

TUNG LOK RESTAURANTS (2000) LTD
Company Registration No. 200005703N
(Incorporated in the Republic of Singapore)

NOTICE OF 20TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 20th Annual General Meeting of **TUNG LOK RESTAURANTS (2000) LTD** will be held by way of electronic means on Tuesday, 25 August 2020 at 10.00 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 2020 together with the Auditor's Report thereon. **[Resolution 1]**

2. To approve Directors' Fees of S\$275,000 for the financial year ending 31 March 2021 to be paid quarterly in arrears (2019: S\$198,400). **[Resolution 2]**

[See Explanatory Note (i)]

3. To re-elect the following Directors who are retiring:-
 - (a) Dr Foo Say Mui (Pursuant to Regulation 91 of the Company's Constitution) **[Resolution 3(a)]**
 - (b) Dr Ker Sin Tze (Pursuant to Regulation 91 of the Company's Constitution) **[Resolution 3(b)]**
 - (c) Mdm Tjioe Ka In (Pursuant to Regulation 97 of the Company's Constitution) **[Resolution 3(c)]**

Dr Foo Say Mui will, upon re-appointment as a Director of the Company, remain as Independent Non-executive Chairman, and a member of the Nominating Committee, Audit and Risk Committee and the Remuneration Committee, and will be considered independent for the purpose of Rule 704(7) of the Catalist Rules.

Dr Ker Sin Tze will, upon re-appointment as a Director of the Company, remain as Chairman of the Nominating Committee and a member of the Remuneration Committee and Audit and Risk Committee, and will be considered independent for the purpose of Rule 704(7) of the Catalist Rules.

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

4. To re-appoint Ernst & Young LLP as Auditor and to authorise the Directors to fix their remuneration. **[Resolution 4]**

AS SPECIAL BUSINESS

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

5. Authority to allot and issue shares

[Resolution 5]

That pursuant to Section 161 of the Companies Act, Cap. 50 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 or share options or vesting of share awards which are outstanding at the time this resolution is passed, and (ii) any subsequent bonus issue, consolidation or subdivision of shares; and

- (c) 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 when it is required by law to be held, whichever is earlier.

[See Explanatory Note (ii)]

6. To approve the renewal of the Shareholders' Mandate for Interested Person Transactions **[Resolution 6]**

- (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 Annual General Meeting) 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 Annual General Meeting of the Company;
- (c) That the Audit and Risk Committee 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)]

7. To transact any other ordinary business of an Annual General Meeting of which due notice shall have been given.

By Order of the Board

LO KIM SENG

Secretary

Singapore, 7 August 2020

EXPLANATORY NOTES TO RESOLUTIONS:

- (i) Resolution 2 proposed in item 2, if passed will allow the Company to pay Directors' Fees up to S\$275,000 (on a quarterly basis in arrears) during the course of the financial year ending 31 March 2021 in which the fees are incurred. In the event of unforeseen circumstances, such as appointment of an additional Director, formation of additional Board Committees, resulting in the amount proposed being insufficient, approval will be sought at the next Annual General Meeting for payments to meet the shortfall.

The actual Directors' Fees paid for the financial year ended 31 March 2020 were S\$198,400 and was lower than the approved Directors' Fees of S\$275,000 due to:

- (a) non-payment of Directors' Fees to Mdm Juliana Julianti Samudro who resigned as Non-Independent and Non-Executive Director of the Company on 1 November 2019; and
- (b) voluntary reduction of 20% in Directors' Fees for the remaining Directors in view of the COVID-19 pandemic and its impact on the business operations.
- (ii) Resolution 5 proposed in item 5 above is to authorise the Directors of the Company to issue shares in the capital of the Company up to an amount not exceeding in aggregate one hundred percent (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 fifty percent (50%) of the total number of issued shares in the capital of the Company, excluding treasury shares and subsidiary holdings.
- (iii) Resolution 6 proposed in item 6 above, 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 Annual General Meeting 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 Annual General Meeting of the Company.

In accordance with the requirements under Chapter 9 of the Catalist Rules, Mr 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 6 relating to the IPT Mandate.

NOTES :

- (1) The Annual General Meeting (“**AGM**”) is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “**Order**”), and as amended by COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) (Amendment No. 2) Order 2020. Printed copies of this Notice of AGM, Annual Report of the Company for the financial year ended 31 March 2020 (“**Annual Report**”), Appendix on IPT Mandate and the proxy form will not be despatched to members. Instead, this Notice of AGM, Annual Report of the Company, Appendix on IPT Mandate and the proxy form will be published on the Company’s website at <https://www.tunglok.com> and on the SGX website at <https://www.sgx.com/securities/company-announcements>.

- (2) Pursuant to the Order, the Company will implement alternative arrangements relating to attendance at the AGM by electronic means (including arrangements by which the meeting can be electronically accessed via “live” audio-visual webcast (“**Live Webcast**”) or “live” audio-only stream (“**Live Audio Stream**”)), submission of questions to the Chairman of the Meeting in advance of the AGM, addressing of substantial and relevant questions prior to the AGM and/or during the AGM and voting by appointing the Chairman of the AGM as proxy at the AGM, are set out in the Company’s announcement dated 7 August 2020 (“**AGM Alternative Arrangements Announcement**”). The AGM Alternative Arrangements Announcement, this Notice of AGM, Annual Report of the Company, Appendix on IPT Mandate and the proxy form may be accessed at the Company’s website at <https://www.tunglok.com> as well as on the SGX-ST website at <https://www.sgx.com/securities/company-announcements>. For the avoidance of doubt, the AGM Alternative Arrangements Announcement is circulated together with and forms part of this Notice of AGM in respect of the AGM.

