

Notice of Annual General Meeting and Closure of Books

CHUAN HUP HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Co. Reg. No. 197000572R)

NOTICE IS HEREBY GIVEN that the Fiftieth Annual General Meeting (“**AGM**”) of Chuan Hup Holdings Limited (“the **Company**”) will be convened and held by way of electronic means (see Notes 1 to 8) on Thursday, 29 October 2020 at 10.30 a.m. to transact the following business:

ORDINARY BUSINESS:

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| 1. | To receive and adopt the Directors’ Statement and Audited Financial Statements for the financial year ended 30 June 2020 and the Auditor’s Report thereon. | Ordinary Resolution 1 |
| 2. | To declare a final special tax exempt one-tier dividend of 1 SG cent per ordinary share for the financial year ended 30 June 2020. | Ordinary Resolution 2 |
| 3. | To re-elect Mr Peh Siong Woon Terence who is retiring by rotation under Regulation 85 of the Company’s Constitution and who, being eligible, offers himself for re-election. | Ordinary Resolution 3 |
| 4. | To re-elect Mr Lim Kwee Siah who is retiring by rotation under Regulation 85 of the Company’s Constitution and who, being eligible, offers himself for re-election. | Ordinary Resolution 4 |
| 5. | To approve the sum of SGD162,000 to be paid to Non-Executive Directors as Directors’ fees for the financial year ended 30 June 2020 (FY2019: SGD195,100). | Ordinary Resolution 5 |
| 6. | To re-appoint Ernst & Young LLP as Auditor of the Company and to authorise the Directors to fix their remuneration. | Ordinary Resolution 6 |

(B) SPECIAL BUSINESS:

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

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| 7. | That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the “ Companies Act ”), authority be and is hereby given to the Directors of the Company to:

(a) (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

(b) (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, | Ordinary Resolution 7 |
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provided that:

- (1) 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 and subsidiary holdings) 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 and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (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 shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Resolution is passed, after adjusting for:
 - (i) 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
 - (ii) any subsequent bonus issue or consolidation or subdivision of shares;and, in sub-paragraph (1) above and this sub-paragraph (2), “subsidiary holdings” has the meaning given to it in the Companies Act;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST (“**Listing Manual**”) for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (4) (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.

8. That approval be and is hereby given:

Ordinary Resolution 8

- (a) for the purposes of Sections 76C and 76E of the Companies Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company (the “**Shares**”) not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:
 - (i) an on-market share acquisition (“**On-Market Purchase**”) transacted on the SGX-ST trading system, through one or more duly licensed stockbrokers appointed by the Company for such purpose; and/or
 - (ii) off-market share acquisition (“**Off-Market Purchase**”) pursuant to an equal access scheme(s) as may be determined or formulated by the Directors in their discretion, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act, and otherwise be in accordance with all other laws, the Listing Manual and other regulations and rules of the SGX-ST,(the “**Mandate**”);

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- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Mandate may be exercised by the Directors of the Company at any time and from time to time, on and from the date of passing of this Resolution up to:
- (i) the date on which the next annual general meeting of the Company is held or required by law to be held; or
 - (ii) the date on which the authority conferred by the Share Buy Back Mandate is revoked or varied by the Company in general meeting, whichever is the earlier; or
 - (iii) the date on which the Share buy back is fulfilled up to the full extent of the Share Buy Back Mandate; and
- (c) the Directors of the Company and/or any of them be and is hereby authorised to do such acts and things (including, without limitation, entering into all transactions, arrangements and agreements and executing such documents) as they and/or he may consider necessary or expedient to give effect to this resolution.

