase Ordinary Shares (existing and being sought) is used. There are no outstanding warrants to subscribe for Ordinary Shares.

6. Directors' Service Contracts

All the Directors' service contracts can be terminated by the Company giving notice not exceeding one year. R A Scott renewed his service contract with the Company on 1st January 2008. This is the only contract that has been entered into or amended within the last six months. Further details of the Directors' service contracts are set out on page 36 in the remuneration report in the Annual Report and Accounts.

7. Middle Market Quotations

The middle market quotations for Ordinary Shares on the first business day of each of the six months preceding the date of this document and on 19th March, 2008 being the latest practicable date prior to the posting of this document, as derived from the London Stock Exchange Daily Official List, were:

2007	*pence*
1st October	372.75
1st November	365.50
3rd December	338.25
2008	
2nd January	343.00
1st February	345.25
3rd March	360.00
19th March	373.25

8. Jardine Matheson's Business and Financial and Trading Prospects

Details of Jardine Matheson's business and financial and trading prospects are set out in Appendix II on pages 20 to 41.

9 Material contracts

Save as set out below, there have been no contracts entered into by the Group which are or may be material, other than those entered into in the ordinary course of business, in the two years immediately preceding the publication of this document.

(a) On 1st May 2006, JLT Services Corporation sold a portfolio of insurance broking, marketing and administration business in Chicago for a consideration of $6,250,000.

(b) On 17th October, 2006 the Group completed the sale of its US based Property and Casualty Insurance and Employee Benefits businesses for a consideration of US$100m, of which US$5m is deferred consideration payable by instalments at the end of 2008 and 2009, dependent on the profitability of the businesses being sold.

(c) On 12th February, 2007 the Company announced an agreement under which its 32% owned associate SIACI S.A. would combine with Assurances et Conseils Saint-Honoré (ACSH). The 2 entities would continue to trade as separate operating subsidiaries of Newstone Courtage (Newstone). The transaction completed after approvals were received from the Spanish insurance regulator and the French competition authority. JLT became a 20% shareholder in Newstone and received a cash consideration of 21.4m (£14.2m). The Group also became a 70% shareholder in SIACI's businesses in Italy and Poland and a 62% shareholder in SIACI's Spanish business. This increased JLT's existing interests in the Italian and Polish businesses from 30% and 50% respectively.

(d) On 22nd May 2007 the Offer for the AIM listed company Pavilion Insurance Network PLC, and its subsidiary companies, was declared unconditional and subsequently the Group has acquired 100% of the share capital. The consideration was £7,752,000. Pavilion is an insurance intermediary specialising in providing niche insurance solutions to market by the internet, powered by its own internally developed software.

(e) On 11th July 2007 the Group completed the acquisition of Portland Pensions Limited, a UK based third party pensions administrator, for a consideration of £2,412,000.

(f) On 23rd July 2007 the Group acquired 100% of the issued share capital of Park (Bermuda) Limited for a consideration of £5,923,000, of which £1,593,000 is deferred consideration. Park (Bermuda) Limited is one of the leading independent insurance brokers in Bermuda.

(g) On 10th September, 2007 the Group acquired Aviary Limited, a pensions software provider, for an initial consideration of £350,000 with deferred consideration up to a maximum of £2,150,000 payable in 3 annual instalments from 2008 to 2010 calculated by reference to the performance of Aviary in each financial year.

10. General

(a) No agreement, arrangement or understanding (including any compensation arrangement) exists between any members of the Jardine Matheson Group or any person acting in concert with them and any of the Directors, recent directors, shareholders or recent shareholders of the Company, which has any connection with or is dependent upon the proposals set out in this document.

(b) Ernst & Young has given and not withdrawn its consent to the inclusion of its name and references to it in this document in the form and context in which they appear.

(c) The Directors are not aware of any material change in the financial or trading position of the Company since 31st December, 2007.

(d) If the resolution relating to the share buy-back authority is approved at the Annual General Meeting, any shares acquired will be treated as Treasury shares or as cancelled, the issued or voting share capital of the Company will be reduced by the nominal amount of those shares but the authorised share capital of the Company will not be reduced. No agreement, arrangement or understanding exists whereby any of the securities acquired in pursuance of the Rule 9 Dispensation Proposal will be transferred to any other persons.

(e) Financial information on the Company required to be included under the Code is included in the Annual Report and Accounts.

(f) The Rule 9 Dispensation Proposal relates to Jardine Matheson and its subsidiaries. The registered office of Jardine Matheson is at Jardine House, 33-35 Reid Street, Hamilton, Bermuda.

(g) Jardine Matheson has no financing arrangements which are dependent on the business of the Company and any acquisition of shares in the Company by Jardine Matheson will be made out of its own cash resources.

11. Documents available for inspection

Copies of the following documents are available for inspection at the Company's registered office, 6 Crutched Friars, London EC3N 2PH and at the offices of Linklaters, One Silk Street, London EC2Y 8HQ during normal business hours on any weekday, (Saturdays excepted) up to and including 30th April, 2008 and at the Annual General Meeting:

(a) the Memorandum of Association and Articles of Association of the Company;

(b) the Memorandum and Bye-laws of Jardine Matheson;

(c) the audited consolidated accounts of the Company for the two financial years ended 31st December, 2007;

(d) the audited consolidated accounts of Jardine Matheson for the two financial years ended 31st December 2007;

(e) the material contracts summarised in paragraph 9 above;

(f) the consent referred to in paragraph 10(b) above; and

(g) the Directors' service contracts.

APPENDIX II

FINANCIAL INFORMATION ON JARDINE MATHESON HOLDINGS LIMITED

Set out below is financial information on Jardine Matheson Holdings Limited for the three years ended 31st December 2007. The financial information has been prepared in accordance with International Financial Reporting Standards (''IFRS'') and has been extracted, without material adjustment, from the audited consolidated financial statements of Jardine Matheson Holdings Limited.

In the context of Appendix II, the term ''Company'' shall mean Jardine Matheson Holdings Limited and the term ''Group'' shall mean Jardine Matheson Group.

Consolidated Profit and Loss Accounts
For the three years ended 31st December 2007

	2007			*2006*			*Restated 2005*
	Underlying business performance US$m	***Non-trading items US$m***	***Total US$m***	*Underlying business performance US$m*	*Non-trading items US$m*	*Total US$m*	*US$m*
Revenue *(Note 2)*	**19,445**	**–**	**19,445**	16,281	–	16,281	11,929
Net operating costs *(Note 3)*	**(17,916)**	**252**	**(17,664)**	(15,290)	324	(14,966)	(11,176)
Operating profit *(Note 4)*	**1,529**	**252**	**1,781**	991	324	1,315	753
Financing charges	**(219)**	**–**	**(219)**	(234)	–	(234)	(176)
Financing income	**121**	**–**	**121**	104	–	104	79
Net financing charges	**(98)**	**–**	**(98)**	(130)	–	(130)	(97)
Share of results of associates and joint ventures *(Note 5)*	**542**	**1,114**	**1,656**	439	748	1,187	1,336
Profit before tax	**1,973**	**1,366**	**3,339**	1,300	1,072	2,372	1,992
Tax *(Note 6)*	**(415)**	**(40)**	**(455)**	(254)	(64)	(318)	(173)
Profit after tax	**1,558**	**1,326**	**2,884**	1,046	1,008	2,054	1,819
Attributable to:							
Shareholders of the Company	**719**	**1,109**	**1,828**	530	818	1,348	1,244
Minority interests	**839**	**217**	**1,056**	516	190	706	575
	1,558	**1,326**	**2,884**	1,046	1,008	2,054	1,819
	US$		***US$***	*US$*		*US$*	*US$*
Earnings per share *(Note 7)*							
– basic	**2.03**		**5.16**	1.51		3.83	3.58
– diluted	**2.02**		**5.03**	1.50		3.75	3.55

Consolidated Balance Sheet

at 31st December 2005, 2006 and 2007

	2007 ***US$m***	*2006* *US$m*	*Restated* *2005* *US$m*
Assets			
Intangible assets	**1,883**	1,825	1,689
Tangible assets	**3,149**	2,931	2,404
Investment properties	**355**	271	179
Plantations	**515**	460	383
Associates and joint ventures	**7,964**	6,476	5,062
Other investments	**728**	592	686
Non-current debtors	**1,002**	1,150	1,349
Deferred tax assets	**114**	119	103
Pension assets	**215**	174	152
Non-current assets	**15,925**	13,998	12,007
Stocks and work in progress	**1,610**	1,478	1,491
Current debtors	**2,322**	2,170	2,382
Current investments	**21**	2	–
Current tax assets	**154**	142	56
Bank balances and other liquid funds			
– non-financial services companies	**1,966**	2,355	1,503
– financial services companies	**167**	173	187
	2,133	2,528	1,690
	6,240	6,320	5,619
Non-current assets classified as held for sale *(Note 9)*	**48**	60	690
Current assets	**6,288**	6,380	6,309
Total assets	**22,213**	20,378	18,316

	2007	2006	Restated 2005
	US$m	*US$m*	*US$m*
Equity			
Share capital	**155**	154	151
Share premium and capital reserves	**25**	29	21
Revenue and other reserves	**9,266**	7,303	5,607
Own shares held	**(956)**	(892)	(781)
Shareholders' funds *(Note 10)*	**8,490**	6,594	4,998
Minority interests	**5,208**	4,509	3,876
Total equity	**13,698**	11,103	8,874
Liabilities			
Long-term borrowings			
– non-financial services companies	**2,037**	2,159	2,715
– financial services companies	**616**	723	1,005
	2,653	2,882	3,720
Deferred tax liabilities	**599**	557	459
Pension liabilities	**126**	151	176
Non-current creditors	**67**	103	67
Non-current provisions	**42**	34	16
Non-current liabilities	**3,487**	3,727	4,438
Current creditors	**3,375**	2,850	2,795
Current borrowings			
-- non-financial services companies	**547**	1,573	662
-- financial services companies	**806**	954	1,169
	1,353	2,527	1,831
Current tax liabilities	**230**	101	128
Current provisions	**68**	70	54
	5,026	5,548	4,808
Liabilities directly associated with non-current assets classified as held for sale *(Note 9)*	**2**	–	196
Current liabilities	**5,028**	5,548	5,004
Total liabilities	**8,515**	9,275	9,442
Total equity and liabilities	**22,213**	20,378	18,316

