

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (“AGM”) of **Wong Fong Industries Limited** (the “Company”) will be held at 79 Joo Koon Circle, Singapore 629107 on Friday, 28 April 2017 at 3.00 p.m. to transact the following business:

**As Ordinary Business**

1. To receive and adopt the directors’ statement and the audited financial statements of the Company for the financial year ended 31 December 2016 (“FY2016”) together with the auditors’ report thereon. **(Resolution 1)**
2. To declare a first and final tax exempt (one-tier) dividend of 0.3 Singapore cents per ordinary share for FY2016. **(Resolution 2)**
3. To re-elect the following directors of the Company (“Directors”) retiring in accordance with Regulation 114 of the Company’s constitution (“Constitution”):  
Mr Lew Kit Foo @ Liew Foo **(Resolution 3)**  
Mr Liew Ah Kuie **(Resolution 4)**  
[See Explanatory Note (i)]
4. To re-elect the following Directors retiring in accordance with Regulation 118 of the Constitution:  
Mr Pao Kiew Tee **(Resolution 5)**  
Mr Lee Yong Soon **(Resolution 6)**  
Mr Tan Soon Liang **(Resolution 7)**  
Mr Artawat Udompholkul **(Resolution 8)**  
[See Explanatory Note (ii)]
5. To approve the sum of S\$89,658 as Directors’ fees for FY2016. **(Resolution 9)**
6. To approve the sum of S\$175,000 as Directors’ fees for the financial year ending 31 December 2017 and the payment thereof semi-annually in arrears. **(Resolution 10)**
7. To re-appoint Deloitte & Touche LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 11)**
8. To transact any other business that may be transacted at an AGM.

**As Special Business**

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions, with or without modifications:

9. **Authority to allot and issue shares in the capital of the Company**  
That pursuant to Section 161 of the Companies Act, Chapter 50 (“Companies Act”), Rule 806 of the Singapore Exchange Securities Trading Limited (“SGX-ST”) Listing Manual Section B: Rules of Catalist (“Catalist Rules”) and the Constitution, authority be and is hereby given to the Directors to (i) allot and issue new shares in the capital of the Company (“Shares”) whether by way of rights, bonus or otherwise; (ii) make or grant offers, agreements or options (collectively, “Instruments”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, 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 the authority conferred by this resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors while this resolution was in force, provided that:
  - (a) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this resolution) to be issued pursuant to this resolution shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of Shares to be issued (including Shares to be issued pursuant to the Instruments) other than on a pro rata basis to the then existing shareholders of the Company (“Shareholders”) shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (b) below);
  - (b) (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 (a) above, the percentage of Shares that may be issued shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of passing of this resolution, after adjusting for (i) new Shares arising from the conversion or exercise of the Instruments or any convertible securities; (ii) new Shares arising from exercising of any options or vesting of awards outstanding and/or subsisting at the time of passing of this resolution provided that such options or awards (as the case may be) were granted in compliance with the Catalist Rules; and (iii) any subsequent bonus issue, consolidation or sub-division of Shares;
  - (c) in exercising such 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) and the Constitution for the time being; and
  - (d) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until (i) the conclusion of the next AGM or (ii) the date by which the next AGM is required by law to be held, whichever is earlier. **(Resolution 12)**  
[See Explanatory Note (iii)]
10. **Authority to grant awards and to allot and issue shares pursuant to the Wong Fong Performance Share Plan**  
That pursuant to Section 161 of the Companies Act, authority be and is hereby given to the Directors to:
  - (i) offer and grant awards (“Awards”) from time to time in accordance with the provisions of the Wong Fong Performance Share Plan (the “PSP”); and
  - (ii) allot and issue from time to time such number of new Shares as may be required to be issued pursuant to the vesting of Awards granted under the PSP, **(Resolution 13)**provided always that the aggregate number of Shares issued and issuable pursuant to the Awards granted under the PSP, when added to (i) the number of Shares issued and issuable and/or transferred or transferable in respect of all Awards granted thereunder; and (ii) all other Shares issued and issuable and/or transferred or transferable in respect of all options granted or awards granted under any other share incentive schemes or share plans adopted by the Company, shall not exceed 15% of the total issued share capital (excluding treasury shares and subsidiary holdings) of the Company from time to time; and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier.  
[See Explanatory Note (iv)]

