



## TUNG LOK RESTAURANTS (2000) LTD

Company Registration No. 200005703N  
(Incorporated in the Republic of Singapore)

# NOTICE OF 24TH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 24<sup>th</sup> Annual General Meeting of **TUNG LOK RESTAURANTS (2000) LTD** (the "**Company**") will be held at Orchard Rendezvous Hotel, 1 Tanglin Road, Level 2 Antica Ballroom, Singapore 247905 on Wednesday, 31 July 2024 at 11.00 a.m. (Singapore time) for the following purposes:

### AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 March 2024 together with the Auditor's Report thereon. **[Resolution 1]**
2. To approve the payment of a tax exempt (one-tier) first and final dividend of 0.224 Singapore cents per ordinary share for the financial year ended 31 March 2024. **[Resolution 2]**
3. To approve Directors' Fees of S\$261,800 for the financial year ending 31 March 2025 to be paid quarterly in arrears (31 March 2024: S\$267,851). **[Resolution 3]**  
  
[See Explanatory Note (i)]
4. To re-elect the following Directors who are retiring:
  - (a) Mdm Ng Siok Keow (pursuant to Article 91 of the Company's Constitution) **[Resolution 4(a)]**
  - (b) Mdm Tjioe Ka In (pursuant to Article 91 of the Company's Constitution) **[Resolution 4(b)]**
  - (c) Mr Yam Ah Mee (pursuant to Article 97 of the Company's Constitution) **[Resolution 4(c)]**
  - (d) Mr Khoo Yee Hoe (pursuant to Article 97 of the Company's Constitution) **[Resolution 4(d)]**

Mdm Ng Siok Keow will, upon re-election as a Director of the Company, remain as a Non-Independent and Non-Executive Director, and a member of the Remuneration Committee ("**RC**") and the Executive Committee ("**EXCO**").

Mdm Tjioe Ka In will, upon re-election as a Director of the Company, remain as an Executive Director.

Mr Yam Ah Mee will, upon re-election as a Director of the Company, remain as an Independent and Non-Executive Director, the Chairman of the Nominating Committee ("**NC**") and RC, a member of the Audit and Risk Committee ("**ARC**") and will be considered independent for the purpose of Rule 704(7) of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual – Section B: Rules of Catalist (the "**Catalist Rules**").

Mr Khoo Yee Hoe will, upon re-election as a Director of the Company, remain as an Independent and Non-Executive Director, the Chairman of the ARC, a member of the NC, RC and EXCO and will be considered independent for the purpose of Rule 704(7) of the Catalist Rules.

5. To re-appoint Ernst & Young LLP as Auditor and to authorise the Directors to fix their remuneration. **[Resolution 5]**
6. To transact any other ordinary business of an Annual General Meeting ("**AGM**") of which due notice shall have been given.

## AS SPECIAL BUSINESS

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

### 7. Authority to allot and issue shares

**[Resolution 6]**

That pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Catalist Rules, authority be and is hereby given to the Directors of the Company to:

- (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise, and/or
- (ii) make or grant offers, agreements or options 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

- (iii) (notwithstanding that 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 whilst this resolution was in force,

provided that:

- (a) the aggregate number of shares to be issued pursuant to this resolution does not exceed 100% of the total number of issued shares in the Company (excluding treasury shares and subsidiary holdings), of which the aggregate number of shares to be issued other than on a pro-rata basis to shareholders of the Company does not exceed 50% of the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings);
- (b) for the purpose of determining the aggregate number of shares that may be issued under paragraph (a) above, the percentage of issued shares shall be based on the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings) at the time this resolution is passed, after adjusting for (i) new shares arising from the conversion or exercise of any 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 Part VIII of Chapter 8 of the Catalist Rules, and (iii) any subsequent bonus issue, consolidation or subdivision of shares.

Adjustments in accordance with sub-paragraphs (i) and (ii) above 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 of the passing of the resolution approving this resolution;

- (c) in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), the Companies Act and the Company's Constitution; and
- (d) unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the next AGM of the Company or when it is required by law to be held, whichever is earlier.

