



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 FORTY-FIRST ANNUAL GENERAL MEETING of the Company will be held at The Board Room, 390 Jalan Ahmad Ibrahim, Singapore 629155 on 21 October 2011 at 2.00 p.m. to transact the following businesses:

Ordinary Business:

- To receive and adopt the Audited Financial Statements for the financial year ended 30 June 2011 together with the reports of the Directors and the Auditors thereon. **(Resolution 1)**
- To declare a final dividend of 0.5 Singapore cents per share (one-tier tax exempt) for the financial year ended 30 June 2011. **(Resolution 2)**
- 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 3)**
- 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 4)**
Dr Tan Cheng Bock is also retiring pursuant to Section 153(6) of the Singapore Companies Act, Cap. 50, but is not offering himself for re-appointment.
[See Explanatory Note 3]
- To approve the payment of fees of S\$150,000 for Non-Executive Directors for the financial year ended 30 June 2011 (FY 2010: S\$150,000). **(Resolution 5)**
- To re-appoint Messrs Ernst & Young LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**

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:
 - issue shares in the capital of the Company ("shares") whether by way of rights, bonus or otherwise; and/or
 - make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) 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 total number of issued shares (excluding treasury shares) in the 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 total number of issued shares (excluding treasury shares) in the 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 shares (excluding treasury shares) in the 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 bonus issue or 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 7)**

NOTICE IS ALSO HEREBY GIVEN that the Transfer Books and Register of Members of the Company will be closed on 22 November, 2011 for the preparation of dividend warrants. Duly completed registrable transfers received by the Company's Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) of 8 Cross Street, #11-00, PWC Building, Singapore 048424 (or 80 Robinson Road, #02-00, Singapore 068898 after 31 October 2011 due to relocation of office), up to 5.00 p.m. on 21 November, 2011 will be registered to determine members' entitlements to the proposed dividend.

Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with ordinary shares in the capital of the Company at 5.00 p.m. on 21 November, 2011 will be entitled to the proposed dividend. The proposed dividend, if approved at the Forty-First Annual General Meeting, will be paid on 5 December 2011.

Dated this 5th day of October 2011

By Order of the Board

Valerie Tan May Wei
Company Secretary

Notes:

- A member of the Company who is entitled to attend and vote at the above Meeting is entitled to appoint a proxy and vote on his behalf. Such proxy need not be a member of the Company.
- The instrument appointing a proxy must be lodged 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.
- Dr Tan Cheng Bock will also cease to serve as Chairman of the Nominating Committee and a member of the Audit and Remuneration Committees.

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, 21 October 2011.
The bus will leave for Chuan Hup Holdings Limited at 1.15 p.m. sharp on that day.