Consolidated Statement of Recognized Income and Expense

for the three years ended 31st December 2007

	2007	*2006*	*Restated 2005*
	US$m	*US$m*	*US$m*
Surpluses on revaluation of intangible assets	**–**	–	458
Surpluses on revaluation of properties	**114**	120	77
Gains on revaluation of other investments	**176**	294	48
Actuarial gains on defined benefit pension plans	**86**	40	14
Net exchange translation differences	**(87)**	393	(84)
(Losses)/gains on cash flow hedges	**(8)**	(13)	24
Tax on items taken directly to equity	**(26)**	(71)	(170)
Net income recognized directly in equity	**255**	763	367
Transfer to profit and loss on disposal and impairment of other investments	**(59)**	(79)	(20)
Transfer to profit and loss on realization of exchange reserves	**(7)**	(3)	(1)
Transfer to profit and loss in respect of cash flow hedges	**2**	4	–
Profit after tax	**2,884**	2,054	1,819
Total recognized income and expense for the year	**3,075**	2,739	2,165
Attributable to:			
Shareholders of the Company	**2,063**	1,681	1,399
Minority interests	**1,012**	1,058	766
	3,075	2,739	2,165

Consolidated Cash Flow Statement
for the three years ended 31st December 2007

	2007	*2006*	*Restated 2005*
	US$m	*US$m*	*US$m*
Operating activities			
Operating profit	**1,781**	1,315	753
Depreciation and amortisation	**479**	403	249
Other non-cash items	**(51)**	(140)	(21)
Decrease/(increase) in working capital	**77**	472	(377)
Interest received	**116**	97	55
Interest and other financing charges paid	**(214)**	(212)	(165)
Tax paid	**(295)**	(370)	(179)
	1,893	1,565	315
Dividends from associates and joint ventures	**305**	377	303
Cash flows from operating activities	**2,198**	1,942	618
Investing activities			
Purchase of Astra	**–**	–	320
Purchase of subsidiary undertakings*(Note 12(a))*	**(184)**	(55)	(101)
Purchase of associates and joint ventures *(Note 12(b))*	**(113)**	(465)	(302)
Purchase of other investments *(Note 12(c))*	**(74)**	(94)	(12)
Purchase of land use rights	**(36)**	(17)	(12)
Purchase of other intangible assets	**(27)**	(6)	–
Purchase of tangible assets	**(615)**	(642)	(458)
Purchase of investment properties	**(6)**	(2)	(18)
Purchase of plantations	**(41)**	(22)	(6)
Advance of mezzanine loans	**(3)**	–	–
Repayment of mezzanine loans	**12**	–	–
Capital distribution from associates	**14**	1	–
Loans to associates, joint ventures and other	**–**	–	(13)
Sale of subsidiary undertakings *(Note 12(d))*	**6**	231	80
Sale of associates and joint ventures *(Note 12(e))*	**127**	100	181
Sale of other investments *(Note 12(f))*	**127**	480	40
Sale of land use rights	**14**	26	33
Sale of tangible assets	**56**	75	63
Sale of investment properties	**7**	–	49
Cash flows from investing activities	**(736)**	(390)	(156)
Financing activities			
Issue of shares	**1**	3	13
Repurchase of shares	**(13)**	–	–
Capital contribution from minority shareholders	**5**	13	4
Drawdown of borrowings	**8,075**	7,599	9,735
Repayment of borrowings	**(9,512)**	(8,071)	(9,516)
Dividends paid by the Company	**(126)**	(91)	(76)
Dividends paid to minority shareholders	**(290)**	(243)	(199)
Cash flows from financing activities	**(1,860)**	(790)	(39)
Effect of exchange rate changes	**(11)**	45	(2)
Net (decrease)/increase in cash and cash equivalents	**(409)**	807	421
Cash and cash equivalents at 1st January	**2,491**	1,684	1,263
Cash and cash equivalents at 31st December	**2,082**	2,491	1,684

Jardine Matheson Holdings Limited
Analysis of Profit Contribution
for the three years ended 31st December 2007

	2007 US$m	*2006 US$m*	*2005 US$m*
Group contribution			
Jardine Pacific	**115**	103	90
Jardine Motors Group	**63**	67	47
Jardine Lloyd Thompson	**33**	28	29
Hongkong Land	**131**	85	65
Dairy Farm	**161**	131	118
Mandarin Oriental	**47**	27	21
Jardine Cycle & Carriage	**22**	16	23
Astra	**178**	98	127
Corporate and other interests	**(31)**	(25)	(57)
Underlying profit	**719**	530	463
Increase in fair value of investment properties	**1,015**	671	664
Other non-trading items	**94**	147	117
Profit attributable to shareholders	**1,828**	1,348	1,244
Analysis of Jardine Pacific's contribution			
Gammon	**16**	14	1
HACTL	**33**	33	33
Jardine Aviation Services	**8**	9	9
JEC	**12**	12	10
JOS	**14**	11	6
Jardine Property Investment	**3**	3	3
Jardine Restaurants	**17**	14	13
Jardine Schindler	**18**	12	13
Jardine Shipping Services	**5**	4	7
Corporate and other interests	**(11)**	(12)	(14)
Continuing businesses	**115**	100	81
Discontinued businesses	**–**	3	9
	115	103	90
Analysis of Jardine Motors Group's contribution			
Hong Kong and Mainland China	**41**	36	24
United Kingdom	**23**	29	16
Corporate	**(1)**	(2)	(1)
Continuing businesses	**63**	63	39
Discontinued businesses	**–**	4	8
	63	67	47

JARDINE MATHESON HOLDINGS LIMITED

NOTES

1. Accounting Policies and Basis of Preparation

The financial information contained in this announcement has been based on the audited results for the year ended 31st December 2007 which have been prepared in conformity with International Financial Reporting Standards, including International Accounting Standards and Interpretations adopted by the International Accounting Standards Board.

In 2007, the Group adopted the following standards and interpretation to existing standards which are relevant to its operations:

IFRS 7	Financial Instruments: Disclosures
Amendment to IAS 1	Capital Disclosures
IFRIC 8	Scope of IFRS 2
IFRIC 9	Reassessment of Embedded Derivatives
IFRIC 10	Interim Financial Reporting and Impairment

There have been no changes to the accounting policies as a result of adoption of the above standards and interpretations.

The Group's reportable segments are set out in note 2.

Certain comparative figures have been reclassified to conform with the current year presentation.

2. Revenue

	2007 US$m	*2006 US$m*	*2005 US$m*
By business:			
Jardine Pacific	**1,204**	1,082	1,024
Jardine Motors Group	**2,911**	2,352	2,078
Dairy Farm	**5,887**	5,175	4,749
Mandarin Oriental	**529**	405	399
Jardine Cycle & Carriage	**1,239**	1,119	1,087
Astra	**7,673**	6,143	2,590
Other activities	**2**	5	2
	19,445	16,281	11,929

3. Net Operating Costs

	2007 US$m	*2006 US$m*	*2005 US$m*
Cost of sales	**(14,845)**	(12,507)	(9,131)
Other operating income	**432**	543	299
Selling and distribution costs	**(2,227)**	(2,099)	(1,593)
Administration expenses	**(981)**	(854)	(695)
Other operating expenses	**(43)**	(49)	(56)
	(17,664)	(14,966)	(11,176)

4. Operating Profit

	2007	*2006*	*2005*
	US$m	*US$m*	*US$m*
By business:			
Jardine Pacific	**163**	142	103
Jardine Motors Group	**124**	133	66
Dairy Farm	**276**	233	220
Mandarin Oriental	**133**	122	113
Jardine Cycle & Carriage	**38**	55	61
Astra	**1,034**	570	185
	1,768	1,255	748
Corporate and other interests	**28**	60	5
Intersegment transactions	**(15)**	–	–
	1,781	1,315	753
Operating profit included the following gains/(losses) from non-trading items:			
Increase in fair value of investment properties	**88**	91	19
Increase in fair value of plantations	**35**	22	15
Revaluation of properties	**–**	–	3
Sale and closure of businesses	**28**	127	96
Sale of investments	**70**	80	20
Sale of property interests	**–**	10	1
Restructuring of businesses	**(7)**	(5)	–
Realisation of exchange gains *	**15**	–	–
Discount on acquisition of businesses	**5**	–	–
Value added tax recovery in Jardine Motors Group	**14**	–	4
Other	**4**	(1)	(3)
	252	324	155

*Arising on repatriation of capital from a foreign subsidiary undertakings.

