



NOTICE OF ANNUAL GENERAL MEETING

WINGTAI HOLDINGS LIMITED (Company Registration No. 196300239D) (Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN that the 50th Annual General Meeting of the Company will be held at NTUC Auditorium, NTUC Centre Level 7, One Marina Boulevard, Singapore 018989 on Tuesday, 28 October 2014 at 11.00 a.m. to transact the following business:

AS ORDINARY BUSINESS

- To receive and adopt the Audited Financial Statements for the financial year ended 30 June 2014 and the Reports of the Directors and Auditors thereon. **Resolution 1**
- 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 2014. **Resolution 2**
- To approve directors' fees of \$518,852/- for the financial year ended 30 June 2014 (2013: \$490,697/-). **Resolution 3**
- To re-elect the following directors who are retiring in accordance with the Company's Articles of Association:
(a) Mr Boey Tak Hap (Retiring under Article 107) **Resolution 4**
(b) Mr Edmund Cheng Wai Wing (Retiring under Article 107) **Resolution 5**
(c) Mr Christopher Lau Loke Sam (Retiring under Article 117) **Resolution 6**

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

Mr Christopher Lau Loke Sam, a non-executive director, will, upon re-election as a director of the Company, remain as Chairman of the Audit & Risk Committee. Mr Christopher Lau will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

- To re-appoint PricewaterhouseCoopers LLP as auditors of the Company and to authorise the directors to fix their remuneration. **Resolution 7**

AS SPECIAL BUSINESS

- To re-appoint the following directors to hold office until the next annual general meeting pursuant to Section 153(6) of the Companies Act (Cap. 50):
(a) Mr Lee Kim Wah **Resolution 8**
(b) Mr Loh Soo Eng **Resolution 9**

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 and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

(See Explanatory Note 1)

Tan Sri Dato' Mohamed Noordin bin Hassan who has reached the age of 75, will retire in accordance with the retirement policy adopted by the Board of Directors.

Tan Sri Noordin will, upon retirement, cease as a director and a member of both the Nominating Committee and Remuneration Committee at the conclusion of the Annual General Meeting.

- To consider, and if thought fit, to pass the following Ordinary Resolutions with or without modifications:
- "That pursuant to Section 161 of the Companies Act (Cap. 50), and the listing rules of the SGX-ST, authority be and is hereby given to the directors of the Company to issue:
(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) 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:

- 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;
- (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;
- 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
- (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 ("AGM") or the date by which the next AGM is required by law to be held, whichever is the earlier."

(See Explanatory Note 2)

- "That the directors be and are hereby authorised to:
(i) grant awards in accordance with the provisions of the Wing Tai Performance Share Plan ("PSP") and Wing Tai Restricted Share Plan ("RSP"); 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."

(See Explanatory Note 3)

- "That:
(i) for the purposes of the Companies Act (Cap. 50) of Singapore (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 "Shares") 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:

- market purchase(s) (each a "Market Purchase") on the SGX-ST; and/or
- off-market purchase(s) (each an "Off-Market Purchase") 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, 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 for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Purchase Mandate");

- 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:
(a) the date on which the next AGM is held or is required by law to be held;
(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
(c) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by the Shareholders in a general meeting;

- 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 AGM, 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 AGM was held and expiring on the date the next AGM 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:

- 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
- 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

- 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 4)

- To transact any other business that may be transacted at an annual general meeting of the Company.

By Order of the Board

Gabrielle Tan
Company Secretary
Singapore
13 October 2014

NOTES:

- A Shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a Shareholder of the Company.
- A Shareholder 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.
- 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.

EXPLANATORY NOTES:

- The proposed Resolutions 8 and 9 above, if passed, will authorise the directors, who are over the age of 70, to continue in office as a director of the Company until the next annual general meeting of the Company.
- 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.
- The proposed Resolution 11 above, if passed, will empower the directors to grant awards pursuant to the Wing Tai Performance Share Plan ("PSP") and Wing Tai Restricted Share Plan ("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 or delivered pursuant to this Resolution shall not exceed 10% of the total number of issued shares (including treasury shares) from time to time.
- The mandate for share purchases as described in the addendum to the annual report of the Company ("Addendum") is for renewal for another year, which will, unless revoked or varied by the Company at a general meeting, continue in force until the next annual general meeting of the Company. This ordinary resolution, if passed, will authorise the directors of the Company to make purchases or otherwise acquire issued ordinary shares in the capital of the Company subject to and in accordance with the guidelines set out in the Addendum.