



CHUAN HUP HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Co. Reg. No. 197000572R)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the THIRTY-NINTH ANNUAL GENERAL MEETING of the Company will be held at The Board Room, 390 Jalan Ahmad Ibrahim, Singapore 629155 on 23 October 2009 at 2.00 p.m. to transact the following businesses:

Ordinary Business:

- To receive and adopt the Audited Accounts for the Financial Year ended 30 June 2009 together with the reports of the Directors and the Auditors thereon. **(Resolution 1)**
- To re-elect Mdm Joanna Young Sau Kwan, who retires by rotation in accordance with Article 86 of the Company's Articles of Association, and who, being eligible, offers herself for re-election. [See Explanatory Note 1] **(Resolution 2)**
- To re-elect Prof. Tan Cheng Han, S.C., who retires by rotation in accordance with Article 86 of the Company's Articles of Association, and who, being eligible, offers himself for re-election. [See Explanatory Note 2] **(Resolution 3)**
- To approve the payment of fees of S\$150,000 for Non-Executive Directors for the Financial Year ended 30 June 2009 (FY 2008: S\$150,000). **(Resolution 4)**
- To appoint Ernst & Young LLP as Auditors of the Company in place of Deloitte & Touche LLP to hold office until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors to fix their remuneration. [Please see Appendix for the details.] **(Resolution 5)**

Special Business:

- To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:
That authority be and is hereby given to the Directors of the Company to:
 - (i) issue shares in the capital of the Company ("**shares**") whether by way of rights, bonus or otherwise; and/or
 - (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,
at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and
- (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,
provided that:
 - the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50 per cent of the issued share capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20 per cent of the issued share capital of the Company (as calculated in accordance with sub-paragraph (2) below);
 - (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of issued share capital shall be based on the issued share capital of the Company at the time this Resolution is passed, after adjusting for:
 - new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
 - any subsequent consolidation or subdivision of shares;
 - in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
 - (unless revoked or varied by the Company in General Meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier. **(Resolution 6)**

By Order of the Board

Valerie Tan May Wei

Company Secretary

CHUAN HUP HOLDINGS LIMITED

7 October 2009

Notes:

- A member of the Company who is entitled to attend and vote at the above Meeting is entitled to appoint a proxy to attend and vote on his behalf. Such proxy need not be a member of the Company.
- The instrument appointing a proxy must be deposited at the registered office of the Company at 390 Jalan Ahmad Ibrahim, Singapore 629155, not less than 48 hours before the time appointed for the Annual General Meeting.

Explanatory Notes:

- Mdm Joanna Young Sau Kwan if re-elected, will continue as the Chairman of the Audit Committee and a member of the Remuneration and Nominating Committees. Mdm Young is considered an independent director.
- Prof. Tan Cheng Han, S.C if re-elected, will continue as the Chairman of the Remuneration Committee and a member of the Audit and Nominating Committees. Prof. Tan is considered an independent director.

Appendix to Notice of Annual General Meeting dated 7 October 2009

This Appendix to the Notice of Annual General Meeting dated 7 October 2009 issued by Chuan Hup Holdings Limited contains additional information for the Ordinary Resolution set out in Item 5 of the Notice. If you are in any doubt as to the action you should take, you should consult your bank manager, stockbroker, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your shares in the capital of Chuan Hup Holdings Limited, you should immediately forward this Appendix, the Notice of Annual General Meeting and the enclosed Proxy Form to the purchaser or the transferee or to the bank, stockbroker or agent through whom you effected the sale or transfer for onward transmission to the purchaser or the transferee.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made or opinions expressed in this Appendix.

Resolution 5 is to appoint Ernst & Young LLP ("**Ernst & Young**") as auditors of the Company in place of Deloitte & Touche LLP ("**Deloitte**") until the next Annual General Meeting and to authorise the Directors of the Company to fix their remuneration.

The Audit Committee (the "**AC**") reviewed the Company's continued engagement of its existing external auditors Deloitte as part of the Company's ongoing efforts to enhance its corporate governance process. Deloitte have been the Company's external auditors for the past 21 years. A change of auditors would enable the Group to benefit from fresh perspective and views of another professional firm and also further enhance the value of the audit.

The Board of Directors reviewed and considered the recommendations of the AC on the proposed change of auditors. The Directors also evaluated the resources and the experience of Ernst & Young. After taking into account the size and complexity of the Group's business, the Directors are of the opinion that Ernst & Young will be able to meet the audit requirements and statutory obligations of the Company and the Group. Accordingly, the Directors confirm that Rule 712 of the Singapore Exchange Securities Trading Limited Listing Manual (the "**Listing Manual**") has been complied with.

Deloitte have confirmed that they are not aware of any professional reasons why Ernst & Young should not accept appointment as auditors of the Company. The Directors have confirmed there were no disagreements with Deloitte on accounting treatments within the last 12 months. The Directors also confirm that they are not aware of any circumstances connected with the change of auditors that should be brought to the attention of the shareholders of the Company.

In accordance with Rule 1203(5) of the Listing Manual, the Directors propose to seek shareholders' approval for the proposed change of auditors from Deloitte to Ernst & Young.

The Directors accept responsibility for the accuracy of the information herein.

For the convenience of shareholders, the Company will arrange for a bus to pick up shareholders attending the above meeting from SBS Bus Stop B23 Boon Lay Way (outside Lakeside MRT Station), on Friday, October 23, 2009. The bus will leave for Chuan Hup Holdings Limited at 1.15 p.m. sharp on that day.