5. Share of Results of Associates and Joint Ventures

	2007	*2006*	*2005*
	US$m	*US$m*	*US$m*
By business:			
Jardine Pacific	**86**	80	64
Jardine Motors Group	**–**	3	8
Jardine Lloyd Thompson	**45**	27	47
Hongkong Land	**1,342**	856	900
Dairy Farm	**30**	28	29
Mandarin Oriental	**23**	13	12
Jardine Cycle & Carriage	**9**	3	193
Astra	**116**	151	82
Corporate and other interests	**5**	26	1
	1,656	1,187	1,336

5. Share of Results of Associates and Joint Ventures (continued)

Share of results of associates and joint ventures included the following gains/(losses) from non-trading items:

	2007 US$m	*2006 US$m*	*2005 US$m*
Increase in fair value of investment properties	**1,174**	752	814
Asset impairment	**(72)**	–	–
Sale and closure of businesses	**(9)**	(13)	6
Sale of investments	**1**	4	–
Sale of property interests	**6**	–	–
Pension curtailment	**–**	13	1
Buyout of minority interests in Jardine Lloyd Thompson	**–**	–	18
Revaluation of properties	**–**	–	4
Restructuring of businesses	**14**	(5)	(2)
Other	**–**	(3)	(4)
	1,114	748	837

Results are shown after tax and minority interests in the associates and joint ventures.

6. Tax

	2007 US$m	*2006 US$m*	*2005 US$m*
Current tax	**(417)**	(303)	(162)
Deferred tax	**(38)**	(15)	(11)
	(455)	(318)	(173)

	2007 US$m	*2006 US$m*	*(Note)*
Greater China	**(70)**	(59)	
Southeast Asia	**(345)**	(206)	
United Kingdom	**(21)**	(15)	
Rest of the world	**(19)**	(38)	
	(455)	(318)	

Tax on profits has been calculated at rates of taxation prevailing in the territories in which the Group operates.

Share of tax of associates and joint ventures of US$339 million (2006: US$280 million and 2005: figures not available) are included in share of results of associates and joint ventures.

Note: Not available for 2005

7. Earnings Per Share

Basic earnings per share are calculated on profit attributable to shareholders of US$1,828 million (2006: US$1,348 million and 2005: US$1,244 million) and on the weighted average number of 354 million (2006: 352 million and 2005: 347 million) shares in issue during the year.

Diluted earnings per share are calculated on profit attributable to shareholders of US$1,787 million (2006: US$1,324 million and 2005: US$1,242 million), which is after adjusting for the effects of the conversion of dilutive potential ordinary shares of subsidiary undertakings, associates or joint ventures, and on the weighted average number of 355 million (2006: 353 million and 2005: 350 million) shares in issue during the year.

7. Earnings Per Share (continued)

The weighted average number of shares is arrived at as follows:

	Ordinary shares in millions		
	2007	*2006*	*2005*
Weighted average number of shares in issue	**619**	611	(*Note*)
Shares held by the Trustee under the Senior Executive Share Incentive Schemes	**(2)**	(2)	
Company's share of shares held by subsidiary undertakings	**(263)**	(257)	
Weighted average number of shares for basic earnings per share calculation	**354**	352	
Adjustment for shares deemed to be issued for no consideration under the Senior Executive Share Incentive Schemes	**1**	1	
Weighted average number of shares for diluted earnings per share calculation	**355**	353	

Additional basic and diluted earnings per share are also calculated based on underlying profit attributable to shareholders. A reconciliation of earnings is set out below:

	2007			*2006*			*2005*		
	US$m	***Basic earnings per share US$***	***Diluted earnings per share US$***	*US$m*	*Basic earnings per share US$*	*Diluted earnings per share US$*	*US$m*	*Basic earnings per share US$*	*Diluted earnings per share US$*
Profit attributable to shareholders	**1,828**	**5.16**	**5.03**	1,348	3.83	3.75	1,244	3.58	3.55
Non-trading items (*Note 8*)	**(1,109)**			(818)			(781)		
Underlying profit attributable to shareholders	**719**	**2.03**	**2.02**	530	1.51	1.50	463	1.33	1.32

Note: not available for 2005

8. Non-trading Items

Non-trading items are separately identified to provide greater understanding of the Group's underlying business performance. Items classified as non-trading items include fair value gains or losses on revaluation of investment properties and plantations; gains and losses arising from the sale of businesses, investments and properties; impairment of non-depreciable intangible assets and other investments; provisions for the closure of businesses; and other credits and charges of a non-recurring nature that require inclusion in order to provide additional insight into underlying business performance.

An analysis of non-trading items after interest, tax and minority interests is set out below:

	2007 US$m	*2006 US$m*	*2005 US$m*
Increase in fair value of investment properties			
– Hongkong Land	**944**	599	647
– other	**71**	72	17
	1,015	671	664
Increase in fair value of plantations	**5**	3	–
Asset impairment			
– Mandarin Oriental, Kuala Lumpur	**3**	–	–
– motorcycle franchise rights	**(19)**	–	–
– other	**(2)**	–	(1)
	(18)	–	(1)
Sale and closure of businesses			
– Appleyard Vehicle Contracts	**–**	38	–
– EastPoint	**–**	–	23
– Pacific Finance	**–**	–	22
– 25% interest in Mandarin Oriental, New York	**10**	–	–
– The Mark	**–**	21	-
– Kahala Mandarin Oriental	**–**	–	22
– motor operations	**–**	2	5
– insurance broking	**–**	(8)	1
– other	**2**	6	6
	12	59	79
Sale of investments	**55**	83	16
Sale of property interests	**5**	2	(1)
Pension curtailment	**–**	13	1
Restructuring of businesses			
– SIACI in Jardine Lloyd Thompson	**18**	–	-
– other	**(6)**	(10)	(2)
	12	(10)	(2)
Buyout of minority interests in Jardine Lloyd Thompson	**–**	–	18
Realisation of exchange gains*	**11**	–	–
Discount on acquisition of businesses	**1**	–	–
Revaluation of properties	**–**	–	5
Value added tax recovery in Jardine Motors Group	**10**	–	3
Other	**1**	(3)	(1)
	1,109	818	781

* Arising on repatriation of capital from foreign subsidiary undertakings.

9. Non-current Assets Classified as Held for Sale

The major classes of assets and liabilities classified as held for sale are set out below:

	2007	*2006*	*2005*
	US$m	*US$m*	*US$m*
Intangible assets	**–**	–	7
Tangible assets	**39**	4	72
Investment properties	**2**	2	24
Associates and joint ventures	**7**	14	34
Other investments	**–**	–	28
Non-current debtors	**–**	31	–
Deferred tax assets	**–**	–	1
Current assets*	**–**	9	524
Total assets	**48**	60	690
Long-term borrowings	**–**	–	81
Deferred tax liabilities	**2**	–	1
Other non-current liabilities	**–**	–	2
Current liabilities	**–**	–	112
Total liabilities	**2**	–	196

At 31st December 2007, the non-current assets classified as held for sale include Dairy Farm's interest in a retail property in Malaysia with a carrying value of US$33 million and its 50% interest in a joint venture in Korea with a carrying value of US$7 million. The sale of the property is expected to be completed in 2008 at an amount not materially different from the carrying value. The sale of the joint venture interest was completed in February 2008 and resulted in a profit before tax of approximately US$14 million.

At 31st December 2006, the non-current assets classified as held for sale principally related to Mandarin Oriental's 25% interest in Mandarin Oriental, New York of US$14 million and its mezzanine loan to the hotel of US$40 million. The sale was completed in March 2007 resulting in a profit before tax of US$25 million, which was included in other operating income.

At 31st December 2005, the non-current assets classified as held for sale principally related to Mandarin Oriental's interest in the Mark, New York, and Jardine Cycle & Carriage's interest in MCL Land.

* Carrying amount in 2005 included bank balances and other liquid funds of US$26 million.

10. Shareholders' Funds

	2007	*2006*	*2005*
	US$m	*US$m*	*US$m*
At 1st January	**6,594**	4,998	3,639
Recognised income and expense attributable to shareholders	**2,063**	1,681	1,399
Dividends *(Note 11)*	**(212)**	(160)	(141)
Employee share option schemes			
– value of employee services	**9**	8	7
– exercise of share options	**1**	3	13
Scrip issued in lieu of dividends	**112**	175	167
Repurchase of shares	**(13)**	–	–
Equity component of convertible bonds issued by an associate	**–**	–	22
Change in attributable interests	**–**	–	(4)
Increase in own shares held	**(64)**	(111)	(104)
At 31st December	**8,490**	6,594	4,998

11. Dividends

	2007	*2006*	*2005*
	US$m	*US$m*	*US$m*
Final dividend in respect of 2006 of US¢40.00 *(2005: US¢35.65 and 2004: US¢31.50) per share*	**246**	216	187
Interim dividend in respect of 2007 of US¢20.00 *(2006: US¢10.00 and 2005: US¢9.35) per share*	**123**	61	56
	369	277	243
Company's share of dividends paid on the shares held by subsidiary undertakings	**(157)**	(117)	(102)
	212	160	141

A final dividend in respect of 2007 of US¢45.00 (2006: US¢40.00 and 2005: US¢35.65) per share amounting to a total of US$279 million (2006: US$246 million and 2005: US$216 million) is proposed by the Board. The dividend proposed will not be accounted for until it has been approved at the Annual General Meeting. The net amount after deducting the Company's share of the dividends payable on the shares held by subsidiary undertakings of US$120 million (2006: US$104 million and 2005: US$91 million) will be accounted for as an appropriation of revenue reserves in the year ending 31st December 2008.

12. Notes to Consolidated Cash Flow Statement

(a) Purchase of subsidiary undertakings

	2007	*2006*	*2005*
	US$m	*US$m*	*US$m*
Intangible assets	**2**	6	27
Tangible assets	**3**	15	47
Deferred tax assets	**–**	–	5
Non-current debtors	**1**	–	–
Current assets	**31**	18	99
Long-term borrowings	**–**	–	(9)
Deferred tax liabilities	**–**	(1)	(8)
Pension liabilities	**(1)**	(1)	(9)
Other non-current liabilities	**(1)**	–	–
Current liabilities	**(21)**	(9)	(85)
Minority liabilities	**1**	–	13
Net assets	**15**	28	80
Adjustment for minority interests	**–**	–	(27)
Net assets acquired	**15**	28	53
Goodwill	**13**	12	39
Total consideration	**28**	40	92
Adjustment for deferred consideration and carrying value of associates and joint ventures	**(4)**	(7)	(23)
Adjustment to fair values relating to previously held interests	**–**	–	(4)
Cash and cash equivalents of subsidiary undertakings acquired	**(2)**	–	(5)
Net cash outflow	**22**	33	60
Purchase of shares in Jardine Strategic	**138**	**–**	–
Purchase of shares in Jardine Cycle & Carriage	**24**	22	41
	184	55	101

Net cash outflow in 2007 of US$22 million included US$19 million for Jardine Motors Group's acquisition of dealerships in the United Kingdom.