In this resolution:

“Maximum Limit” means that number of Shares representing 10% of the issued ordinary share capital of the Company as at the date of the passing of this Resolution, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act at any time during the Relevant Period (as defined below), in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered. Any of the Shares held by the Company as treasury shares and subsidiary holdings shall be disregarded for purposes of computing the 10% limit of the issued ordinary share capital of the Company;

“Maximum Price” in relation to a Share to be purchased or acquired, means the price paid per Share which does not exceed 105% of the average of the closing market prices of the Shares over the last five (5) market days, on which transactions in the Shares were recorded, before the day on which the purchases are made and deemed to be adjusted for any corporate action that occurs during the relevant five (5) day period; and the day on which the purchases are made;

“Relevant Period” means the period commencing from the date of passing of this Resolution and expiring on the date the next annual general meeting of the Company is held or is required by law to be held, or the date on which the purchases of the Shares are carried out to the full extent mandated, whichever is earlier, unless prior to that, it is varied or revoked by resolution of the shareholders of the Company in general meeting; and

“subsidiary holdings” has the meaning ascribed to it in the Companies Act.

The Maximum Price shall apply to both On-Market Purchases and Off-Market Purchases and shall exclude brokerage fees, commission, stamp duties payable, applicable goods and services tax, clearance fees and other related expenses.

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NOTICE IS ALSO HEREBY GIVEN that, subject to the approval of shareholders for the final special dividend being obtained at the Fiftieth AGM to be held on 29 October 2020, the Transfer Books and the Register of Members of the Company will be closed on 5 November 2020 for the preparation of dividend warrants.

Duly completed registrable transfers in respect of ordinary shares of the Company received by the Company's Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) at 80 Robinson Road, #02-00, Singapore 068898 up to 5.00 p.m. on 4 November 2020, will be registered to determine shareholders' entitlements to the proposed final special dividend. Shareholders whose Securities Accounts with The Central Depository (Pte) Limited are credited with ordinary shares in the capital of the Company as at 5.00 p.m. on 4 November 2020, will be entitled to the proposed final special dividend.

The final special dividend, if approved by shareholders at the AGM, will be paid on 13 November 2020.

By Order of the Board

Valerie Tan May Wei

Company Secretary
6 October 2020

Explanatory Notes

1. This AGM is being convened and will be held by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice of AGM will not be sent to members. Instead, this Notice of AGM will be sent to members by electronic means via publication on the Company's website at <http://www.chuanhup.com.sg/agmegm.html> and the SGXNet.
2. The proceedings of this AGM will be broadcasted "live" through an audio-visual webcast or live audio-only stream. Members and investors holding Shares through the Central Provident Fund ("CPF") or Supplementary Retirement Scheme ("SRS") ("CPF/SRS investors") who wish to follow the proceedings must pre-register at <http://www.chuanhup.com.sg/agmegm.html> no later than 10.30 a.m. on 26 October 2020. Following verification, an email containing instructions on how to join the "live" broadcast will be sent to authenticated persons by 28 October 2020.

Investors holding Shares through relevant intermediaries (as defined in Section 181 of the Companies Act) ("Investors") (other than CPF/SRS investors) will **not** be able to pre-register at <http://www.chuanhup.com.sg/agmegm.html> for the "live" broadcast of the AGM. An Investor (other than CPF/SRS investors) who wish to participate in the "live" broadcast of the AGM should instead approach his/her relevant intermediary as soon as possible in order for the relevant intermediary to make the necessary arrangements to pre-register. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/Passport number) to the Company's Share Registrar, Tricor Barbinder Share Registration Services, via email to sg.is.proxy@sg.tricorglobal.com no later than 10.30 a.m. on 26 October 2020.
3. **Due to the current COVID situation in Singapore, a member will not be able to attend the AGM in person. A member (whether individual or corporate) must appoint the Chairman of the AGM ("Chairman") as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM. The Chairman, as proxy, need not be a member of the Company.** The instrument for the appointment of proxy ("proxy form") may be accessed at the Company's website at <http://www.chuanhup.com.sg/agmegm.html> or the SGXNet. Where a member (whether individual or corporate) appoints the Chairman as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman as proxy for that resolution will be treated as invalid.
4. The proxy form is not valid for use by Investors (including CPF/SRS investors) and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor who wishes to vote should instead approach his/her/its relevant intermediary as soon as possible to specify his/her/its voting instructions. A CPF/SRS investor who wishes to vote should approach his/her CPF Agent Bank or SRS Operator by 10.30 a.m. on 20 October 2020, being 7 working days before the date of the AGM to submit his/her voting instructions.

