

NOTICE IS HEREBY GIVEN that the 52<sup>nd</sup> Annual General Meeting of the Company will be held at NTUC Auditorium, NTUC Centre Level 7, One Marina Boulevard, Singapore 018989 on Thursday, 27 October 2016 at 11.00 a.m. to transact the following business:

**AS ORDINARY BUSINESS**

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| 1. To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 30 June 2016 and the Auditor's Report thereon.                                    | <b>Resolution 1</b> |
| 2. To declare a first and final tax-exempt (one-tier) dividend of 3 cents per share and a special tax-exempt (one-tier) dividend of 3 cents per share for the financial year ended 30 June 2016. | <b>Resolution 2</b> |
| 3. To approve directors' fees of \$466,752/- for the financial year ended 30 June 2016 (2015: \$467,212/-).  | <b>Resolution 3</b> |
| 4. To re-elect the following directors who are retiring in accordance with the Company's Constitution:   |                     |
| (a) Mr Cheng Man Tak (Retiring under Article 107)  | <b>Resolution 4</b> |
| (b) Mr Paul Hon To Tong (Retiring under Article 107)   | <b>Resolution 5</b> |
| (c) Tan Sri Dato' Paduka Dr. Mazlan bin Ahmad (Retiring under Article 117)   | <b>Resolution 6</b> |

Mr Paul Hon To Tong, a non-executive director, will, upon re-election as a director of the Company, remain as a member of the Audit & Risk Committee. Mr Tong will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST").

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| 5. To re-appoint the following directors, who are retiring under the respective resolutions passed at last year's annual general meeting pursuant to Section 153(6) of the Companies Act, Chapter 50 of Singapore (the "Companies Act") which was then in force, as directors of the Company: |                     |
| (a) Mr Loh Soo Eng  | <b>Resolution 7</b> |
| (b) Mr Lee Kim Wah  | <b>Resolution 8</b> |
| Mr Loh Soo Eng, a non-executive director, will, upon re-appointment as a director of the Company, remain as a member of the Audit & Risk Committee. Mr Loh will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.                                |                     |
| 6. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company and to authorise the directors to fix their remuneration.  | <b>Resolution 9</b> |

**AS SPECIAL BUSINESS**

To consider, and if thought fit, to pass with or without any modification, the following resolutions, of which Resolutions 10, 11 and 12 will be proposed as Ordinary Resolutions and Resolution 13 will be proposed as a Special Resolution:

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| 7. That pursuant to Section 161 of the Companies Act and the listing rules of the SGX-ST, authority be and is hereby given to the directors of the Company to issue: | <b>Resolution 10</b> |
| (i) shares in the capital of the Company ("shares"); or  |                      |
| (ii) convertible securities; or  |                      |
| (iii) additional convertible securities issued pursuant to adjustments; or   |                      |
| (iv) shares arising from the conversion of the securities in (ii) and (iii) above,   |                      |

(whether by way of rights, bonus or otherwise in pursuance of any offer, agreement or option made or granted by the directors of the Company during the continuance of this authority or thereafter) 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 (notwithstanding the authority conferred by this Resolution may have ceased to be 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 convertible securities made or granted pursuant to this Resolution) does not exceed fifty per cent. (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below) ("**Issued Shares**"), 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 twenty per cent. (20%) of the total number of Issued Shares;
- (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 percentage of Issued Shares shall be based on the total number of issued shares (excluding treasury shares) in the 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 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 Constitution 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 is required by law to be held, whichever is the earlier.
 

*(See Explanatory Note 1)*

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| 8. That the directors be and are hereby authorised to:   | <b>Resolution 11</b> |
| (i) grant awards in accordance with the provisions of the Wing Tai Performance Share Plan (" <b>PSP</b> ") and Wing Tai Restricted Share Plan (" <b>RSP</b> "); and  |                      |
| (ii) allot and issue from time to time such number of ordinary shares in the capital of the Company as may be required to be issued pursuant to the exercise of options under the Wing Tai Share Option Scheme 2001 and/or such number of fully paid shares as may be required to be issued pursuant to the vesting of awards under the PSP and/or the RSP, provided that the aggregate number of new shares to be allotted and issued, and existing shares which may be delivered (whether such existing shares are acquired, pursuant to share purchase mandate or (to the extent permitted by law) held as treasury shares, or otherwise) in respect of the above, shall not exceed ten per cent. (10%) of the total number of issued shares (including treasury shares) from time to time. <p style="text-align: right;"><i>(See Explanatory Note 2)</i></p> |                      |

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| 9. That:  | <b>Resolution 12</b> |
| (i) for the purposes of the Companies Act, the exercise by the directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company (the " <b>Shares</b> ") not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price(s) as may be determined by the directors from time to time up to the Maximum Price (as hereafter defined), whether by way of: <ol style="list-style-type: none"> <li>(a) market purchase(s) (each a "<b>Market Purchase</b>") on the SGX-ST; and/or</li> <li>(b) off-market purchase(s) (each an "<b>Off-Market Purchase</b>") in accordance with any equal access scheme(s) as may be determined or formulated by the directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,</li> </ol> <p>and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act and listing rules of the SGX-ST as may be applicable, be and is hereby authorised and approved generally and unconditionally (the "<b>Share Purchase Mandate</b>");</p> |                      |
| (ii) unless varied or revoked by the members of the Company in a general meeting, the authority conferred on the directors pursuant to the Share Purchase Mandate may be exercised by the directors at any time and from time to time during the period commencing from the date of the passing of this Ordinary Resolution and expiring on the earliest of: <ol style="list-style-type: none"> <li>(a) the date on which the next annual general meeting is held or is required by law to be held;</li> <li>(b) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated; and</li> <li>(c) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by the Shareholders in a general meeting;</li> </ol>  |                      |
| (iii) in this Ordinary Resolution:  |                      |

