



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

NOTICE OF ANNUAL GENERAL MEETING AND CLOSURE OF BOOKS

NOTICE IS HEREBY GIVEN that the Forty-Ninth Annual General Meeting of Chuan Hup Holdings Limited (“the **Company**”) will be held at the Theatre, Level 2, The JTC Summit, 8 Jurong Town Hall Road, Singapore 609434 on Tuesday, 29 October 2019 at 10.30 a.m. to transact the following business:

(A) 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 2019 and the Auditor's Report thereon. | Ordinary Resolution 1 |
| 2. To declare a final tax one-tier dividend of 1 SG cent per ordinary share for the financial year ended 30 June 2019. | Ordinary Resolution 2 |
| 3. To re-elect Mr Lo Pang Foo Steven 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 Peh Kwee Chim 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 SGD195,100 to be paid to Non-Executive Directors as Directors' fees for the financial year ended 30 June 2019 (FY2018: SGD192,200). | 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: | Ordinary Resolution 7 |
| (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 offering, 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 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 <i>pro rata</i> 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 (the “ 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 ”); | |
| (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 which occurs after the relevant five (5) day period; and

“**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.

“**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.

NOTICE IS ALSO HEREBY GIVEN that, subject to the approval of shareholders for the final dividend being obtained at the Forty-Ninth Annual General Meeting to be held on 29 October 2019, the Transfer Books and the Register of Members of the Company will be closed on 5 November 2019 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 2019, will be registered to determine shareholders' entitlements to the proposed final 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 2019, will be entitled to the proposed final dividend.

The final dividend, if approved by shareholders at the Annual General Meeting, will be paid on 13 November 2019.

By Order of the Board

Valerie Tan May Wei

Company Secretary

7 October 2019

Explanation Notes

- In relation to Ordinary Resolution 3, Mr Lo Pang Foo Steven, will upon re-election, continue to serve as the Chairman of the Board, the Chairman of the Remuneration and Nominating Committees and a member of the Audit Committee. Mr Lo is considered an independent director. Please refer to the section on Board of Directors in the Annual Report 2019 for further details on Mr Lo.
- In relation to Ordinary Resolution 4, Mr Peh Kwee Chim, will upon re-election, continue to serve as a member of the Nominating Committee. Mr Peh is considered a non-independent director. Please refer to the section on Board of Directors in the Annual Report 2019 for further details on Mr Peh.
- Ordinary Resolution 8 if passed, will empower the Directors of the Company, effective 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, 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 2019 are set out in greater detail in the Appendix to this Notice of Annual General Meeting.
- Personal Data Privacy:**
By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting 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 proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (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”), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.