[See Explanatory Note (ii)]

8. Renewal of the Shareholders' Mandate for Interested Person Transactions

**[Resolution 7]**

- (a) That approval be and is hereby given for the purposes of Chapter 9 of the Catalist Rules for any of the Entities at Risk (as defined in the Appendix to this Notice of the AGM) to enter into any of the transactions falling within the types of interested person transactions ("**IPTs**") (particulars of which are set out in the Appendix accompanying this Notice) with the Interested Persons in accordance with the guidelines of the Company for IPTs as set out in the Appendix, and subject to the review procedures for such IPTs as set out in the Appendix (the "**IPT Mandate**");
- (b) That such approval shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company;
- (c) That the ARC of the Company be and is hereby authorised to take such action as it deems proper in respect of review procedures for the IPTs and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Catalist Rules which may be prescribed by the SGX-ST from time to time; and
- (d) That the Directors of the Company and each of them be and are hereby authorised to do all such acts and things (including without limitation executing all such documents as may be required) as they may consider expedient or necessary or in the interest of the Company to give effect to the transactions contemplated and/or authorised by the proposed IPT Mandate and/or this resolution.

[See Explanatory Note (iii)]

**By Order of the Board**

**CHO FORM PO**

Secretary

Singapore, 15 July 2024

## EXPLANATORY NOTES TO RESOLUTIONS:

- (i) Resolution 3, if passed, will allow the Company to pay Directors' Fees up to S\$261,800 (on a quarterly basis in arrears) during the financial year ending 31 March 2025 in which the fees are incurred. In the event of unforeseen circumstances, such as appointment of an additional Director or formation of additional Board Committees, resulting in the amount proposed being insufficient, approval will be sought at the next AGM for payments to meet the shortfall.
- (ii) Resolution 6, if passed, will authorise the Directors of the Company to issue shares in the capital of the Company up to an amount not exceeding in aggregate 100% of the total number of issued shares in the capital of the Company, excluding treasury shares and subsidiary holdings, 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 the shareholders of the Company does not exceed 50% of the total number of issued shares in the capital of the Company, excluding treasury shares and subsidiary holdings.
- (iii) Resolution 7, if passed, will renew the IPT Mandate for certain transactions with the interested persons and empower the Directors of the Company from the date of the above meeting until the date of the next AGM to do all acts necessary to give effect to the resolution. This authority will, unless previously revoked or varied at a general meeting, expire at the conclusion of the next AGM of the Company.

In accordance with the requirements under Chapter 9 of the Catalist Rules, Dr Goi Seng Hui being an "Interested Person" in relation to the IPT Mandate, will abstain from voting, and will ensure that his respective associates abstain from voting, on Resolution 7 relating to the IPT Mandate.

## NOTES RELATING TO THE CONDUCT OF AGM:

- (1) Members of the Company are invited to **attend physically** at the AGM. There will be no option for members to participate virtually. Printed copies of this Notice of AGM, Annual Report of the Company for the financial year ended 31 March 2024 ("**Annual Report**"), Appendix on IPT Mandate, and the proxy form will be despatched to members by post and made available on the Company's website at <https://www.tunglok.com> and on the SGXNet at <https://www.sgx.com/securities/company-announcements>.
- (2) Please bring along your NRIC/passport so as to enable the Company to verify your identity.

## VOTING BY PROXY

- (1) A member who is unable to attend the AGM and wishes to appoint proxy(ies) to attend, speak and vote at the AGM on his/her/its behalf should complete, sign and return the instrument of proxy in accordance with the instructions printed thereon.
- (2) A proxy need not be a member of the Company.
- (3) In relation to the appointment of proxy(ies) to attend, speak and vote on his/her/its behalf at the AGM, a member (whether individual or corporate) appointing his/her/its proxy(ies) should give specific instructions as to his/her/its manner of voting, or abstentions from voting, in respect of a resolution in the instrument of proxy. If no specific instruction as to voting are given, or in the event of any other matter arising at the AGM and at any adjournment thereof, the proxy(ies) will vote or abstain from voting at his/her/their discretion.
- (4) The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal, executed as a deed in accordance with the Companies Act 1967 or under the hand of an attorney or an officer duly authorised, or in some other manner approved by the Directors. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument of proxy.
- (5) The instrument appointing a proxy, together with the letter or power of attorney or other authority under which it is signed or a duly certified copy thereof (if applicable), must be submitted either:
  - (a) if sent personally or by post, the proxy form must be lodged at the Company's registered office at 26 Tai Seng Street #02-01 Singapore 534057; or
  - (b) if by email, the proxy form must be received at [investors@tunglok.com](mailto:investors@tunglok.com),

in either case, by no later than 11.00 a.m. (Singapore time) on 29 July 2024, being at least 48 hours before the time appointed for holding the AGM.

