



Hiap Hoe Limited

(Registration Number: 199400676Z)

(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Hiap Hoe Limited (the "Company") will be held at Orchard Hotel, Lavender Room, 442 Orchard Road, Singapore 238879, on 20 April 2010 at 12 noon (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 11.30 a.m. on the same day and at same place) for the purpose of considering and, if thought fit, passing with or without modifications the following resolution:

ORDINARY RESOLUTION

THE PROPOSED HIAP HOE PERFORMANCE SHARE PLAN

THAT:

- (a) the performance share plan to be known as the "Hiap Hoe Performance Share Plan" ("Plan") particulars of which are set out in the Circular, under which awards ("Awards") of Shares will be granted, free of charge, to selected employees of the Group, be and is hereby approved.
- (b) the Board of Directors of the Company be and is hereby authorised:
 - (i) to establish and administer the Plan;
 - (ii) to modify and/or amend the Plan from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Plan and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Plan;
 - (iii) to grant Awards in accordance with the provisions of the Plan and pursuant to Section 161 of the Companies Act, to allot and issue from time to time such number of fully paid-up Shares in the capital of the Company as may be required to be issued pursuant to the vesting of Awards provided that the aggregate number of Shares available under the Plan and any other share based schemes of the Company, and the Plan, shall not exceed fifteen per cent. (15%) of the issued Shares of the Company (excluding any shares held in treasury) from time to time;
 - (iv) subject to the same being allowed by law, to apply any share purchased or acquired under any share purchase mandate and to deliver such existing Shares (including any shares held in treasury) towards the satisfaction of Awards granted under the Plan; and
 - (v) to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this Resolution.

On Behalf of the Board

Mr. Teo Ho Beng

Chief Executive Officer and Managing Director

Singapore, 5 April 2010

NOTES:

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his behalf. A proxy need not be a member of the Company.
2. Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy. If no such proportion or number is specified, the first named proxy may be treated as representing 100 per cent of the shareholding and any second named proxy as an alternate to the first named.
3. The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be either under its common seal or under the hand of any duly authorised officer or attorney duly authorised. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company shall be attached to the instrument of proxy).
4. The instrument appointing a proxy must be deposited at the registered office of the Company at 564A Balestier Road, Singapore 329880 not less than 48 hours before the time of the Meeting.
5. Investors who have used their CPF account savings to buy shares in the capital of the Company and who wish to attend the Extraordinary General Meeting as observers are to register with their respective CPF agent banks.
6. Unless defined herein, capitalised terms in the Resolutions set out in this Notice of EGM shall bear the same meanings as in the Circular to Shareholders dated 5 April 2010.