



HONG FOK CORPORATION LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No. 196700468N)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifty-seventh Annual General Meeting (“AGM” or “Meeting”) of **HONG FOK CORPORATION LIMITED** will be held at Empress Ballroom 4 & 5, Level 2, Carlton Hotel Singapore, 76 Bras Basah Road, Singapore 189558 on Wednesday, 30 April 2025 at 10.30 a.m. to transact the following business:

As Ordinary Business

- 1

To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2024 and the Auditors' Report thereon.

(Resolution 1)
- 2

To declare a first and final tax exempt (one-tier) dividend at 1 cent per ordinary share for the financial year ended 31 December 2024 (2023: 1 cent final).

(Resolution 2)
- 3

To approve the payment of Directors' fees of \$486,000 for the financial year ending 31 December 2025, to be paid quarterly in arrears (2023: \$477,723). [See Explanatory Note (i)]

(Resolution 3)
- 4

To re-elect Mr Cheong Sim Eng as Director retiring under Regulation 104 of the Constitution of the Company. [See Explanatory Note (ii)]

(Resolution 4)
- 5

To re-elect Mr Chong Weng Hoe as Director retiring under Regulation 104 of the Constitution of the Company. [See Explanatory Note (iii)]

(Resolution 5)
- 6

To re-appoint KPMG LLP, Public Accountants and Chartered Accountants, Singapore, as auditors of the Company and to authorise the Directors to fix their remuneration.

(Resolution 6)

As Special Business

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

- 7

General Authority to Allot and Issue New Shares in the Capital of the Company

“That pursuant to Section 161 of the Companies Act 1967 (the “Act”) and 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 issue shares and convertible securities in the capital of the Company, including additional convertible securities issued pursuant to adjustments and new shares arising from the conversion of convertible securities and additional convertible securities (whether by way of rights, bonus or otherwise or in pursuance of any offer, agreement or option made or granted by the Directors during the continuance of this authority which would or might require shares or convertible securities to be issued during the continuance of this authority or thereafter) at any time to such persons and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit (notwithstanding that such issue of shares pursuant to the offer, agreement or option or the conversion of the convertible securities may occur after the expiration of the authority contained in this Resolution), provided that the aggregate number of shares and convertible securities to be issued pursuant to this Resolution shall not exceed 50% of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company, and provided further that where shareholders of the Company with registered addresses in Singapore are not given an opportunity to participate in the same on a pro-rata basis, then the aggregate number of shares and convertible securities to be issued other than on a pro-rata basis to all existing shareholders of the Company must not exceed 15% of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company, and for the purpose of this Resolution, the percentage of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company shall be based on the Company's total number of issued shares excluding treasury shares and subsidiary holdings of the Company at the time this Resolution is passed (after adjusting for (i) new shares arising from the conversion or exercise of convertible securities, (ii) new shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with the Listing Manual of the SGX-ST and (iii) any subsequent bonus issue, consolidation or subdivision of shares, and provided also that adjustments under (i) and (ii) are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time this Resolution is passed), and unless revoked or varied by the Company in general meeting, such authority 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, and in this Resolution, “subsidiary holdings” has the meaning given to it in the Listing Manual of the SGX-ST.” [See Explanatory Note (iv)]

(Resolution 7)
- 8

Renewal of the Share Buy-Back Mandate

“That the Directors of the Company be and are hereby authorised to make purchases from time to time (whether by way of on-market purchases or off-market purchases in accordance with an equal access scheme) of up to 10% of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company as at the date of this Resolution at any price up to but not exceeding the Maximum Price (as defined in the “Guidelines on Share Purchases” (the “Guidelines”) set out in the Appendix of the Addendum dated 8 April 2025 to shareholders of the Company (being an addendum to the notice of annual general meeting dated 8 April 2025)) in accordance with the Guidelines and this mandate shall, unless revoked or varied by the Company in general meeting, continue in force and expire on the date on which the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier, and in this Resolution, “subsidiary holdings” has the meaning given to it in the Listing Manual of the SGX-ST.” [See Explanatory Note (v)]

(Resolution 8)

