



HONG FOK CORPORATION LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 196700488N)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Forty-Sixth Annual General Meeting of HONG FOK CORPORATION LIMITED will be held at The Ballrooms @ PARKROYAL on Beach Road, 7500 Beach Road, Singapore 199591 on Wednesday, 30 April 2014 at 2.30 p.m. to transact the following business:

- 1 To receive and adopt the Directors' Report and Audited Financial Statements for the year ended 31 December 2013. (Resolution 1)
- 2 To declare a first and final 1-tier tax exempt dividend at 1.5 cents per share for the year ended 31 December 2013 (2012: 0.6 cents). (Resolution 2)
- 3 To approve the payment of Directors' fees of \$209,566 (2012: \$130,000). (Resolution 3)
- 4 To re-elect Mr Cheong Pin Chuan as Director retiring under Article 104 of the Articles of Association of the Company. (Resolution 4)
- 5 To re-elect Mr Tan Tock Han as Director retiring under Article 104 of the Articles of Association of the Company. (Resolution 5)
- 6 To record the retirement of Mr Jackson Lee as Director retiring pursuant to Section 153(6) of the Companies Act, Chapter 50, and who has decided not to seek re-election.
- 7 To re-appoint Messrs KPMG LLP, Public Accountants and Chartered Accountants, Singapore, as auditors and to authorise the Directors to fix their remuneration. (Resolution 6)
- 8 As Special Business
To consider and, if thought fit, to pass the following as Ordinary Resolutions with or without any modification:
 - 8.1 "That pursuant to Section 161 of the Companies Act, Chapter 50 and the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to issue shares and convertible securities in the capital of the Company, including additional convertible securities issued pursuant to adjustments and new shares arising from the conversion of convertible securities and additional convertible securities (whether by way of rights, bonus or otherwise or in pursuance of any offer, agreement or option made or granted by the Directors during the continuance of this authority which would or might require shares or convertible securities to be issued during the continuance of this authority or thereafter) at any time to such persons and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit (notwithstanding that such issue of shares pursuant to the offer, agreement or option or the conversion of the convertible securities may occur after the expiration of the authority contained in this Resolution), provided that the aggregate number of shares and convertible securities to be issued pursuant to this Resolution shall not exceed 50% of the total number of issued shares excluding treasury shares of the Company, and provided further that where shareholders of the Company with registered addresses in Singapore are not given an opportunity to participate in the same on a pro-rata basis, then the aggregate number of shares and convertible securities to be issued other than on a pro-rata basis to all existing shareholders of the Company must not exceed 20% of the total number of issued shares excluding treasury shares of the Company, and for the purpose of this Resolution, the percentage of the total number of issued shares excluding treasury shares shall be based on the Company's total number of issued shares excluding treasury shares at the time this Resolution is passed (after adjusting for (i) new shares arising from the conversion or exercise of convertible securities, (ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed, provided the options or awards were granted in compliance with the Listing Manual of the SGX-ST and (iii) any subsequent bonus issue, consolidation or subdivision of shares), and 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 the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier." (Resolution 7)
 - 8.2 "That the Directors of the Company be and are hereby authorised to make purchases from time to time (whether by way of market purchases or off-market purchases on an equal access scheme) of up to 10% of the total number of issued shares excluding treasury shares of the Company as at the date of this Resolution at any price up to but not exceeding the Maximum Price (as defined in the "Guidelines on Share Purchases" (the "Guidelines") set out in the Appendix of the Addendum dated 14 April 2014 to shareholders of the Company (being an addendum to the Annual Report of the Company for the year ended 31 December 2013)) in accordance with the Guidelines and this mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the date on which the next Annual General Meeting of the Company is held or is required by law to be held, whichever is the earlier." (Resolution 8)
- 9 To transact any other ordinary business of the Company.

BY ORDER OF THE BOARD

KOH CHAY TIANG
DOROTHY HO
Company Secretaries
Singapore
14 April 2014

Notes:

- (a) A member of the Company entitled to attend and vote at the above Meeting is entitled to appoint not more than two proxies to attend and vote at the same Meeting. A proxy need not be a member of the Company.
- (b) Where a member appoints two proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
- (c) The instrument appointing a proxy must be deposited at the Registered Office of the Company at 300 Beach Road #41-00, The Concourse, Singapore 199555 not less than 48 hours before the time appointed for holding the Meeting.
- (d) If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.

Explanatory Notes:

- (i) Mr Cheong Pin Chuan, upon re-appointment as Director, shall remain as Joint Chairman and Joint Managing Director of the Company.
- (ii) Mr Tan Tock Han, upon re-appointment as Director, shall remain as a member of the Audit and Risk Management Committee, the Nominating Committee and the Remuneration Committee. He is considered as an Independent Director for the purpose of Rule 704(B) of the Listing Manual of the SGX-ST.
- (iii) The Board would like to express its appreciation to Mr Jackson Lee who, on his retirement will cease to be the Lead Independent Director, the Chairman of the Audit and Risk Management Committee and a member of the Nominating Committee and the Remuneration Committee.
- (iv) The Ordinary Resolution proposed in item 8.1 above, if passed, will empower the Directors of the Company from the date of the above Meeting until the next Annual General Meeting, to issue shares and convertible securities in the capital of the Company, without seeking any further approval from shareholders in general meeting but within the limitation imposed by the Resolution, for such purposes as the Directors may consider to be in the interests of the Company.
- (v) The Ordinary Resolution proposed in item 8.2 above relates to the renewal of a mandate approved by shareholders of the Company at previous Annual General Meetings of the Company held on 30 June 1999, 31 May 2000, 18 May 2001, 20 May 2002, 20 May 2003, 30 April 2004, 22 April 2005, 28 April 2006, 26 April 2007, 25 April 2008, 29 April 2009, 28 April 2010, 28 April 2011, 26 April 2012 and 29 April 2013 authorising the Company to purchase its own shares subject to and in accordance with the "Guidelines on Share Purchases" set out in the Appendix of the Addendum dated 14 April 2014 to shareholders of the Company (being an addendum to the Annual Report of the Company for the year ended 31 December 2013), the Articles of Association of the Company, the Companies Act, Chapter 50, the Listing Manual of the SGX-ST and such other laws and regulations as may for the time being be applicable. The source of funds to be used for the purchase or acquisition of shares including the amount of financing and its impact on the Company's financial position are set out in Sections 5 and 6 of the Addendum dated 14 April 2014.

NOTICE OF BOOKS CLOSURE

NOTICE IS HEREBY GIVEN THAT, subject to the approval of the shareholders to the first and final dividend (the "Dividend") at the Annual General Meeting of the Company to be held on 30 April 2014, the Share Transfer Books and Register of Members of the Company will be closed on 14 May 2014 for the purpose of determining shareholders' entitlements to the Dividend.

Duly completed registrable transfers received by the Company's Share Registrars, B.A.C.S. Private Limited, 83 Cantonment Road, Singapore 089758 up to 5 p.m. on 12 May 2014 will be registered to determine Members' entitlements to such Dividend. Members whose securities accounts with The Central Depository (Pte) Limited are credited with the shares as at 5 p.m. on 12 May 2014 will be entitled to such Dividend.

The Dividend, if approved at the Annual General Meeting, will be paid on 28 May 2014.

BY ORDER OF THE BOARD

KOH CHAY TIANG
DOROTHY HO
Company Secretaries
Singapore
14 April 2014