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5. **The proxy form must be submitted to the Company in the following manner:**

- (a) if submitted by post, be lodged with the Company's Share Registrar, Tricor Barbinder Share Registration Services (A division of Tricor Singapore Pte. Ltd.), at 80 Robinson Road #02-00 Singapore 068898; or
- (b) if submitted electronically, be submitted via email to sg.is.proxy@sg.tricorglobal.com,

in either case, **by 10.30 a.m. on 26 October 2020, being 72 hours before the time appointed for holding this AGM.**

A member who wishes to submit the proxy form must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

6. In the case of members of the Company whose Shares are entered against their names in the Depository Register, the Company may reject any proxy form submitted if such members are not shown to have Shares entered against their names in the Depository Register (as defined in Part IIIAA of the Securities and Futures Act, Chapter 289 of Singapore), as at 72 hours before the time appointed for holding this AGM as certified by The Central Depository (Pte) Limited to the Company.

7. **Members and Investors will not be able to ask questions "live" during the broadcast of this AGM. All members and Investors may submit questions relating to the business of this AGM by 10.30 a.m. on 26 October 2020:**

- (a) via the pre-registration website at <http://www.chuanhup.com.sg/agmegm.html>;
- (b) by email to sg.is.proxy@sg.tricorglobal.com; and/ or
- (c) by post to the Company's Share Registrar, Tricor Barbinder Share Registration Services (A division of Tricor Singapore Pte. Ltd.), at 80 Robinson Road #02-00 Singapore 068898.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult to submit questions by post, members and Investors are strongly encouraged to submit their questions via the pre-registration website or by email.

The Company will endeavour to address all substantial and relevant questions either prior to the AGM (via an announcement on SGXNet and the Company's website) or during the AGM.

8. All documents (including the Annual Report 2020, proxy form, this Notice of AGM and Appendix to this Notice of AGM) or information relating to the business of this AGM have been, or will be, published on SGXNet and the Company's website at <http://www.chuanhup.com.sg/agmegm.html>. **Printed copies of the documents will not be despatched to members.** Members and Investors are advised to check SGXNet and/or the Company's website regularly for updates.
9. In relation to Ordinary Resolution 3, Mr Peh Siong Woon Terence, will upon re-election, continue to serve as the Chief Executive Officer. Mr Peh is considered a non-independent director. Please refer to the section on "Board of Directors" and "Additional Information on Directors Seeking Re-Election" in the Annual Report 2020 for detailed information on Mr Peh.
10. In relation to Ordinary Resolution 4, Mr Lim Kwee Siah, will upon re-election, continue to serve as a member of the Audit and Remuneration Committees. Mr Lim is considered a non-independent director. Please refer to the section on "Board of Directors" and "Additional Information on Directors Seeking Re-Election" in the Annual Report 2020 for detailed information on Mr Lim.
11. Ordinary Resolution 8 if passed, will empower the Directors of the Company, effective until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier, to repurchase ordinary shares of the Company by way of On-Market Purchase or Off-Market Purchase of up to 10% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the Maximum Price. Information relating to the Share Buy Back Mandate, such as the rationale, the authority and limits, the source of funds to be used for the purchase or acquisition and the financial effects of the Share Buy Back Mandate based on the audited consolidated financial statements of the Group for the financial period ended 30 June 2020 are set out in greater detail in the Appendix to this Notice of AGM.
12. **Personal Data Privacy:**
By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "Purposes").

In the case of a member who is a relevant intermediary, by submitting the consolidated list of participants set out in Note 2 of this Notice of AGM, such member represents and warrants that it has obtained the prior consent of the individuals for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such individuals by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the participation of such individuals in the broadcast and proceedings of the AGM (including any adjournment thereof), and the preparation and compilation of the attendance lists, minutes and record of questions asked, and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with the Purposes.