Net cash outflow in 2006 of US$33 million included US$6 million for Jardine Motors Group's acquisition of dealerships in the United Kingdom, and US$17 million for Dairy Farm's store acquisitions in Malaysia and Vietnam.

Net cash outflow in 2005 of US$60 million included US$39 million for acquisition of an additional 32.3% interest in PT Hero Supermarket in Dairy Farm, and US$7 million for an additional 30% interest in Republic Auto and US$8 million for an additional 30% interest in Century Gardens in Jardine Cycle & Carriage.

(b) Purchase of associates and joint ventures in 2007 included Jardine Strategic's increased interest in Hongkong Land of US$104 million.

Purchase of associates and joint ventures in 2006 included US$26 million, US$26 million, US$19 million and US$98 million for Astra's interest in Toyota Astra Financial Services, PT PAM Lyonnaise Jaya, Astra Daihatsu Motor and an additional 12.95% interest in Bank Permata respectively, and Jardine Strategic's increased interest in Hongkong Land of US$289 million.

Purchase of associates and joint ventures in 2005 included US$21 million for increased interest in Landmarks Land and Properties in Jardine Cycle & Carriage, US$15 million for Astra's interest in PT Marga, US$71 million for increased interest in Hongkong Land and US$187 million for a 20% interest in Rothschilds in Jardine Strategic.

12. Notes to Consolidated Cash Flow Statement (continued)

(c) Purchase of other investments included US$61 million *(2006:US$80 million)* for Astra's purchase of securities.

(d) Sale of subsidiary undertakings

	2007 US$m	*2006 US$m*	*2005 US$m*
Intangible assets	**1**	12	4
Tangible assets	**1**	94	–
Investment properties	**–**	24	–
Associates and joint ventures	**–**	35	–
Non-current debtors	**–**	1	–
Deferred tax assets	**–**	1	–
Current assets	**4**	626	167
Long-term borrowings	**–**	(100)	–
Deferred tax liabilities	**–**	(2)	–
Current liabilities	**(1)**	(207)	(57)
Net assets	**5**	484	114
Adjustment for minority interests	**–**	(262)	–
Net assets disposed of	**5**	222	114
Cumulative exchange translation differences	**–**	(8)	–
Profit on disposal	**1**	88	25
Sale proceeds	**6**	302	139
Adjustment for deferred consideration	**–**	1	–
Adjustment for carrying value of associates and joint ventures	**–**	(14)	–
Tax and other expenses paid on disposals	**–**	–	(7)
Cash and cash equivalents of subsidiary undertakings disposed of	**–**	(58)	(52)
Net cash inflow	**6**	231	80

Sale proceeds in 2006 of US$302 million included US$99 million from Mandarin Oriental's sale of its interest in The Mark, New York, US$28 million from Astra's partial sale of its interest in Aisin and US$163 million from Jardine Strategic's sale of its interest in MCL Land.

Sale proceeds in 2005 of US$139 million included US$29 million from Jardine Pacific's sale of its interest in EastPoint and US$96 million from Dairy Farm's sale of its interest in Hartanah Progresif, a property-owning subsidiary undertaking.

(e) Sale of associates and joint ventures in 2007 included US$22 million from Jardine Pacific's sale of its 50% interest in Colliers Halifax, US$71 million from Mandarin Oriental's sale of its 25% interest in Mandarin Oriental, New York, and US$12 million and US$15 million from Jardine Cycle & Carriage's sale of its interests in Ampang Investments and UMF respectively.

Sale of associates and joint ventures in 2006 included US$72 million from Jardine Motors Group's sale of its interest in Appleyard Vehicle Contracts.

Sale of associates and joint ventures in 2005 included US$59 million from sale of Pacific Finance in Jardine Pacific and US$97 million from sale of Kahala Mandarin Oriental in Mandarin Oriental.

12. Notes to Consolidated Cash Flow Statement (continued)

(f) Sale of other investments in 2007 included US$54 million from Jardine Strategic's partial disposal of its interest in The Bank of N.T. Butterfield & Son, US$11 million from disposal of shares in CNAC and US$46 million from a capital distribution from Edaran Otomobil Nasional followed by sale of that investment.

Sale of other investments in 2006 included US$31 million from Jardine Pacific's sale of its interest in BALtrans, US$27 million from Astra's sale of securities and US$407 million from sale of the Group's interest in JPMorgan Chase.

Sale of other investments in 2005 included US$36 million from Jardine Strategic's sale of its interest in EON Capital.

13. Capital Commitments and Contingent Liabilities

	2007	*2006*	*2005*
	US$m	*US$m*	*US$m*
Capital commitments	**263**	202	310

Various Group companies are involved in litigation arising in the ordinary course of their respective businesses. Having reviewed outstanding claims and taking into account legal advice received, the Directors are of the opinion that adequate provisions have been made in the financial statements.

14. Post Balance Sheet Events

In February 2008, Dairy Farm disposed of its 50% interest in a joint venture in Korea which resulted in a profit before tax of approximately US$14 million.

In February 2008, United Tractors, a 58%-held subsidiary undertaking of Astra, acquired a 70% interest in a company which holds coal mining rights in Central Kalimantan, Indonesia for US$116 million.

JARDINE MATHESON HOLDINGS LIMITED
PRELIMINARY ANNOUNCEMENT OF RESULTS
FOR THE YEAR ENDED 31ST DECEMBER 2007

Performance

The Group's markets remained robust throughout 2007 leading to some excellent business performances. Jardine Matheson achieved a record underlying profit of US$719 million, an increase of 36%. The turnover of the Group in 2007, including 100% of associates and joint ventures, was US$31.6 billion, compared with US$27.1 billion in the prior year.

The Group continued to strengthen its financial position in 2007 while maintaining active development programmes. Consolidated net debt excluding financial services companies was reduced by 55% to US$618 million, and this, together with further significant rises in property values, led to the Group's gearing falling from 12% to 5%. The property revaluations, coupled with other non-trading items, contributed to producing a profit attributable to shareholders of US$1,828 million. Shareholders' funds were 29% higher at US$8.5 billion.

The proportion of the dividend payable at the half year was rebalanced to represent approximately one third of the total payable for the year, which led to a doubling of the interim dividend. The Board is now recommending a final dividend of US¢45.00 per share, which represents an overall increase of 30% for the full year.

Business Activity

Business confidence in Asia remained healthy during the year notwithstanding the increasing uncertainties in the United States and European financial markets. In particular, mainland China's economy continued its strong rate of growth, while in Southeast Asia the recovery in Indonesia gathered pace. Overall, the contributions to the Group's underlying profit from Greater China and Southeast Asia were well matched in 2007, providing the Group with a good geographic mix as well as complementing its broad spread of market leading businesses.

The Company's two wholly-owned subsidiaries, Jardine Pacific and Jardine Motors, had good results, while maintaining strong cash flows. Jardine Lloyd Thompson's recovery continued, with profit growth in both sterling and dollar terms.

Dairy Farm sustained the expansion of its successful banners in Asia, adding 618 outlets in 2007 to reach a total of 4,191. Mandarin Oriental is beginning to benefit from its enlarged portfolio of 21 hotels, with a further 18 properties under development in city and leisure destinations, including Beijing and Paris.

The commercial property cycle in Hong Kong attained a new peak in 2007, producing rental renewals in Hongkong Land's portfolio that will provide good levels of income over the next three years. In addition, the recognition of profits from residential projects will enhance earnings as these developments achieve completion.

An excellent performance from Astra reflected impressive growth across nearly all its major operations. Strong demand in the automotive sector in Indonesia, due to low interest rates and increased consumer confidence, benefited Astra's motor vehicle sales and financial services activities, while record prices have also led to an improved performance from its oil palm plantations. The current year has started encouragingly, and the recently announced expansion of the group's coal mining interests also bodes well for future profitability.

In August 2007, Jardine Matheson made tender offers to repurchase its own shares and to purchase shares in Jardine Strategic. The tenders were in line with the Group's policy of allocating capital to acquire shares in Group companies when favourable market conditions arise, thereby consolidating the Group's business interests and enhancing earnings and net asset value per share. In total, some US$130 million was invested through these tenders.

Outlook

In conclusion, the Chairman, Henry Keswick said, ''The benign markets prevailing during the Firm's 175th year helped us achieve record results in almost all our operations. The Group may well face a more difficult economic environment in 2008, but our businesses have strong balance sheets and are well placed to respond to whatever conditions the year brings. We therefore face the future with considerable optimism.''

Managing Director's Review

Jardine Matheson's underlying profit in 2007 was US$719 million, an increase of 36%. Underlying earnings per share rose 34% to US$2.03.

Of the Group's unlisted subsidiaries, Jardine Pacific produced an improved contribution following good increases in earnings in a number of its businesses. Jardine Motors just fell short of its 2006 profit, which had been enhanced by greater one-off trading gains in the United Kingdom. Among the Group's listed subsidiaries, Dairy Farm produced another fine result with all its major operations performing well. At Mandarin Oriental, favourable markets, new hotels and a full year's contribution from its major Hong Kong property after renovation led to a significant increase in profit. Jardine Cycle & Carriage benefited from a strong return to earnings growth by Astra. Of Jardine Matheson's equity-accounted associates, Hongkong Land reported an impressive increase in profit from both its commercial and its residential businesses. Jardine Lloyd Thompson did well to achieve an improved performance in a difficult trading environment, and its contribution to the Group rose further on translation from sterling into US dollars. The Group's results also benefited from lower financing charges.