BY ORDER OF THE BOARD

LIM GUEK HONG

KOH CHAY TIANG

Company Secretaries

Singapore

8 April 2025

Explanatory Notes:

- (i)

The Ordinary Resolution 3 proposed in item 3 above, if passed, will facilitate the payment of Directors' fees during the financial year in which the fees are incurred, that is during the financial year ending 31 December 2025. In the event that the amount proposed is insufficient, approval will be sought at the next annual general meeting for payments to meet the shortfall.
- (ii)

Detailed information pursuant to Rule 720(6) of the Listing Manual of the SGX-ST on Mr Cheong Sim Eng can be found on pages 3, 30 and 33 of the Annual Report 2024 of the Company.
- (iii)

Mr Chong Weng Hoe, upon re-election as a Director, shall remain as the Chairman of the Remuneration Committee and a Member of the Nominating Committee and Audit and Risk Management Committee. He is considered as an Independent Director for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. Detailed information pursuant to Rule 720(6) of the Listing Manual of the SGX-ST on Mr Chong Weng Hoe can be found on pages 3, 31 and 33 of the Annual Report 2024 of the Company.
- (iv)

The Ordinary Resolution 7 proposed in item 7 above, if passed, will empower the Directors of the Company from the date of this AGM until the next annual general meeting, to issue shares and convertible securities in the capital of the Company, without seeking any further approval from shareholders in general meeting but within the limitation imposed by the Resolution, for such purposes as the Directors may consider to be in the interests of the Company.
- (v)

The Ordinary Resolution 8 proposed in item 8 above relates to the renewal of a mandate originally approved by shareholders of the Company on 30 June 1999 and renewed by shareholders of the Company at all subsequent annual general meetings of the Company, including the previous annual general meeting held on 29 April 2024 authorising the Company to purchase its own shares subject to and in accordance with the “Guidelines on Share Purchases” set out in the Appendix of the Addendum dated 8 April 2025 to shareholders of the Company (being an addendum to the notice of AGM dated 8 April 2025), the Constitution of the Company, the Act, the Listing Manual of the SGX-ST and such other laws and regulations as may for the time being be applicable. The source of funds to be used for the purchase or acquisition of shares including the amount of financing and its impact on the Company's financial position are set out in Sections 5 and 6 of the Addendum dated 8 April 2025.

Notes:

- (a)

Conduct of Meeting

The AGM will be held, in a wholly physical format, at the venue, date and time stated above. There will be no option for members to participate virtually.
- (b)

Annual Report 2024, Addendum, Notice of AGM and Proxy Form

Documents relating to the business of the AGM, which comprise the Annual Report 2024 of the Company for the financial year ended 31 December 2024, Addendum, Notice of AGM and Proxy Form have been sent to members using electronic communications by way of being made available on the Company's website at <http://hongfok.listedcompany.com/>. These documents may also be accessed on SGXNet at <https://www.sgx.com/securities/company-announcements>. Printed copies of this Notice of AGM and the accompanying Proxy Form will also be sent by post to members. Members may request for printed copies of the Annual Report 2024 of the Company and the Addendum by completing and submitting the request form sent to them by post together with printed copies of this Notice of AGM and the accompanying Proxy Form, no later than 16 April 2025 to the Company c/o B.A.C.S Private Limited.
- (c)

Participation in the Meeting

(i)

A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such member's Proxy Form appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the Proxy Form.

(ii)

A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's Proxy Form appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.

“Relevant intermediary” has the meaning ascribed to it in Section 181(6) of the Companies Act 1967.
- (d)

Submission of Written Questions relating to the Agenda of the AGM in advance of the AGM

Members and proxy/proxies, including CPF and SRS investors, may submit questions related to the resolutions to be tabled at the AGM in advance of the AGM and in any case, not later than 12.00 a.m. on 16 April 2025 through any of the following means:

(i)

if submitted by email, to be received by the Company at ir@hongfok.com.sg; or

(ii)

if submitted by post, to be deposited at the registered office of the Company at 300 Beach Road #41-00, The Concourse, Singapore 199555.

and provide the following details for verification purposes:

(i)

full name of the member or proxy/proxies;

(ii)

last 4 digits of NRIC/Passport/Company Registration No.;

(iii)

number of shares held;

(iv)

contact number;

(v)

email address; and

(vi)

the manner in which the member or proxy/proxies hold shares in the Company (e.g. via CDP, CPF/SRS, Physical Scrips).

