

HITCHINS GROUP LTD
(Registration No. 196600189D)
(Incorporated in the Republic of Singapore)
(the "**Company**")

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Company will be held at 30, Toh Guan Road, #07-01, ODC Districentre, Singapore 608840 on the 24th day of October 2005 at 9.00 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and Audited Accounts for the financial year ended 30 June 2005. **Resolution 1**
2. To approve the proposed Directors' fees of \$80,000 (2004: \$80,000). **Resolution 2**
3. To re-elect Mr Ng Tian Huat pursuant to Article 109 of the Articles of Association. **Resolution 3**
4. To re-elect Mr Goh Wan Cha @ Goh Chong Chia pursuant to Article 109 of the Articles of Association. **Resolution 4**

Mr Goh Wan Cha @ Goh Chong Chia will, upon re-election as a Director of the Company, remain as the member of the Audit Committee. He will be considered independent for the purposes of Rule 704(8) of Listing Manual of the Singapore Exchange Securities Trading Limited.

5. To re-elect Mr Tan Chong Huat pursuant to Article 109 of the Articles of Association. **Resolution 5**

Mr Tan Chong Huat will, upon re-election as a Director of the Company, remain as the member of the Audit Committee. He will be considered independent for the purposes of Rule 704(8) of Listing Manual of the Singapore Exchange Securities Trading Limited.

6. To re-appoint Messrs Chio Lim & Associates as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**
7. To transact any other business of the Company which may properly be transacted at an Annual General Meeting.

SPECIAL BUSINESS

To consider and if thought fit to pass the following as Ordinary Resolutions:

8. "That pursuant to Section 161 of the Companies Act, Cap. 50, and the listing rules of the Singapore Exchange Securities Trading Limited, the Directors be and are hereby authorised to issue shares in the Company (whether by way of bonus issue, rights issue or otherwise) 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 provided that:
 - (a) the aggregate number of shares to be issued pursuant to this Resolution does not exceed 50% of the issued share capital of the Company, of which the aggregate number of shares to be issued other than on a pro-rata basis to existing shareholders of the Company does not exceed 20% of the Company's issued share capital;

- (b) for the purpose of determining the aggregate number of shares that may be issued under (a) above, the percentage of issued share capital shall be based on the issued share 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 employee share options that are outstanding when this Resolution is passed, and
 - (ii) any subsequent consolidation or subdivision of shares; and
- (c) unless revoked or varied by the Company in general meeting, such 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."

Resolution 7

9. "That pursuant to Section 161 of the Companies Act, Cap. 50, the directors be and are hereby authorised to allot and issue from time to time such number of shares as may be required to be issued pursuant to the exercise of the options granted under the Hitchins Employees' Share Option Scheme (the "Scheme") provided always that the aggregate number of shares to be issued pursuant to the Scheme shall not exceed 15% of the total issued share capital of the Company from time to time."

Resolution 8

By Order of the Board

Chew Kok Liang
Company Secretary

Date: 8 October 2005

Explanatory Notes:

- a. The proposed ordinary resolution 8 above, if passed, will empower the Directors from the date of the Annual General Meeting until the date of the next Annual General Meeting to issue further shares in the Company. The maximum number of shares, which the Directors may issue under this resolution, shall not exceed the quantum set out in the resolution.
- b. The proposed ordinary resolution 9 above, if passed, will empower the Directors to issue shares in the Company pursuant to the Hitchins Employees' Share Option Scheme, which was duly approved at the Extraordinary General Meeting of the Company held on 13 December 2002.

Note:

- 1. A member entitled to attend and vote this meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.
- 2. If a proxy is to be appointed, the form must be deposited at the registered office of the Company, at 30, Toh Guan Road, #07-01, ODC Districentre, Singapore 608840 not less than 48 hours before the meeting.
- 3. The form of proxy must be signed by the appointor or his attorney duly authorised in writing.
- 4. In case of joint shareholders, all holders must sign the form of proxy.