A member can appoint the Chairman of the AGM as his/her/its proxy, but this is **not mandatory**. The Chairman of the AGM, as a proxy, need not be a member of the Company.

The proxy must bring along his/her NRIC/passport so as to enable the Company to verify his/her identity.

- (6) (a) A member who is not a relevant intermediary\* is entitled to appoint not more than 2 proxies to attend, speak and vote at the AGM. Where such member appoints 2 proxies, he/she/it should specify the proportion of he/she/it shareholding (expressed as a percentage of the whole) to be represented by each proxy in the instrument appointing a proxy or proxies.
- (b) A member who is a relevant intermediary\* is entitled to appoint more than 2 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 appoints more than 2 proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument appointing a proxy or proxies.

\* **“Relevant Intermediary”** has the meaning ascribed to it in Section 181 of the Companies Act 1967:

- (i) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
  - (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
  - (iii) the Central Provident Fund (“**CPF**”) Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the CPF, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
- (7) Investors who hold shares under the Supplementary Retirement Scheme (“**SRS**”) or CPF Investment Scheme (“**CPFIS**”) and wish to vote, should approach their respective SRS Operators or CPF Agent Banks to submit their votes at least 7 working days before the AGM (i.e. by 11.00 a.m. (Singapore time) on 19 July 2024). SRS or CPFIS investors should contact their respective SRS Operators or CPF Agent Banks for any queries they may have with regard to the appointment of proxy for the AGM.
  - (8) The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument.

#### **SUBMISSION OF QUESTIONS IN ADVANCE OF, OR AT THE AGM**

- (1) Members, including SRS and CPFIS investors, may submit questions relating to the resolutions to be tabled for approval at the AGM or in advance of the AGM no later than 5.00 p.m. (Singapore time) on 23 July 2024:
  - (a) by email to the Company at [investors@tunglok.com](mailto:investors@tunglok.com); or
  - (b) send personally or by post to the Company's registered office at 26 Tai Seng Street #02-01 Singapore 534057.

Members submitting questions are required to state: (a) their full name; (b) their identification/registration number; and (c) the manner in which his/her/its shares in the Company are held (e.g. via CDP, CPF, SRS and/or scrip), failing which the Company shall be entitled to regard the submission as invalid and not respond to the questions submitted.

All questions submitted in advance of the AGM must be received by the Company by the time and date stated above to be treated as valid. Where substantially similar questions are received, they will be consolidated and not all questions may be individually addressed.

To ensure that questions are received by the Company by the stipulated deadline, members are strongly encouraged to submit questions by email.

- (2) The Company will endeavour to address the substantial and relevant questions (as may be determined by the Company in its sole discretion) relating to the resolutions to be tabled and for approval at the AGM prior to or at the AGM. The responses to these questions will be published on or before 26 July 2024 via SGXNet and the Company's website or if answered during the AGM, will be included in the minutes of the AGM which shall be published on the Company's website and the SGXNet within one month after the date of AGM.

## PERSONAL DATA PRIVACY

By (a) submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof; or (b) submitting any questions prior to the AGM in accordance with this Notice of AGM, a member of the Company 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:

- (1) the processing, administration and analysis by the Company (or its agents or service providers) of proxy forms for the AGM (including any adjournment thereof);
- (2) addressing substantial and relevant questions from members received in advance of the AGM;
- (3) the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof),

((1), (2) and (3) collectively, the "**Purposes**");

- (4) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) 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(ies) and/or representative(s) for the Purposes; and
- (5) in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities, and 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.

Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared for the AGM. Accordingly, the personal data of a member, his/her/its proxy(ies) and/or representative(s) (such as his/her name, his/her presence at the AGM and any questions he/she may raise or motions he/she proposes/seconds) may be recorded by the Company for such purpose.

*This Notice has been reviewed by the Company's Sponsor, SAC Capital Private Limited (the "**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited ("**Exchange**") and the Exchange assumes no responsibility for the contents of this Notice, including the correctness of any of the statements or opinions made or reports contained in this Notice.*

*The contact person for the Sponsor is Ms Lee Khai Yinn, SAC Capital Private Limited at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542, Tel: 6232 3210.*