"**Maximum Limit**" means that number of Shares representing ten per cent. (10%) of the aggregate issued ordinary shares of the Company as at the date of the passing of this Ordinary Resolution or the date of the last annual general meeting, whichever is the higher, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the issued ordinary shares of the Company shall be taken to be the number of the issued ordinary shares of the Company as altered (excluding any treasury shares that may be held by the Company from time to time);

"**Relevant Period**" means the period commencing from the date on which the last annual general meeting was held and expiring on the date the next annual general meeting is held or is required by law to be held, whichever is the earlier, after the date of this Ordinary Resolution; and

"**Maximum Price**", in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- (a) in the case of a Market Purchase, five per cent. (5%) above the average of the closing market prices of the Shares over the five (5) Market Days on which transactions in the Shares were recorded before the day on which the Market Purchase was made by the Company and deemed to be adjusted for any corporate action that occurs after the relevant five (5)-day period; and
- (b) in the case of an Off-Market Purchase, twenty per cent. (20%) above the average of the closing market prices of the Shares over the five (5) Market Days on which transactions in the Shares were recorded before the day on which the Company makes an announcement of an offer under the Off-Market Purchase scheme and deemed to be adjusted for any corporate action that occurs after the relevant five (5)-day period; and
- (iv) the directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.

*(See Explanatory Note 3)*

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| 10. That the resolutions of the shareholders reproduced in their entirety in Appendix 1 to the Addendum to Shareholders in relation to the proposed adoption of new constitution dated 5 October 2016 be approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the existing Constitution. | <b>Resolution 13</b> |
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*(See Explanatory Note 4)*

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| 11. To transact any other business that may be transacted at an annual general meeting of the Company. |  |
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By Order of the Board

Gabrielle Tan / Ooi Siew Poh  
Company Secretaries

Singapore  
5 October 2016

**NOTES:**

1. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the meeting. 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.
  - (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the meeting, 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 of the Companies Act, Chapter 50 of Singapore.
2. A proxy need not be a member of the Company.
  3. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. The instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.
  4. The instrument appointing a proxy must be deposited at the registered office of the Company at 3 Killiney Road, #10-01 Winsland House I, Singapore 239519, not less than 48 hours before the time fixed for holding the Meeting.

**PERSONAL DATA PRIVACY:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting 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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (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(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 (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.

Photographic, sound and/or video recordings of the above Annual General Meeting may be made by the Company for record keeping and to ensure the accuracy of the minutes of the Annual General Meeting. Accordingly, the personal data of a member or a member's proxy(ies) and/or representative(s) (such as the name, presence at the Annual General Meeting and any questions he/she may raise or motions he/she propose/second) may be recorded by the Company for such purpose.

In addition, the Company may upon the request of any shareholder, provide such shareholder with a copy of the minutes of the above Annual General Meeting (and/or recordings made and/or transcripts thereof), which may contain the personal data of a member or a member's proxy(ies) and/or representative(s) explained above. By participating in the Annual General Meeting, raising any questions and/or proposing/seconding any motion, a member or a member's proxy(ies) and/or representative(s) will be deemed to have consented to have his/her personal data recorded and dealt with for the purposes and in the manner explained above.

**EXPLANATORY NOTES:**

1. The proposed Resolution 10 above, if passed, will empower the directors of the Company, from the date of the Annual General Meeting until the next annual general meeting, to issue shares and convertible securities in the Company. The aggregate number of shares and convertible securities which the directors may issue under this Resolution shall not exceed 50% of the Company's total number of issued shares excluding treasury shares. The total number of shares and convertible securities to be issued other than on a pro-rata basis to existing shareholders shall not exceed 20% of the Company's total number of issued shares excluding treasury shares.
 

The percentage of 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 proposed Resolution is passed, after adjusting for (a) new shares arising from the conversion of convertible securities or share options on issue at the time this proposed Resolution is passed; and (b) any subsequent bonus issue, consolidation or subdivision of shares.
2. The proposed Resolution 11 above, if passed, will empower the directors to grant awards pursuant to the PSP and RSP, and to allot and issue ordinary shares in the capital of the Company pursuant to the Wing Tai Share Option Scheme 2001, PSP and RSP.
 

The aggregate number of shares issued pursuant to this Resolution shall not exceed 10% of the total number of issued shares (including treasury shares) from time to time.
3. The proposed Resolution 12 above, if passed, will authorise the directors of the Company to make purchases or otherwise acquire its shares, until the date of the next annual general meeting of the Company unless such authority is earlier revoked or varied by the shareholders at a general meeting. Please refer to the Addendum to Shareholders in relation to the proposed renewal of the share purchase mandate dated 5 October 2016 for more details.
4. The proposed Resolution 13 above, if passed, will approve the adoption of a new Constitution in substitution for, and to the exclusion of, the Company's existing Constitution. The new Constitution will consist of the memorandum and articles of association of the Company which are currently in force and incorporate amendments to take into account, among other things, the changes to the Companies Act introduced pursuant to the Companies (Amendment) Act 2014 and the prevailing listing rules of the SGX-ST. The Company is also taking the opportunity to incorporate certain other general changes. Please refer to the Addendum to Shareholders in relation to the proposed adoption of new constitution dated 5 October 2016 for more details.