

**HIAP HOE LIMITED**

Registration Number: 199400676Z  
(Incorporated in Singapore)

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**NOTICE OF ANNUAL GENERAL MEETING**

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NOTICE IS HEREBY GIVEN that the Annual General Meeting of Hiap Hoe Limited (“the Company”) will be held at Merlion Room, Superbowl Golf & Country Club, 6 Marina Green, Singapore 019799 on Friday, 21 April 2006 at 11.00 a.m. for the following purposes:

**AS ORDINARY BUSINESS**

1. To receive and adopt the Directors’ Report and the Audited Accounts of the Company for the year ended 31 December 2005 together with the Auditors’ Report thereon. (Resolution 1)
2. To declare a Tax Exempt 1-Tier first and final dividend of 0.125 cents per ordinary share for the year ended 31 December 2005. (Resolution 2)
3. To re-elect the following Directors retiring pursuant to Article 106 of the Company’s Articles of Association:  
Dr Wang Kai Yuen (Resolution 3)  
Mr Chan Boon Hui (Resolution 4)

Dr Wang will, upon re-election as a Director of the Company, remain a member of the Audit Committee and Chairman of Nominating and Remuneration Committees respectively and will be considered independent.

Mr Chan will, upon re-election as a Director of the Company, remain a member of the Audit Committee, Nominating Committee and Remuneration Committee respectively and will be considered independent.

4. To pass the following Ordinary Resolution pursuant to Section 153(6) of the Companies Act, Cap. 50:  
“That pursuant to Section 153(6) of the Companies Act, Cap. 50, Mr Teo Guan Seng,BBM re-appointed a Director of the Company to hold office until the next Annual General Meeting.”  
[See Explanatory Note (i)]

Mr Teo, will, upon re-appointment as a Director of the Company, remain a member of the Nominating Committee and will be considered non-independent. (Resolution 5)

5. To approve the payment of Directors’ fees of S\$105,000 for the year ended 31 December 2005 (previous year: S\$81,000). (Resolution 6)
6. To re-appoint Ernst & Young as the Company’s Auditors and to authorise the Directors to fix their remuneration. (Resolution 7)
7. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

## AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

8. Authority to allot and issue shares up to 50 per centum (50%) of issued shares in the capital of the Company.

That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, the Directors be empowered to allot and issue shares and convertible securities in the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares (including shares to be issued in accordance with the terms of convertible securities issued, made or granted pursuant to this Resolution) to be allotted and issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the issued shares in the capital of the Company at the time of the passing of this Resolution, of which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to all shareholders of the Company shall not exceed twenty per centum (20%) of the issued shares in the capital of the Company and that such authority shall, unless revoked or varied by the Company in general meeting, continue in force (i) until the conclusion of the Company's next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier or (ii) in the case of shares to be issued in accordance with the terms of convertible securities issued, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of such convertible securities.

[See Explanatory Note (ii)]

(Resolution 8)

9. Authority to allot and issue shares under the Hiap Hoe Limited's Employees' Share Option Scheme.

10. That pursuant to section 161 of the Companies Act, Cap 50, the Directors be authorised and empowered to allot and issue shares of the Company to all the holders of options granted by the Company, whether granted during the subsistence of this authority or otherwise, under the Hiap Hoe Share Option Scheme 2004 ("the Scheme") upon the exercise of such options and in accordance with the terms and conditions of the Scheme, provided always that the aggregate number of additional ordinary shares to be allotted and issued pursuant to the Scheme shall not exceed fifteen per centum (15%) of the issued shares in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the Company's next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (iii)]

(Resolution 9)

By Order of the Board  
Lim Siew Fay, Sophia  
Company Secretary  
Singapore, 5 April 2006

Explanatory Notes:

- (i) The effect of the Ordinary Resolution 5 proposed in item 4 above, is to re-appoint a director who is over 70 years of age.
- (ii) The Ordinary Resolution 8 proposed in item 8 above, if passed, will empower the Directors from the date of this Meeting until the date of the next Annual General Meeting, or the date by which the next Annual General Meeting is required by law to be held or when varied or revoked by the Company in general meeting, whichever is the earlier, to allot and issue

shares and convertible securities in the Company. The number of shares and convertible securities that the Directors may allot and issue under this resolution would not exceed fifty per centum (50%) of the issued shares in the capital of the Company at the time of the passing of this resolution. For issue of shares and convertible securities other than on a pro rata basis to all shareholders, the aggregate number of shares and convertible securities to be issued shall not exceed twenty per centum (20%) of the issued shares in the capital of the Company.

For the purpose of this resolution, the percentage of issued shares is based on the issued shares in the capital of the Company at the time this proposed Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this proposed Ordinary Resolution is passed and any subsequent consolidation or subdivision of shares.

- (iii) The Ordinary Resolution 9 proposed in item 9 above, if passed, will empower the Directors of the Company, from the date of this Meeting until the next Annual General Meeting, or the date by which the next Annual General Meeting is required by law to be held or when varied or revoke by the Company in general meeting, whichever is the earlier, to allot and issue shares in the Company of up to a number not exceeding in total fifteen per centum (15%) of the issued ordinary shares in the capital of the Company from time to time pursuant to the exercise of the options under the Scheme.

Notes :

1. A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a Member of the Company.
2. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 564A Balestier Road, Singapore 329880 not less than forty-eight (48) hours before the time appointed for holding the Meeting.