The Company's share of a 25% upward revaluation of Hongkong Land's portfolio of investment properties in 2007 amounted to US$944 million, compared with US$599 million in 2006, and a further US$71 million increase was recorded by Jardine Pacific's portfolio. In accordance with International Financial Reporting Standards, such revaluations are taken through the profit and loss account. The profit attributable to shareholders of US$1,828 million incorporates these revaluations together with other non-trading items, including gains on disposals of shares in The Bank of N.T. Butterfield & Son and Edaran Otomobil Nasional together with profits arising on the restructuring of Jardine Lloyd Thompson's French associate. This figure compares with US$1,348 million in 2006.

During the year the Company increased its interest in Jardine Strategic to 81% by a combination of a tender offer, market purchases and scrip dividends involving the acquisition of some 20 million shares. The Company also repurchased and cancelled some 515,000 of its own shares through a tender offer and market purchases.

The Group's businesses have begun 2008 well and are continuing to pursue active development programmes. There are, however, increasing cost pressures and the risk of more challenging trading conditions if economic uncertainties in the United States and Europe start to impact the markets in which the Group operates.

Jardine Pacific

Jardine Pacific produced an underlying profit from continuing businesses of US$115 million in 2007, up 15%, with good performances from most of its operations. The revaluation of the group's residential property investment portfolio produced a non-trading gain of US$70 million which together with gains on disposals led to a profit attributable to shareholders of US$213 million, an increase of 12%. Shareholders' funds were US$475 million at the end of 2007, giving an underlying return of 28% on average shareholders' funds.

Financial information for Jardine Pacific's individual businesses is summarized below:

	Underlying profit		*Shareholders' funds*	
	2007	*2006*	***2007***	*2006*
	US$m	*US$m*	***US$m***	*US$m*
Gammon	**16**	14	**64**	49
HACTL	**33**	33	**99**	100
Jardine Aviation Services	**8**	9	**18**	22
JEC	**12**	12	**35**	26
JOS	**14**	11	**30**	19
Jardine Property Investment	**3**	3	**260**	187
Jardine Restaurants	**17**	14	**12**	8
Jardine Schindler	**18**	12	**40**	29
Jardine Shipping Services	**5**	4	**16**	15
Corporate and other interests	**(11)**	(12)	**(98)**	(101)
Continuing businesses	**115**	100	**476**	354
Discontinued businesses	**–**	3	**(1)**	9
	115	103	**475**	363

HONG KONG AIR CARGO TERMINALS enjoyed record cargo volumes with a 3% growth in cargo throughput, but its underlying profit contribution remained at US$33 million due to increased operating costs. Despite higher flight frequencies, JARDINE AVIATION SERVICES was affected by lower fees which led to a reduced contribution of US$8 million. JARDINE SHIPPING SERVICES benefited from better freight rates and increased volume producing an improved underlying profit of US$5 million.

GAMMON continued to perform well and its contribution rose to US$16 million on completion of a number of major contracts, including the 3,000 room Venetian Hotel in Macau. In January 2008, a Gammon joint venture was awarded the design-and-build contract for the Tamar Development Project by the Hong Kong SAR Government, which is expected to be completed in 2011. JARDINE SCHINDLER performed strongly on new installations and produced further growth from its existing maintenance portfolio, which led to an improved contribution of US$18 million. JEC recorded an underlying profit of US$12 million with good performances in Thailand and the Philippines.

JARDINE RESTAURANTS achieved excellent earnings growth, up 20% at US$17 million, although experienced significant cost increases towards the end of the year. JOS produced a higher underlying profit of US$14 million following a 12% increase in sales. RoomPlus, a self-storage business in Hong Kong, recorded a small operating loss, although occupancy at its facility continued to improve. In June 2007, Jardine Pacific sold its 50% interest in Colliers Halifax in Japan to Hongkong Land.

Jardine Motors

Jardine Motors did well to achieve an underlying profit from continuing businesses in 2007 of US$63 million, equaling that of 2006 which had benefited from one-off gains. The profit attributable to shareholders was US$79 million, and included a VAT recovery of US$10 million in the United Kingdom.

Zung Fu produced a good performance in Hong Kong with increased deliveries of Mercedes-Benz cars and maintained its leading position in the luxury car market. The contribution from its service centres was higher, but its commercial vehicle business suffered from lower fleet sales and its Hyundai passenger car franchise recorded a small loss. In Macau, its Mercedes-Benz operation had another good year with strong new car deliveries.

Zung Fu's Mercedes-Benz dealerships in Southern China continued their profitable growth with new car deliveries increasing significantly in 2007 to over 4,000 units. The aftersales business also achieved higher volumes. Further planned expansion of this dealership network will bring the number of outlets to 17 in 2008.

In the United Kingdom, Jardine Motors' operations achieved good growth in new and used car sales, helped in part by the acquisition of an Audi dealership group. The underlying profit contribution, however, was lower than in 2006 due to the absence of a one-off pension credit and lower property disposal gains.

Jardine Lloyd Thompson

Jardine Lloyd Thompson achieved an overall improvement in its underlying performance in 2007 as the business repositioning and cost streamlining undertaken over the past two years began to bring benefits. This progress was set against challenging insurance markets and a weak US dollar.

Turnover rose by 3% to US$949 million with the benefit of modest organic growth and acquisitions. The underlying trading margin improved to 13.1% from 12.8% in 2006. The underlying trading profit which excludes exceptional items and impairments rose 6% to US$125 million reflecting the higher turnover and improved operational efficiencies. The group's profit attributable to shareholders of US$145 million included a gain of US$58 million arising on the merger of its French associate, SIACI, with Assurances et Conseils Saint-Honoré, partly offset by US$33 million in exceptional losses and impairments.

The Risk & Insurance group, which comprises worldwide retail operations and specialist risk and insurance businesses largely based in London, did well to record a modest increase in turnover and trading profit. The Employee Benefits business in the United Kingdom achieved a modest increase in trading profit and maintained its trading margin following an active year in 2006 that had been driven by legal, regulatory and tax changes.

Hongkong Land

Hongkong Land's underlying profit rose 41% to US$345 million in 2007 as it benefited from a strong market in Hong Kong and a higher contribution from residential developments. The valuation of the group's commercial investment properties, including the share of investment properties in joint ventures and associates, rose to US$15.1 billion at the year end, an increase of 25%. The profit attributable to shareholders, which incorporates the revaluation, was 49% higher at US$2,840 million.

There was demand for prime commercial office space in Hong Kong's Central district across all business sectors in 2007, and rents rose for the fourth consecutive year. The luxury retail market also remained strong, underpinning the contribution from Hongkong Land's premium retail space in Central. The group's results include the first full-year contribution from One Raffles Quay in Singapore, where the office market also performed well. Strong demand in the city-state led to a number of pre-commitments for space in the Marina Bay Financial Centre, the group's joint-venture development which is due to complete in two phases in 2010 and 2011.

Residential development projects were completed in Beijing and Singapore in 2007 leading to the recognition of US$73 million in profit, an increase of 90% over the prior year. There were also successful sales launches of a number of new developments, including the first phase of Bamboo Grove in Chongqing and four MCL Land projects in Singapore.

Dairy Farm

Dairy Farm achieved an excellent result in 2007 as favourable trading conditions persisted in its major markets. Sales, including 100% of associated companies, were 13% higher at US$6.8 billion, and the profit attributable to shareholders for the year rose 22% to US$258 million. Following the payment of a special dividend of US$215 million in October 2007, the group ended the year with net debt of just US$83 million.

Dairy Farm continued to expand its retail formats within selected territories in Asia, ending the year with 4,191 outlets. The group, however, decided to withdraw from its small health and beauty ventures in Korea and Thailand that had not met expectations.

The group's operations in both Hong Kong and Macau performed well in 2007. In Southern China, an acquisition helped increase the number of 7-Eleven outlets to 440, while the repositioning of 30 Mannings health and beauty stores produced promising results. In Taiwan, its supermarkets remained stable in a competitive market, but the results from IKEA were below expectations despite two large store openings in 2006. Hong Kong restaurant associate, Maxim's, made further progress in sales and profit with the introduction of innovative products in its fast food operations and good performances from its restaurants and cakes activities.

A good result was achieved in Malaysia where the business is growing well, and in Singapore improved performances led to a recovery in earnings. The results from Indonesia remained unsatisfactory, although progress is being made and the market's medium-term prospects continue to be attractive. The group's first three supermarkets in Vietnam are now operational, while the expansion of its supermarket and health and beauty joint venture operations in India continued despite regulatory challenges.

Mandarin Oriental

Favourable conditions in most markets and a limited new supply of hotel rooms in key city centre locations enabled Mandarin Oriental to achieve higher average rates and record earnings in 2007. In particular, the group's two wholly-owned Hong Kong hotels performed well. Earnings before interest, tax, depreciation and amortization for 2007 were US$190 million, compared with US$116 million in 2006 when Mandarin Oriental, Hong Kong was closed for renovation for nine months. The group's profit attributable to shareholders, which increased to US$108 million, also benefited from a US$16 million gain on the sale of half of its 50% equity interest in its New York hotel.

