



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-SIXTH ANNUAL GENERAL MEETING of the Company will be held at The Board Room, 390 Jalan Ahmad Ibrahim, Singapore 629155 on 20 October 2006 at 2.00 p.m. to transact the following businesses:

Ordinary Business:

1. To receive and adopt the Audited Accounts for the Financial Year ended 30 June 2006 together with the reports of the Directors and the Auditors thereon. (Resolution 1)
2. To declare a final dividend of SGD0.5 cents per share (one-tier tax exempt) for the Financial Year ended 30 June 2006. (Resolution 2)
3. To re-elect Mr Peh Siang Woon Terence who ceases to hold office in accordance with Article 81 of the Company's Articles of Association, and who, being eligible, offers himself for re-election. (Resolution 3)
4. To re-elect Dr Tan Cheng Bock 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. (Resolution 4)
[See Explanatory Note 1]
5. 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. (Resolution 5)
[See Explanatory Note 2]
6. To approve the payment of fees of S\$150,000 for Non-Executive Directors for the Financial Year ended 30 June 2006 (FY2005: S\$220,000). (Resolution 6)
5. To appoint Auditors and to authorise the Directors to fix their remuneration. (Resolution 7)
6. To transact any other business of an Annual General Meeting.

Special Business:

7. 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:
 - (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,
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 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);
 - (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 share capital shall be based on the issued share 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 consolidation or subdivision of shares;
 - (3) 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
 - (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. (Resolution 8)

NOTICE IS ALSO HEREBY GIVEN that the Transfer Book and Register of Members of the Company will be closed on 1 November 2006 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, up to 5.00 p.m. on 31 October 2006 will be registered to determine members' entitlements to the proposed dividend.

Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with Shares at 5.00 p.m. on 31 October 2006 will be entitled to the proposed dividend. The proposed dividend, if approved at the 36th Annual General Meeting, will be paid on 8 November 2006.

Dated this 4th day of October 2006

By Order of the Board

Valerie Tan May Wei
Company Secretary

Notes:

1. 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.
2. 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:

- 1) Dr Tan Cheng Bock, if re-elected, will continue as the Chairman of the Nominating Committee and a member of the Audit and Remuneration Committees. Dr Tan is considered an independent director.
- 2) 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.



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Notice of Extraordinary General Meeting

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Shareholders of **CHUAN HUP HOLDINGS LIMITED** will be held on 20 October 2006 at The Board Room, 390 Jalan Ahmad Ibrahim, Singapore 629155 at 2.15 p.m. (or immediately after the conclusion or adjournment of the Annual General Meeting of the Company to be held at 2.00 p.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing the following resolution with or without any modifications:-

ORDINARY RESOLUTION

Renewal of the Share Repurchase Mandate

That the Board of the Company be and is hereby authorised to purchase on the Singapore Exchange Securities Trading Limited (**SGX-ST**) from time to time up to 10% of the number of shares of the Company (**Shares**) as at the date hereof at varying prices of up to but not exceeding 5% above the Average Closing Price (which shall mean (a) the average of the closing market prices of the Shares over the last 5 market days on which transactions in the Shares were recorded preceding the day of the relevant market purchase by the Company and (b) deemed to be adjusted for any corporate action that occurs after the relevant 5-day period), in accordance with the "Guidelines on Share Purchases" set out in Annexure A to the Circular to Shareholders dated 4 October 2006 (**Circular**), and this mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the date the next annual general meeting of the Company is held or the latest date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.

By Order of the Board

Valerie Tan
Company Secretary
4 October 2006
Singapore

Notes:

1. A Shareholder entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a Shareholder of the Company.
2. 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 forty-eight (48) hours before the time for holding the Extraordinary General Meeting.