Any question submitted without the identification details will not be addressed.
- (e)

Publication of Responses to Written Questions

The Company will endeavour to address the substantial and relevant comments and queries (which are related to the resolutions to be tabled for approval at the AGM) received from members either before the deadline for the submission of questions on 16 April 2025 by publishing its responses to such comments and queries, if any, on the Company's website <http://hongfok.listedcompany.com/> and on SGXNet at <https://www.sgx.com/securities/company-announcements> either by 24 April 2025, being at least 48 hours prior to the deadline for submission of Proxy Forms, or at the AGM. Should there be subsequent clarification sought or follow-up comments and queries received after the deadline for the submission of questions on 16 April 2025, the Company will address those substantial and relevant comments and queries prior to the AGM through publication on the Company's website and on SGXNet, or at the AGM.
- (f)

Submission of Proxy Forms

(i)

The instrument appointing proxy/proxies must be submitted to the Company in the following manner:

(1)

if submitted by post, be lodged at the office of the Company's Share Registrar, B.A.C.S. Private Limited, 77 Robinson Road #06-03, Robinson 77, Singapore 068896; or

(2)

if submitted electronically, be submitted via email to the Company's Share Registrar at main@zicoholdings.com,

in either case, by 10.30 a.m. on 28 April 2025, being 48 hours before the time appointed for holding the AGM.

A member who wishes to submit an instrument appointing proxy/proxies must complete and sign the Proxy Form, before scanning and sending it by email to the email address provided above or submitting it by post to the address provided above.

(ii)

Members are strongly encouraged to submit the completed Proxy Form electronically.

(iii)

CPF/SRS investors who hold the Company's shares:

(1)

may vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks/SRS Operators, and should contact their respective CPF Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies; or

(2)

may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks/SRS Operators to submit their votes by 5.00 p.m. on 21 April 2025.
- Personal Data Privacy:**
- By submitting an instrument appointing a proxy/proxies and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance list, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the member discloses the personal data of the member's proxy/proxies and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy/proxies and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy/proxies and/or representative(s) for the Purposes (the “Warranty”), and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of Warranty. Photograph, sound and/or video recordings of the Meeting may be made by the Company for record keeping and to ensure the accuracy of the minutes to be prepared for the Meeting. Accordingly, the personal data of a member of the Company (such as his name, his presence at the Meeting and any questions he may raise or motions he may propose/second) may be recorded by the Company for such purpose.
- NOTICE OF RECORD DATE**
- NOTICE IS HEREBY GIVEN THAT**, subject to the members' approval to a first and final tax exempt (one-tier) dividend at 1 cent per ordinary share for the financial year ended 31 December 2024 (the “Proposed Dividend”) at the fifth point of Annual General Meeting of **HONG FOK CORPORATION LIMITED** (the “Company”) to be held on 30 April 2025, the Share Transfer Books and Register of Members of the Company will be closed at 5.00 p.m. on 14 May 2025 for the purpose of determining members' entitlements to the Proposed Dividend.
- Duly completed registrable transfers received by the Company's Share Registrar, B.A.C.S. Private Limited, 77 Robinson Road #06-03, Robinson 77, Singapore 068896 up to 5.00 p.m. on 14 May 2025 (the “Record Date”) will be registered to determine members' entitlements to the Proposed Dividend. Members whose securities accounts with The Central Depository (Pte) Limited are credited with the shares as at 5.00 p.m. on the Record Date will be entitled to the Proposed Dividend.
- The Proposed Dividend, if approved at the forthcoming Annual General Meeting to be held on 30 April 2025, will be paid on 27 May 2025.
- BY ORDER OF THE BOARD**
- LIM GUEK HONG**
- KOH CHAY TIANG**
- Company Secretaries
- Singapore
- 8 April 2025