Mandarin Oriental's development programme gathered pace in 2007 with the announcement of eight new projects, comprising hotels in Beijing, Guangzhou, Taipei, Milan and Paris and three in resort destinations. Mandarin Oriental now has 10,000 rooms in operation or under development in 39 hotels. Of its 18 hotels under development, all will be managed on behalf of third-party owners with the exception of Paris, which is on a long-term lease. Ten of the projects also incorporate a 'Residences at Mandarin Oriental' component, in addition to the residences being built next to the group's existing hotel in London.

Jardine Cycle & Carriage

Jardine Cycle & Carriage performed well in 2007 as underlying profit rose 82% to US$374 million and underlying earnings per share were up 79% at US¢108. Profit attributable to shareholders rose 52% to US$340 million. A low interest rate environment, strong recovery in the motor car market in Indonesia and high palm oil prices led to an excellent increase in the group's earnings.

Astra's contribution to Jardine Cycle & Carriage's underlying profit was 76% higher at US$356 million. Its non-automotive activities performed particularly well with their share of the profits exceeding that of the automotive businesses. The contribution to underlying profit from Jardine Cycle & Carriage's other motor activities increased by 34% to US$43 million as its operations in Singapore and Indonesia enjoyed a good year, although Cycle & Carriage Bintang in Malaysia continued to face a difficult market.

Jardine Cycle & Carriage took further steps to focus its investments with the sale of its 40% interest in the Concorde Hotel in Malaysia to Hongkong Land, and a reduction to 15% of its shareholding in a Singapore consumer finance company. These disposals raised US$36 million and helped to strengthen its parent company balance sheet, which at the end of the year showed net debt of just US$31 million.

Astra

Astra benefited from the strong growth in the Indonesian economy in 2007 and reported a net profit for the year, under Indonesian accounting standards, equivalent to US$711 million, an increase of 76%.

Earnings in Astra's automotive operations improved as the Indonesian wholesale motor vehicle market grew by 36% in 2007. Astra's motor sales increased by 28% to 223,000 units, leading to a slightly lower market share of 52% which is more in line with past levels. The wholesale motorcycle market in Indonesia grew by 6% in the same period, but in the face of intense competition sales at Astra Honda Motor were 9% lower at 2.1 million units representing a reduced market share of 46%. New model launches and a repositioned strategy helped to underpin the market position, while improvements in margins and a more stable retail share enabled Astra to achieve overall earnings growth from the sector. The contribution from Astra Otoparts was well ahead of 2006 as its automotive component activities benefited from the market recovery.

The performance of Astra's consumer finance operations also reflected the growth in vehicle sales. The volume financed was 11% higher at US$2.3 billion, although the loan book ended the year 12% lower at US$1.7 billion as a greater proportion was joint-funded without recourse. The earnings at 44.5%-held Bank Permata also improved.

An excellent result was reported by Astra Agro Lestari, Astra's 80%-owned palm oil producer. While production was relatively flat due to poor weather conditions at the start of the year, a 69% increase achieved in crude palm oil prices boosted revenues and profits. United Tractors, which is 58%-held, benefited from strong demand for Komatsu equipment and recorded a 54% improvement in sales. The company's contract coal mining interests overcame adverse weather and operational interruptions to achieve a 28% increase in coal extracted and a 4% increase in overburden removed. A coal mining concession in South Kalimantan was acquired in January 2007, and an effective 70% stake in a further mine in Central Kalimantan was purchased in February 2008.

Astra's information technology activities and infrastructure investments performed satisfactorily in 2007, and the group is continuing to review further infrastructure investments.

Further Interests

Rothschilds Continuation

The French and English branches of the Rothschild family took steps to unify their shareholdings through the listed French company Paris Orléans. In the reorganization, Rothschilds Continuation Holdings, in which Jardine Strategic holds a 20% interest, increased its stake in the French bank, Rothchild et Cie Banque.

Tata Industries

Tata Industries is an unlisted Indian investment company in which Jardine Strategic holds a 20% shareholding. Following the sale of a strategic stake in a cellular telephone operator in 2006, part of the proceeds was used to reduce debt and pay a dividend. In 2007, Tata Industries made commitments to new projects in a number of existing investee companies and identified further new investment opportunities. Tata Industries continues to review a range of new projects across a broad band of industry sectors.

Others

Edaran Otomobil Nasional, in which the Group held a 20% interest, continued to struggle in 2007 as the Malaysian motor vehicle sector remained difficult for the third consecutive year. It faced weak demand for Proton cars and, while some progress was made in reducing overheads, the National Automotive Policy introduced in 2006 made it hard to reposition the business. In August 2007, Jardine Strategic accepted an offer for its entire shareholding made by another major investor, DRB-HICOM, which gave rise to a gain of US$19 million on completion of the sale in November 2007.

Asia Commercial Bank in Vietnam continued to trade well in 2007 with excellent balance sheet and profit growth as the local economy strengthened. Jardine Strategic maintained its 7% shareholding through the conversion of convertible bonds and its full participation in a rights issue as the bank raised additional funds to grow its business.

Advantage was taken of the strong share price of The Bank of N.T. Butterfield & Son in Bermuda to sell part of the Group's interest. Some 3% was sold by Jardine Strategic during the year, producing a gain of US$46 million, and leaving a remaining shareholding of 3.8%.

Anthony Nightingale
Managing Director

7th March 2008

JARDINE LLOYD THOMPSON GROUP PLC

NOTICE OF MEETING

Notice is hereby given that the Annual General Meeting of Jardine Lloyd Thompson Group plc will be held at 6 Crutched Friars, London EC3N 2PH on Wednesday, 30th April 2008 at 12 noon for the purpose of considering and, if thought fit, passing the following Resolutions set out below. Resolutions 1 to 7, 9 and 10, will be proposed as Ordinary Resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 8, 11, 12 and 13 will be proposed as Special Resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Ordinary Business

Ordinary Resolutions

1. To receive the audited consolidated accounts of the Group and the reports of the Directors and Auditors for the year ended 31st December, 2007.

2. To approve the final dividend of 12p net per Ordinary Share.

3. To re-elect as a director Lord Leach who retires in accordance with the Company's Articles of Association.

4. To re-elect as a director Mr D J Burke who retires in accordance with the Company's Articles of Association.

5. To re-elect as a director Mr G M T Howe who retires in accordance with the Company's Articles of Association.

6. To approve the Remuneration Report for the year ended 31st December, 2007.

7. To re-appoint PricewaterhouseCoopers LLP, Chartered Accountants and Registered Auditors, as auditors to the Company until the conclusion of the next general meeting at which accounts are laid before the Shareholders and to authorise the Directors to determine the remuneration of the auditors.

Special Business

Special Resolution

8. THAT, subject to the passing of Resolution 9 contained in the notice of the meeting at which this resolution is to be proposed, the Company be generally and unconditionally authorised for the purpose of Section 166 of the Companies Act 1985 (the ''Act'') to make market purchases (within the meaning of Section 163(3) of the Act) of Ordinary Shares of 5p each in the capital of the Company provided that:

8.1 the maximum number of Ordinary Shares hereby authorised to be purchased is 21,254,004 representing approximately 10 per cent. of the issued share capital of the Company as at 19th March, 2008;

8.2 the minimum price which may be paid for an Ordinary Share is 5p, exclusive of all expenses;

8.3 the maximum price which may be paid for an Ordinary Share is an amount, exclusive of all expenses, equal to 105 per cent. of the average of the middle market quotations of the Ordinary Shares as derived from the Daily Official List of the London Stock Exchange for each of the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased;

8.4 the authority hereby conferred shall expire on 29th July, 2009 or at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution, whichever is the earlier, unless such authority is renewed, varied or revoked prior to such time; and

8.5 the Company may validly make a contract to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority, and may validly make a purchase of Ordinary Shares in pursuance of any such contract.

Ordinary Resolutions

9. THAT the waiver of the Panel on Takeovers and Mergers of the obligation which might otherwise fall on Jardine Matheson Holdings Limited or any of its subsidiaries, collectively or individually, to make a general offer pursuant to Rule 9 of the City Code on Takeovers and Mergers as a result of any increase in their aggregate percentage shareholding from approximately 30.35 per cent. to a maximum of 33.73 per cent. following the purchase by the Company of up to a maximum of 21,254,004 Ordinary Shares in the Company in the market, pursuant to the authority granted by Resolution 8, as described in the Company's Circular to shareholders of which this notice forms part, be and is hereby approved.

10. THAT:

10.1 the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Act to exercise all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £1,831,091;

10.2 such authority shall expire on the date of the Annual General Meeting in 2009 or on 29th July, 2009, whichever is the earlier, and shall be in substitution for all previous authorities pursuant to Section 80 of the Act, which are hereby revoked, without prejudice to any allotment of securities pursuant thereto;

10.3 by such authority the Directors may make offers or agreements which would or might require securities to be allotted after the expiry of such period; and

10.4 for the purposes of this Resolution words and expressions defined in or for the purposes of the said Section shall bear the same meanings herein.

Special Resolutions

11. THAT:

11.1 the Directors be empowered to allot equity securities wholly for cash:

(i) in connection with a rights issue; and

(ii) otherwise than in connection with a rights issue, up to an aggregate nominal amount of £533,445;

as if Section 89(1) of the Act did not apply to any such allotment;

11.2 by such power the Directors may make offers or agreements which would or might require securities to be allotted after the expiry of such period;

11.3 for the purposes of this Resolution:

(i) ''rights issue'' means an offer of equity securities open for acceptance for a period fixed by the Directors to (a) holders on the register on a record date fixed by the Directors of Ordinary Shares in proportion to their respective holdings (for which purpose holdings in certificated and uncertificated form may be treated as separate holdings) and (b) other persons so entitled by virtue of the rights attaching to any other equity securities held by them, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory;

(ii) references (except in paragraph 11.4 below) to an allotment of equity securities shall include a sale of treasury shares;

(iii) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights; and

(iv) words and expressions defined in or for the purposes of Part IV of the Act shall bear the same meanings herein; and

11.4 the power in paragraph 11.1 above, insofar as it relates to the allotment of equity securities rather than the sale of treasury shares, is granted pursuant to the resolution conferring authority under Section 80 of the Act passed on the date hereof.