By Order of the Board

Sharon Yeoh  
Company Secretary  
Singapore, 13 April 2017

**Explanatory Notes on Ordinary Resolutions to be passed:**

- (i) **Resolution 3** – Detailed information on Mr Lew Kit Foo @ Liew Foo can be found in the Company’s annual report 2016. Mr Lew Kit Foo @ Liew Foo, if re-elected as a Director, will remain as Executive Chairman of the Company. Mr Lew Kit Foo @ Liew Foo is a controlling Shareholder, brother of Mr Liew Ah Kuie (Deputy Chairman and Managing Director) and father of Mr Liew Chern Yean and Mr Liew Chern Yong (Executive Directors). Save as disclosed in the Company’s annual report 2016, there are no relationships including immediate family relationships between Mr Lew Kit Foo @ Liew Foo and the other Directors, its 10% Shareholders or its officers.  
**Resolution 4** – Detailed information on Mr Liew Ah Kuie can be found in the Company’s annual report 2016. Mr Liew Ah Kuie, if re-elected as a Director, will remain as Deputy Chairman and Managing Director of the Company. Mr Liew Ah Kuie is a controlling Shareholder, brother of Mr Lew Kit Foo @ Liew Foo (Executive Chairman) and uncle of Mr Liew Chern Yean and Mr Liew Chern Yong (Executive Directors). Save as disclosed in the Company’s annual report 2016, there are no relationships including immediate family relationships between Mr Liew Ah Kuie and the other Directors, its 10% Shareholders or its officers.
- (ii) **Resolution 5** – Detailed information on Mr Pao Kiew Tee can be found in the Company’s annual report 2016. Mr Pao Kiew Tee, if re-elected as a Director, will remain as the Chairman of the Audit Committee and a member of the Remuneration Committee and the Nominating Committee, and shall be considered independent for the purposes of Rule 704(7) of the Catalist Rules. There are no relationships including immediate family relationships between Mr Pao Kiew Tee and the other Directors, the Company, its related corporations, its 10% Shareholders or its officers.  
**Resolution 6** – Detailed information on Mr Lee Yong Soon can be found in the Company’s annual report 2016. Mr Lee Yong Soon, if re-elected as a Director, will remain as the Chairman of the Remuneration Committee and a member of the Audit Committee and the Nominating Committee, and shall be considered independent for the purposes of Rule 704(7) of the Catalist Rules. There are no relationships including immediate family relationships between Mr Lee Yong Soon and the other Directors, the Company, its related corporations, its 10% Shareholders or its officers.  
**Resolution 7** – Detailed information on Mr Tan Soon Liang can be found in the Company’s annual report 2016. Mr Tan Soon Liang, if re-elected as a Director, will remain as the Chairman of the Nominating Committee and a member of the Audit Committee and the Remuneration Committee, and shall be considered independent for the purposes of Rule 704(7) of the Catalist Rules. There are no relationships including immediate family relationships between Mr Tan Soon Liang and the other Directors, the Company, its related corporations, its 10% Shareholders or its officers.  
**Resolution 8** – Detailed information on Mr Artawat Udompholkul can be found in the Company’s annual report 2016. Mr Artawat Udompholkul, if re-elected as a Director, will remain as a member of the Audit Committee, the Nominating Committee and the Remuneration Committee, and shall be considered independent for the purposes of Rule 704(7) of the Catalist Rules. There are no relationships including immediate family relationships between Mr Artawat Udompholkul and the other Directors, the Company, its related corporations, its 10% Shareholders or its officers.
- (iii) **Resolution 12** in item 9 above, if passed, will empower the Directors to allot and issue Shares and convertible securities in the Company up to an amount not exceeding 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings), of which the total number of Shares issued other than on a pro rata basis to existing Shareholders, shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings).
- (iv) **Resolution 13** in item 10 above, if passed, will empower the Directors to offer and grant Awards under the PSP, and to allot and issue Shares pursuant to the vesting of Awards granted under the PSP, provided that the aggregate number of Shares issued and issuable pursuant to the PSP, when added to (i) the number of Shares issued and issuable and/or transferred or transferable in respect of all awards granted thereunder; and (ii) all other Shares issued and issuable and/or transferred or transferable in respect of all options granted or awards granted under any other share incentive schemes or share plans adopted by the Company, shall not exceed 15% of the total number of issued share capital (excluding treasury shares and subsidiary holdings) of the Company from time to time.

**Notes:**

1. A member entitled to attend and vote at the AGM is entitled to appoint no more than 2 proxies to attend and vote on his behalf. Where a member appoints more than 1 proxy, he shall specify the proportion of his shares to be represented by each proxy.
2. Pursuant to Section 181 of the Companies Act, any member who is a relevant intermediary is entitled to appoint 1 or more proxies to attend and vote at the AGM. Relevant intermediary is either:
  - (a) a banking corporation licensed under the Banking Act (Cap. 19) or its wholly-owned subsidiary which provides nominee services and holds shares in that capacity;
  - (b) a capital markets services licence holder which provides custodial services for securities under the Securities and Futures Act (Cap. 289) and holds shares in that capacity; or
  - (c) the Central Provident Fund (“CPF”) Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased on behalf of CPF investors.
3. A proxy or attorney need not be a member of the Company.
4. The instrument appointing a proxy or proxies, duly executed, must be deposited at the registered office of the Company at 79 Joo Koon Circle, Singapore 629107 not less than 72 hours before the time appointed for the holding of the AGM.

**PERSONAL DATA PRIVACY**

Where a member of the Company submits an instrument appointing a proxy(ies) 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”); and (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), 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) of the personal data of such proxy(ies) and/or representative(s) for the Purposes.

*This notice has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, United Overseas Bank Limited (the “Sponsor”), for compliance with the relevant rules of the SGX-ST. The Sponsor has not independently verified the contents of this notice. This notice has not been examined or approved by the SGX-ST and the SGX-ST 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 Mr Chia Beng Kwan, Senior Director, Equity Capital Markets who can be contacted at 80 Raffles Place, #03-03 UOB Plaza 1, Singapore 048624, telephone: +65 6533 9898.*