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Miscellaneous

* Asterisks denote mandatory information

Name of Announcer *	HUP SENG HUAT CO LTD
Company Registration No.	197301452D
Announcement submitted on behalf of	HUP SENG HUAT CO LTD
Announcement is submitted with respect to *	HUP SENG HUAT CO LTD
Announcement is submitted by *	Tan Cher Liang and Julie Koh Ngin Joo
Designation *	Company Secretaries
Date & Time of Broadcast	03-Nov-2004 17:16:21
Announcement No.	00025

>> Announcement Details

The details of the announcement start here ...

Announcement Title * NOTICE OF ELEVENTH ANNUAL GENERAL MEETING AND BOOK CLOSURE DATE

Description

NOTICE IS HEREBY GIVEN that the Eleventh Annual General Meeting of Hup Seng Huat Co. Ltd ("the Company") will be held at 116 Neythal Road Singapore 628603 on Tuesday, 23 November 2004 at 2.30 p.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and the Audited Financial Statements of the Company for the year ended 31 July 2004 together with the Auditors' Report thereon. (Resolution 1)

2. To declare a first and final dividend of 5% less income tax at 20% for the year ended 31 July 2004 (2003: 5%). (Resolution 2)

3. To declare a special dividend of 10% less income tax at 20% for the year ended 31 July 2004. (Resolution 3)

4. To re-elect Mr Ong Kian Min as Director under Article 87 of the Company's Articles of Association. (Resolution 4)

Mr Ong Kian Min will, upon re-election as Director of the Company, remain as a member of the Remuneration Committee. He is an Independent Director of the Company.

5. To re-elect the following Directors retiring pursuant to Article 88 of the Company's Articles of Association:

Mr Lim Eng Chong (Resolution 5)
Mr Lim Beo Peng (Resolution 6)

Mr Lim Eng Chong will, upon re-election as Director of the Company, remain as a member of the Nominating and Remuneration Committee. He is a Non-Executive Director.

Mr Lim Beo Peng will, upon re-election as Director of the Company, remain as a member of the Executive and Integration Committee. He is an Executive Director.

6. To note the retirement of Mr Chua Hoo Tai, a Director retiring under Article 88 of the Company's Articles of Association who would not be seeking re-election.

Upon the retirement of Mr Chua Hoo Tai, he will be relinquishing his position as Chairman of the Integration Committee and a member of the Audit and Remuneration Committee.

7. To pass the following 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 Tang See Chim who is over seventy years of age be re-appointed as Director of the Company to hold office until the next Annual General Meeting." (Resolution 7)

Mr Tang See Chim will, upon re-election as a Director of the Company, remain as Chairman of the Remuneration and Audit Committee and a member of the Nominating Committee. He is considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST Listing Manual").

8. To re-appoint Messrs PricewaterhouseCoopers as the Company's Auditors and to authorise the Directors to fix their remuneration. (Resolution 8)

9. 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:

10. To approve the payment of Directors' fees of S$265,750 for the year ended 31 July 2004 (2003: S$196,000). (Resolution 9)

11. Authority to allot and issue shares up to 50 per centum (50%) of issued share capital

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 capital of 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 share 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 share 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 (i)] (Resolution 10)

12. Authority to allot and issue shares under the Hup Seng Huat Employees' Share Option Scheme

That pursuant to Section 161 of the Companies Act, Cap. 50, the Directors be authorised and empowered to allot and issue shares in the capital 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 Hup Seng Huat Employees' Share Option Scheme ("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 five per centum (5%) of the issued share capital of the Company from time to time. [See Explanatory Note (ii)] (Resolution 11)

By Order of the Board

Tan Cher Liang
Julie Koh Ngin Joo
Secretaries
Singapore, 3 November 2004

Explanatory Notes:

(i) The Ordinary Resolution 10 proposed in item 11 above, if passed, will empower the Directors from the date of the above 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 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 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 capital of the Company. For the purpose of this resolution, the percentage of issued capital is based on the Company's issued capital at the time this proposed Ordinary Resolution is passed after adjusting for (a) new shares arising from the conversion of convertible securities or employee share options on issue when this proposed Ordinary Resolution is passed and (b) any subsequent consolidation or subdivision of shares.

(ii) The Ordinary Resolution 11 proposed in item 12 above, if passed, will empower the Directors of the Company, from the date of the above Meeting until the next Annual General Meeting, to allot and issue shares in the Company of up to a number not exceeding in total five per centum (5%) of the issued share 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/its stead. A proxy need not be a Member of the Company.

2. If the appointor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorized officer or attorney.

3. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 10 Collyer Quay #19-08 Ocean Building Singapore 049315 not less than 48 hours before the time appointed for holding the Meeting.

NOTICE OF BOOKS CLOSURE AND DIVIDEND PAYMENT DATE

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of Hup Seng Huat Co. Ltd (the "Company") will be closed on 8 December 2004 for the preparation of dividend warrants.

Duly completed registrable transfers received by the Company's Share Registrar, Barbinder & Co Pte Ltd, 8 Cross Street #11-00, PWC Building, Singapore 048424 up to 5.00 p.m. on 7 December 2004 will be registered to determine shareholders' entitlements to the said dividend. Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with shares at 5.00 p.m. on 7 December 2004 will be entitled to the proposed dividend.

Payment of the dividend, if approved by the members at the Eleventh Annual General Meeting to be held on 23 November 2004 will be made on 28 December 2004.

Attachments:

Total size = **0**
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