12. THAT the Memorandum and Articles of Association be and are hereby amended in accordance with the schedule of changes set out in the appendix marked "Schedule 1" accompanying the notice of Annual General Meeting dated 20th March, 2008.

13. THAT the rules of the Jardine Lloyd Thompson Sharesave Option Plan 2008 (the "Plan") referred to in the Chairman's Letter dated 20th March 2008 and produced in draft to this Meeting and for the purposes of identification initialled by the Chairman be approved, and the Directors be authorised to make such modifications to the Plan as they may consider necessary to obtain the approval of HMRC or to take account of the requirements of the Financial Services Authority and best practice and to adopt the Plan as so modified and do all acts and things necessary to operate the Plan.

By order of the Board,

D J Hickman
Secretary

20th March, 2008

Registered office:
6 Crutched Friars
London
EC3N 2PH

Notes:

1. A member entitled to attend and vote is entitled to appoint one or more proxies to exercise all or any of his rights to attend, speak and vote at the meeting. Proxies need not be members of the Company. Where more than one proxy is appointed, each proxy must be appointed for different shares.

2. A form of proxy is enclosed. The appointment of a proxy will not prevent a Shareholder from subsequently attending and voting at the meeting in person.

3. To be effective the instrument appointing a proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be deposited at the offices of the Company's Registrars not less than 48 hours before the time for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used.

4. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) of the meeting by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

   In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in paragraph 3 above.

For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that CRESTCo does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

6. Holders of ordinary shares are entitled to attend and vote at general meetings of the Company. The total number of issued ordinary shares in the Company on 19th March, 2008, which is the latest practicable date before the publication of this document, is 212,540,043. On a vote by show of hands every member who is present has one vote and every proxy present who has been duly appointed by a member entitled to vote has one vote. On a poll vote every member who is present in person or by proxy has one vote for every ordinary share of which he is the holder.

7. Copies of all contracts of service under which Directors of the Company are employed by the Company or any of its subsidiaries are available for inspection at the Company's registered office and at the offices of Linklaters, One Silk Street, London EC2Y 8HQ during business hours on any weekday (Saturdays and public holidays excluded) and will also be available for inspection at the place of the meeting from 15 minutes before it is held until its conclusion.

8. A copy of the register of interests of the Directors of the Company will be available for inspection at the place of the meeting from 15 minutes before it is held until its conclusion.

9. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those Shareholders entered on the Company's register of members at 12 noon on 28th April, 2008 or, if the meeting is adjourned, on the Company's register of members 48 hours before the time fixed for the adjourned meeting, shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the Company's register of members after 12 noon on 28th April, 2008 or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.

10. Voting on Resolution 9 will be by means of a poll of the shareholders, apart from members of the Jardine Matheson Group (as defined in this circular), who are seeking to rely on the waiver.

11. Shareholders should note that, on a request made by shareholders of the Company under section 527 of the Companies Act 2006, the Company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting for the financial year beginning 1st January 2009; or (ii) any circumstances connected with an auditor of the Company appointed for the financial year from 1st January 2009 ceasing to hold office since the previous meeting at which annual accounts and reports were laid. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 and 528 (requirements as to website availability) of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting for the relevant financial year includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

12. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives – www.icsa.org.uk – for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above.

Schedule 1

Proposed amendments to the Memorandum and Articles of Association of Jardine Lloyd Thompson Group plc.

The amendments in this Schedule 1 set out all the differences between the proposed and existing Memorandum and Articles of Association. The proposed amendment to Article 97 regarding conflicts of interest will only become effective on 1st October 2008. All other proposed amendments to the Memorandum and Articles of Association are to take effect upon the passing of Resolution 12.

1. Conflicts of Interest

Article 97 should be deleted and replaced with the following:

AUTHORISATION OF DIRECTORS' INTERESTS

97A (a) For the purposes of Section 175 of the Companies Act 2006, the Directors shall have the power to authorise any matter which would or might otherwise constitute or give rise to a breach of the duty of a Director under that Section to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company.

(b) Authorisation of a matter under this Article shall be effective only if:

(i) the matter in question shall have been proposed in writing for consideration at a meeting of the Directors, in accordance with the Board's normal procedures or in such other manner as the Directors may determine;

(ii) any requirement as to the quorum at the meeting of the Directors at which the matter is considered is met without counting the Director in question and any other interested Director (together the "Interested Directors"); and

(iii) the matter was agreed to without the Interested Directors voting or would have been agreed to if the votes of the Interested Directors had not been counted.

(c) Any authorisation of a matter under this Article shall extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised.

(d) Any authorisation of a matter under this Article shall be subject to such conditions or limitations as the Directors may determine, whether at the time such authorisation is given or subsequently and may be terminated by the Directors at any time. A Director shall comply with any obligations imposed on him by the Directors pursuant to any such authorisation.

(e) A Director shall not, save as otherwise agreed by him, be accountable to the Company for any benefit which he (or a person connected with him) derives from any matter authorised by the Directors under this Article and any contract, transaction or arrangement relating thereto shall not be liable to be avoided on the grounds of any such benefit.

DIRECTORS MAY HAVE INTERESTS

97B (a) Subject to compliance with Article 97B(b), a Director, notwithstanding his office, may have an interest of the following kind:

(i) where a Director (or a person connected with him) is a director or other officer of, or employed by, or otherwise interested (including by the holding of shares) in any Relevant Company;

(ii) where a Director (or a person connected with him) is a party to, or otherwise interested in, any contract, transaction or arrangement with a Relevant Company, or in which the Company is otherwise interested;

(iii) where the Director (or a person connected with him) acts (or any firm of which he is a partner, employee or member acts) in a professional capacity for any Relevant Company (other than as Auditor) whether or not he or it is remunerated therefore;

(iv) an interest which cannot reasonably be regarded as likely to give rise to a conflict of interest;

(v) an interest, or a transaction or arrangement giving rise to an interest, of which the Director is not aware;

(vi) any matter authorised under Article 97A(a); or

(vii) any other interest authorised by Ordinary Resolution.

No authorisation under Article 97A shall be necessary in respect of any such interest.

(b) The Director shall declare the nature and extent of any interest permitted under Article 97B(a), and not falling within Article 97B(c), at a meeting of the Directors or in the manner set out in Section 184 or 185 of the Companies Act 2006.

(c) No declaration of an interest shall be required by a Director in relation to an interest:

(i) falling within paragraph (iv) or (v) or (vi) of Article 97B(a);

(ii) if, or to the extent that, the other Directors are already aware of such interest (and for this purpose the other Directors are treated as aware of anything of which they ought reasonably to be aware); or

(iii) if, or to the extent that, it concerns the terms of his service contract (as defined in Section 227 of the Companies Act 2006) that have been or are to be considered by a meeting of the Directors, or by a committee of Directors appointed for the purpose under these Articles.

(d) A Director shall not, save as otherwise agreed by him, be accountable to the Company for any benefit which he (or a person connected with him) derives from any such contract, transaction or arrangement or from any such office or employment or from any interest in any Relevant Company or for such remuneration, each as referred to in Article 97B(a), and no such contract, transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit.

(e) For the purposes of this Article, ''Relevant Company'' shall mean:

(i) the Company;

(ii) a subsidiary undertaking of the Company;

(iii) any holding company of the Company or a subsidiary undertaking of any such holding company;

(iv) any body corporate promoted by the Company; or

(v) any body corporate in which the Company is otherwise interested.

RESTRICTIONS ON QUORUM AND VOTING

97C (a) Save as provided in this Article, and whether or not the interest is one which is authorised pursuant to Article 97A or permitted under Article 97B, a Director shall not be entitled to vote on any resolution in respect of any contract, transaction or arrangement, or any other proposal, in which he (or a person connected with him) is interested. Any vote of a Director in respect of a matter where he is not entitled to vote shall be disregarded.

(b) A Director shall not be counted in the quorum for a meeting of the Directors in relation to any resolution on which he is not entitled to vote.

(c) Subject to the provisions of the Statutes, a Director shall (in the absence of some other interest than is set out below) be entitled to vote, and be counted in the quorum, in respect of any resolution concerning any contract, transaction or arrangement, or any other proposal:

(i) in which he has an interest of which he is not aware;

(ii) in which he has an interest which cannot reasonably be regarded as likely to give rise to a conflict of interest;

(iii) in which he has an interest only by virtue of interests in shares, debentures or other securities of the Company, or by reason of any other interest in or through the Company;

(iv) which involves the giving of any security, guarantee or indemnity to the Director or any other person in respect of (i) money lent or obligations incurred by him or by any other person at the request of or for the benefit of the Company or any of its subsidiary undertakings; or (ii) a debt or other obligation of the Company or any of its subsidiary undertakings for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security;

(v) concerning an offer of shares or debentures or other securities of or by the Company or any of its subsidiary undertakings (i) in which offer he is or may be entitled to participate as a holder of securities; or (ii) in the underwriting or sub-underwriting of which he is to participate;

(vi) concerning any other body corporate in which he is interested, directly or indirectly and whether as an officer, shareholder, creditor, employee or otherwise, provided that he (together with persons connected with him) is not the holder of, or beneficially interested in, one per cent or more of the issued equity share capital of any class of such body corporate or of the voting rights available to members of the relevant body corporate;

(vii) relating to an arrangement for the benefit of the employees or former employees of the Company or any of its subsidiary undertakings which does not award him any privilege or benefit not generally awarded to the employees or former employees to whom such arrangement relates;

(viii) concerning the purchase or maintenance by the Company of insurance for any liability for the benefit of Directors or for the benefit of persons who include Directors;

(ix) concerning the giving of indemnities in favour of Directors;

(x) concerning the funding of expenditure by any Director or Directors on (i) defending criminal, civil or regulatory proceedings or actions against him or them, (ii) in connection with an application to the court for relief, or (iii) defending him or them in any regulatory investigations;

(xi) the doing of anything to enable any Director or Directors to avoid incurring expenditure as described in paragraph (x); and

(xii) in respect of which his interest, or the interest of Directors generally, has been authorised by Ordinary Resolution.