- (3) The proceedings of the AGM will be broadcasted “live” through an audio-and-video webcast and an audio-only feed. Members and investors holding shares in the Company through the Central Provident Fund (“**CPF**”) or Supplementary Retirement Scheme (“**SRS**”) (“**CPF/SRS investors**”) who wish to follow the proceedings through a Live Webcast via their mobile phones, tablets or computers or listen to the proceedings through a Live Audio Stream via telephone must pre-register at <https://complete-corp.com.sg/tl-agm/> no later than 10.00 a.m. on 22 August 2020 (“**Registration Cut-Off Time**”). Following verification, an email containing instructions on how to access the Live Webcast and Live Audio Stream of the proceedings of the AGM will be sent to authenticated members and CPF/SRS investors by 2.00 p.m. on 24 August 2020. Members and CPF/SRS investors who do not receive any email by 2.00 p.m. on 24 August 2020, but have registered by the Registration Cut-Off Time, should contact Complete Corporate Services Pte Ltd for assistance, (i) at +65 6329 2745 between 2.00 p.m. and 6.00 p.m. on 24 August 2020 or between 8.30 a.m. and 9.30 a.m. on 25 August 2020; or (ii) via email to tl-agm@complete-corp.com.sg.

Investors holding shares through relevant intermediaries (as defined in Section 181 of the Companies Act, Cap. 50) (“**Investors**”) (other than CPF/SRS investors) will not be able to pre-register at <https://complete-corp.com.sg/tl-agm/> for the “live” broadcast of the AGM. An Investor (other than CPF/SRS investors) who wishes to participate in the “live” broadcast of the AGM should instead approach his/her relevant intermediary as soon as possible in order for the relevant intermediary to make the necessary arrangements to

pre-register. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/Passport number) to the Company, via email to the Company's Polling Agent at tl-agm@complete-corp.com.sg no later than 10.00 a.m. on 22 August 2020.

- (4) **Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the AGM in person. A member will also not be able to vote online on the resolutions to be tabled for approval at the AGM. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM. The proxy form for the AGM will be published on the Company's website at <https://www.tunglok.com> and on the SGX website at <https://www.sgx.com/securities/company-announcements>.**

Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM (i.e. by 10:00 a.m. on 14 August 2020) in order to allow sufficient time for their respective CPF Agent Banks or SRS Operators to in turn submit a proxy form to appoint the Chairman of the AGM to vote on their behalf by the cut-off date.

- (5) The Chairman of the Meeting, as proxy, need not be a member of the Company.
- (6) The instrument or form appointing the Chairman of the Meeting as proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must be submitted to the Company in the following manner:
- (i) if submitted electronically, be submitted via email to the Company's Polling Agent at tl-agm@complete-corp.com.sg; or
 - (ii) if sent personally or submitted by post, be lodged with the Company's Registered Office, 1 Sophia Road, #05-03 Peace Centre, Singapore 228149,

in either case, by 10.00 a.m. on 22 August 2020 (being not less than seventy-two (72) hours before the time appointed for holding the AGM) (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

In view of the current COVID-19 situation and the related safe distancing measures, which may make it difficult for members of the Company to submit completed proxy forms by hand or post, members of the Company are strongly encouraged to submit completed proxy forms electronically via email so as to reach the Company not less than seventy-two (72) hours before the time appointed for holding the AGM.

- (7) The instrument appointing the Chairman of the AGM as proxy must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing the Chairman of the AGM as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorised officer, failing which the instrument of proxy may be treated as invalid. Where an instrument appointing the Chairman of the AGM as proxy is signed on behalf of the

appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company), if the instrument appointing the Chairman of the AGM as proxy is submitted by post, be lodged with the instrument of proxy or, if the instrument appointing the Chairman of the AGM as proxy is submitted electronically via email, be emailed with the instrument of proxy, failing which the instrument may be treated as invalid.

- (8) A corporation which is a member of the Company may authorise by resolution of its director or other governing body, such person as it thinks fit to act as its representative at the AGM, in accordance with its constitution and Section 179 of the Companies Act, Cap. 50 of Singapore.
- (9) The Company shall be entitled to reject the instrument appointing the Chairman of the AGM as proxy 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 appointing the Chairman of the AGM as proxy.
- (10) In the case of members whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing the Chairman of the AGM as proxy lodged or submitted if such members are not shown to have shares entered against their names in the Depository Register seventy-two (72) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

PERSONAL DATA PRIVACY

By (a) submitting a proxy form appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, (b) submitting any questions prior to the AGM in accordance with this Notice or (c) submitting the pre-registration form in accordance with this Notice, 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 appointing the Chairman of the AGM as proxy for the AGM (including any adjournment thereof);
- (2) the processing the pre-registration forms for purposes of granting access to members (or their corporate representatives in the case of members which are legal entities) for the Live Webcast or Live Audio Stream to observe the proceedings of the AGM and providing them with any technical assistance, when necessary;
- (3) addressing substantial and relevant questions from members received in advance of the AGM;
- (4) the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), 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 of the AGM. Accordingly, the personal data of a member (such as his name, his presence at the AGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.

*This Notice has been reviewed by the Company's Sponsor, SAC Capital Private Limited. 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 details of the contact person for the Sponsor is:- Mr Ong Hwee Li (Registered Professional, SAC Capital Private Limited), Address: 1 Robinson Road, #21-00 AIA Tower, Singapore 048542, Tel: 6232 3210.