


MEETING SCHEDULE FOR AGM

* Asterisks denote mandatory information

Name of Announcer *	HIAP SENG ENGINEERING LTD
Company Registration No.	197100300Z
Announcement submitted on behalf of	HIAP SENG ENGINEERING LTD
Announcement is submitted with respect to *	HIAP SENG ENGINEERING LTD
Announcement is submitted by *	Tan Hak Jin
Designation *	Joint Company Secretary
Date & Time of Broadcast	12-Jul-2012 18:02:44
Announcement No.	00102

>> ANNOUNCEMENT DETAILS

The details of the announcement start here ...

Date *	30 Jul 2012
Time *	10:00:AM
Company *	HIAP SENG ENGINEERING LTD
Venue *	28 TUAS CRESCENT SINGAPORE 638719
Attachments	 Notice_of_AGM.pdf Total size = 44K (2048K size limit recommended)



HIAP SENG ENGINEERING LTD

(Incorporated in the Republic of Singapore)
(Company Registration No. 197100300Z)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Hiap Seng Engineering Ltd (the "Company") will be held at Conference Room, 28 Tuas Crescent, Singapore 638719 on Monday, 30 July 2012 at 10.00 a.m for the following purposes:

Ordinary Business

1. To receive and adopt the Directors' Report and Audited Financial Statements of the Company for the financial year ended 31 March 2012 together with the Auditor's Report thereon. **(Resolution 1)**
2. To declare a final one-tier tax exempt dividend of 0.5 Singapore cent per ordinary share for the financial year ended 31 March 2012. **(Resolution 2)**
3. To re-elect Mr Tan Leau Kuee @ Tan Chow Kuee as a director retiring pursuant to Article 91 of the Company's Articles of Association. **(Resolution 3)**
4. To re-elect Dr John Chen Seow Phun as a director retiring pursuant to Article 91 of the Company's Articles of Association.
Dr John Chen Seow Phun will, upon re-election as a director of the Company, remain as the Chairman of the Audit Committee and a member of the Remuneration Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited. **(Resolution 4)**
5. To approve the payment of Directors' fees of S\$217,000 for the financial year ended 31 March 2012 (2011: S\$211,000). **(Resolution 5)**
6. To re-appoint Messrs PricewaterhouseCoopers LLP as the Company's Auditor and to authorise the Directors to fix their remuneration. **(Resolution 6)**
7. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

Special Business

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

8. Re-appointment of director under Section 153(6) of the Companies Act, Cap. 50
"That pursuant to Section 153(6) of the Companies Act, Cap. 50, Mr Tan Lian Chew be re-appointed as a Director of the Company to hold office until the next annual general meeting of the Company." **(Resolution 7)**
9. Authority to allot and issue shares up to fifty per cent (50%) of the total number of issued shares excluding treasury shares.
"That, pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to:-
 - (a) (i) issue shares in the capital of the Company ("shares") whether by way of rights, bonus or otherwise; and/or
(ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,
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; and
 - (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force, provided that:
 - (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent. (50%) of the Company's total number of issued shares excluding treasury shares (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro-rata basis to existing shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed twenty per cent. (20%) of the Company's total number of issued shares excluding treasury shares (as calculated in accordance with sub-paragraph (2) below). Unless prior shareholder approval is required under the Listing Manual of the SGX-ST, an issue of treasury shares will not require further shareholder approval, and will not be included in the aforementioned limits.
 - (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares excluding treasury shares is based on the Company's total number of issued shares excluding treasury shares at the time this Resolution is passed, after adjusting for:
 - (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
 - (ii) any subsequent bonus issue, consolidation or subdivision of shares;
 - (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
 - (4) (unless revoked or varied by the Company in general meeting) the 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 8)**

By Order of the Board

Tan Hak Jin

Low Siew Tian

Joint Company Secretaries

Singapore, 13 July 2012

Explanatory Note:

The Ordinary Resolution no. 8 proposed in item 9 above, if passed, will empower the Directors from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue shares and convertible securities in the Company. The aggregate number of shares (including any shares issued pursuant to the convertible securities) which the Directors may allot and issue under this Resolution will not exceed fifty per cent. (50%) of the Company's total number of issued shares excluding treasury shares of the Company. For issues of shares other than on a pro rata basis to all shareholders, the aggregate number of shares to be issued will not exceed twenty per cent. (20%) of Company's total number of issued shares excluding treasury shares 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 or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier. However, notwithstanding the cessation of this authority, the Directors are empowered to issue shares pursuant to any Instrument made or granted under this authority

Notes:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or two proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
3. The instrument appointing a proxy must be deposited at the registered office of the Company at 4 Benoi Place, Singapore 629925 not less than forty-eight hours (48) before the time for holding the Annual General Meeting.

NOTICE OF BOOK CLOSURE

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of Hiap Seng Engineering Ltd (the "Company") will be closed from 13 August 2012 to 14 August 2012 (both dates inclusive) to determine shareholders' entitlement to the final one-tier tax exempt dividend of 0.5 Singapore cent per ordinary share for the financial year ended 31 March 2012.

Duly completed registrable transfers received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623 up to 5:00 p.m. on 10 August 2012 will be registered to determine shareholders' entitlement to the said dividend. Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with shares at 5:00 p.m. on 10 August 2012 will be entitled to the proposed dividend.

Payment of the dividend, if approved by the members at the Annual General Meeting to be held on 30 July 2012, will be made on 28 August 2012.

By Order of the Board

Tan Hak Jin

Low Siew Tian

Joint Company Secretaries

Singapore, 13 July 2012