



HUAN HSIN HOLDINGS LTD

(Incorporated in the Republic of Singapore)
(Company Registration Number: 199509142R)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Eleventh Annual General Meeting of Huan Hsin Holdings Ltd will be held at Raffles Hotel, Casuarina Suite B, Level 3 (via Seah Street entrance) 1 Beach Road, Singapore 189673 on Monday, April 23, 2007 at 2.00 p.m., for the following purposes: -

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and Audited Accounts of the Company for the financial year ended December 31, 2006. **(Resolution 1)**
2. To declare a final tax exempt dividend of 0.8 Singapore cents per ordinary share for the year ended December 31, 2006. **(Resolution 2)**
3. To approve Directors' Fees of S\$230,000/- for the year ended December 31, 2006. (2005: S\$315,000/-) **(Resolution 3)**
4. To re-elect the following Directors retiring in accordance with Article 91 of the Company's Articles of Association: -
 - a) Chew Heng Ching **(Resolution 4a)**
 - b) Lim Hock Beng **(Resolution 4b)**
5. To re-appoint Deloitte & Touche as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following ordinary resolutions with or without any modifications: -

6. "That pursuant to Section 161 of the Companies Act, Cap. 50 and the Listing Manual of the Singapore Exchange Securities Trading Limited, the Directors of the Company be and they are hereby authorised to issue shares in the Company (whether by way of rights, bonus or otherwise) at any time and upon such terms and conditions and for such purposes and to such person as the Directors may in their absolute discretion, deem fit provided that the aggregate number of shares to be issued pursuant to this Resolution does not exceed 50 per centum of the number of issued shares in the capital of the Company at the time of the passing of this Resolution, of which the aggregate number of shares to be issued other than on a pro rata basis to existing shareholders shall not exceed 20 per centum of the number of issued shares in the capital of the Company at the time of the passing of this Resolution and that such authority shall continue in force until the date that the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier, unless revoked or varied at a general meeting of the Company". **(Resolution 6)**
(see explanatory note (i))
7. "That the Directors of the Company be and they are hereby authorised to offer and grant options in accordance with the Huan Hsin Share Option Scheme ("the Scheme") and to issue such shares as may be required to be issued pursuant to the exercise of the options under the Scheme provided always that the aggregate number of shares to be issued pursuant to the Scheme shall not exceed 10 per centum of the number of issued shares in the capital of the Company from time to time". **(Resolution 7)**

ANY OTHER BUSINESS

8. To transact any other ordinary business of an Annual General Meeting of which due notice shall have been given.

By Order of the Board

Juliana Loh Joo Hui
Company Secretary

Singapore, April 4, 2007

NOTE :

1. A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. The instrument appointing a proxy must be deposited at the Registered Office of the Company, 6 Shenton Way #28-09 DBS Building Tower Two, Singapore 068809, not less than 48 hours before the time set for holding the Meeting.
2. Mr Chew Heng Ching, will upon re-election as Director of the Company, continue to serve as a member of the Audit Committee, Remuneration Committee and Chairman of the Nominating Committee and he is considered to be independent by the Board of Directors of the Company.
3. Mr Lim Hock Beng, will upon re-election as Director of the Company, continue to serve as the Chairman of the Audit Committee and a member of the Remuneration Committee and Nominating Committee and he is considered to be independent by the Board of Directors of the Company.

STATEMENT PURSUANT TO ARTICLE 54 OF THE COMPANY'S ARTICLES OF ASSOCIATION

- i) The proposed Resolution 6, if passed, will empower the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares in the Company up to an amount not exceeding in total 50 per centum of the number of issued shares in the capital of the Company for such purposes as they consider would be in the interests of the Company. This authority will, unless previously revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.

The percentage of the issued share capital is based on the number of issued shares in the capital of the Company at the time of the passing of this Resolution after adjusting for (a) new shares arising from the conversion or exercise of convertible securities (b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution and (c) any subsequent consolidation or subdivision of shares.

ii) The proposed Resolution 7, if passed, will empower the Directors of the Company, from the date of the above meeting until the Next Annual General Meeting, to issue shares of up to an amount in aggregate not exceeding 10 per centum of the number of issued shares in the capital of the Company from time to time pursuant to the exercise of the options under the Scheme.