(d) Where proposals are under consideration concerning the appointment (including fixing or varying the terms of appointment) of two or more Directors to offices or employments with the Company (or any body corporate in which the Company is interested), the proposals may be divided and considered in relation to each Director separately. In such case, each of the Directors concerned (if not debarred from voting under paragraph (vi) of Article 97C(c)) shall be entitled to vote, and be counted in the quorum, in respect of each resolution except that concerning his own appointment or the fixing or variation of the terms thereof.

(e) If a question arises at any time as to whether any interest of a Director prevents him from voting, or being counted in the quorum, under this Article, and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive, except in a case where the nature or extent of the interest of such Director has not been fairly disclosed. If any such question shall arise in respect of the chairman of the meeting, the question shall be decided by resolution of the Directors and the resolution shall be conclusive except in a case where the nature or extent of the interest of the chairman of the meeting (so far as it is known to him) has not been fairly disclosed to the Directors.

CONFIDENTIAL INFORMATION

97D (a) Subject to Article 97D(b), if a Director, otherwise than by virtue of his position as Director, receives information in respect of which he owes a duty of confidentiality to a person other than the Company, he shall not be required:

(i) to disclose such information to the Company or to the Directors, or to any Director, officer or employee of the Company; or

(ii) otherwise use or apply such confidential information for the purpose of or in connection with the performance of his duties as a Director.

(b) Where such duty of confidentiality arises out of a situation in which the Director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company, Article 97D(a) shall apply only if the conflict arises out of a matter which has been authorised under Article 97A above or falls within Article 97B above.

(c) This Article is without prejudice to any equitable principle or rule of law which may excuse or release the Director from disclosing information, in circumstances where disclosure may otherwise be required under this Article.

DIRECTORS' INTERESTS – GENERAL

97E (a) For the purposes of Articles 97A to 97E:

(i) an interest of a person who is connected with a Director shall be treated as an interest of the Director; and

(ii) Section 252 of the Companies Act 2006 shall determine whether a person is connected with a Director.

(b) Where a Director has an interest which can reasonably be regarded as likely to give rise to a conflict of interest, the Director shall if so requested by the Directors take such additional steps as may be necessary or desirable for the purpose of managing such conflict of interest, including compliance with any procedures laid down from time to time by the Directors for the purpose of managing conflicts of interest generally and/or any specific procedures approved by the Directors for the purpose of or in connection with the situation or matter in question, including without limitation:

(i) absenting himself from any meetings of the Directors at which the relevant situation or matter falls to be considered; and

(ii) not reviewing documents or information made available to the Directors generally in relation to such situation or matter and/or arranging for such documents or information to be reviewed by a professional adviser to ascertain the extent to which it might be appropriate for him to have access to such documents or information.

(c) The Company may by Ordinary Resolution ratify any contract, transaction or arrangement, or other proposal, not properly authorised by reason of a contravention of any provisions of Articles 97A to 97E.

2. Directors' indemnities and loans to fund expenditure

(i) The heading ''INDEMNITY'' should be deleted and replaced with ''DIRECTORS' LIABILITIES''.

(ii) Article 143.1 should be deleted and replaced with the following:

143.1 Subject to the provisions of, and so far as may be permitted by and consistent with, the Statutes and rules made by the UK Listing Authority, every Director and officer of the Company and of each of the Associated Companies of the Company shall be indemnified by the Company out of its own funds against (a) any liability incurred by or attaching to him in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or any Associated Company of the Company other than (i) any liability to the Company or any Associated Company and (ii) any liability of the kind referred to in Section 234(3) of the Companies Act 2006; and (b) any other liability incurred by or attaching to him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office. Where a Director or officer is indemnified against any liability in accordance with this Article 143.1, such indemnity shall extend to all costs, charges, losses, expenses and liabilities incurred by him in relation thereto. Subject to the Companies Acts and rules made by the UK Listing Authority the Company may indemnify a Director of the Company and any Associated Company of the Company if it is the trustee of an occupational pension scheme (within the meaning of Section 235(6) of the Companies Act 2006).

(iii) In the first sentence of Article 143.2, delete the word ''paragraph'' and replace it with ''Article''.

(iv) Article 143.4 should be deleted and replaced with the following:

143.4 Subject to the provisions of and so far as may be permitted by the Statutes and rules made by the UK Listing Authority, the Company (i) may provide a Director or officer of the Company or any Associated Company of the Company with funds to meet expenditure incurred or to be incurred by him in defending any criminal or civil proceedings in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or an Associated Company of the Company; or in connection with any application for relief under the provisions mentioned in 205(5) of the Companies Act 2006 and (ii) may do anything to enable any such Director or officer to avoid incurring such expenditure. The terms set out in Section 205(2) of the Companies Act 2006 shall apply to any provision of funds or other things done under Article 143.4.

(v) A new Article 143.5 should be added after Article 143.4 as follows:

143.5 Subject to the provisions of and so far as may be permitted by the Statutes and rules made by the UK Listing Authority, the Company:

(i) may provide a Director or officer of the Company or any Associated Company of the Company with funds to meet expenditure incurred or to be incurred by him in defending himself in an investigation by a regulatory authority or against action proposed to be taken by a regulatory authority in connection with any alleged negligence, default, breach of duty or breach of trust by him in relation to the Company or any Associated Company of the Company; and

(ii) may do anything to enable any such Director or officer to avoid incurring such expenditure.

In this Article 143 ''Associated Company'' shall have the meaning given thereto by Section 256 of the Companies Act 2006.

3. Convening extraordinary and annual general meetings

(i) The first sentence of Article 50 should be deleted and replaced with the following:

"An Annual General Meeting shall be called by notice of at least twenty one days. An Extraordinary General Meeting shall be called by notice of at least fourteen days."

(ii) In the second sentence of Article 50, delete the word "each" and replace it with the word "either".

4. General

(i) Article 84 should be deleted and replaced with the word "Deleted".

(ii) Article 86 should be deleted and replaced with the following:

86 (A) Each Director shall retire at the Annual General Meeting held in the third calendar year following the year in which he was elected or last re-elected by the Company.

(B) Each Director (other than the Chairman and any director holding an executive office) shall retire at each Annual General Meeting following the ninth anniversary of the date on which he was elected by the Company.

(iii) Article 87 should be deleted and replaced with the following:

87 A Director who retires at any Annual General Meeting shall be eligible for election or re-election unless the Directors otherwise determine.

(iv) Article 88(b) should be amended by adding the word "and" at the end of the sentence.

(v) Article 88(c) should be amended by deleting "; and" and replacing it with a full stop.

(vi) Article 88(d) should be deleted.

Schedule 2

The Jardine Lloyd Thompson Sharesave Option Plan 2008

The principal terms of the Jardine Lloyd Thompson Sharesave Option Plan 2008 (the "Plan") are as follows:

1 Outline

In outline, the Plan provides for employees to be granted options to acquire shares in the Company at a fixed option price (see below). The employees must enter into a savings contract and save up to £250 per month (or such other sum as may be allowed by legislation) for a fixed period of three or five years. These savings, plus the bonus paid under the savings contract, are used to pay the option price when the options are exercised. Options are not pensionable.

2 Invitations to participate

When the Plan is operated, invitations must be sent to all employees and full-time directors of participating group companies who have been continuously employed for a minimum period (which must not exceed five years). Other employees of participating companies may also be permitted to participate.

Invitations will normally be made within 42 days of the announcement of results.

3 Option Price

The option price must not be less than 80% of the market value of the shares on the business day before the date of grant or the average market value over the 5 preceding business days.

4 Plan limits

In any 10 year period, not more than 10% of the issued ordinary share capital of the Company may be issued or be issuable under the Plan and all other employees' share plans operated by the Company. This limit does not include options which have lapsed.

5 Exercise of options

Options are normally exercisable within 6 months after the 3rd or 5th anniversary of the start of the savings contract. Options may however, be exercised early in certain circumstances. These include, for example, an employee leaving because of ill health, retirement, death or redundancy. On cessation of employment for other reasons, options will normally lapse.

6 Change of control, merger or other reorganisation

Options may generally be exercised early on a takeover, scheme of arrangement, merger or other reorganisation. Alternatively, optionholders may be allowed or required to exchange their options for options over shares in the acquiring company.

7 Issue of shares

Any shares issued on the exercise of options will rank equally with shares of the same class in issue on the date of allotment except in respect of rights arising by reference to a prior record date.

8 Variation in share capital

Options may be adjusted following any variation in the share capital of the company.

9 Overseas employees

The Plan may be extended to overseas employees on terms appropriate to the jurisdiction in which they work. These options will not be HMRC approved.

10 Amendments to the Plan

The Directors may amend the Plan as they consider appropriate. However, shareholder approval will be required to amend certain provisions to the advantage of optionholders. These provisions relate to: eligibility; individual and plan limits; option price; rights attaching to options and shares; adjustment of options on variation in the Company's share capital; and the amendment powers.

Shareholder approval is not required for amendments to the Plan to obtain or maintain HMRC approval, or for certain minor amendments. Amendments to the key features of the Plan are subject to the prior approval of HMRC.

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