



WONG FONG

INDUSTRIES

WONG FONG INDUSTRIES LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 201500186D)

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, 27 April 2018 at 3.30 p.m. to transact the following business:

As Ordinary Business

- To receive and adopt the directors’ statement and the audited financial statements of the Company for the financial year ended 31 December 2017 (“FY2017”) together with the auditors’ report thereon. **(Resolution 1)**
- To declare a first and final tax exempt (one-tier) dividend of 0.36 Singapore cents per ordinary share for FY2017. **(Resolution 2)**
- To re-elect the following directors retiring in accordance with Regulation 114 of the Company’s constitution (“Constitution”):
Mr Liew Chern Yean **(Resolution 3)**
Mr Lew Chern Yong **(Resolution 4)**

[See Explanatory Note (i)]

To note the retirement of Mr Artawat Udolpholkul retiring pursuant to Regulation 114 of the Constitution. Mr Artawat Udolpholkul will not be seeking re-election and will retire as a director of the Company on 27 April 2018 at the conclusion of the AGM.

- To approve the sum of S\$175,000 as Directors’ fees for the financial year ending 31 December 2018 and the payment thereof semi-annually in arrears. **(Resolution 5)**
- To re-appoint Deloitte & Touche LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**
- 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:

7. 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”) and Rule 806 of the Listing Manual Section B: Rules of Catalyst of the Singapore Exchange Securities Trading Limited (“SGX-ST”) (“Catalist Rules”) and the Constitution, authority be and is hereby given to the directors of the Company (“Directors”) to (i) allot and issue new ordinary 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:

- 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 existing shareholders (“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);
- (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 of the Company (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 share options or vesting of share 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;
- 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
- 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 of the Company or (ii) the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (ii)]

(Resolution 7)

8. Authority to grant awards 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:

- offer and grant awards (“Awards”) from time to time in accordance with the provisions of the Wong Fong Performance Share Plan (the “PSP”); and
- 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,

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 awarded 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 of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (iii)]

(Resolution 8)

By Order of the Board

Sharon Yeoh
Company Secretary

Singapore, 12 April 2018

Explanatory notes on ordinary resolutions to be passed:

(i) **Resolution 3** – Detailed information on Mr Liew Chern Yean can be found in the Company’s annual report 2017. Mr Liew Chern Yean, if re-elected as a Director, will remain as an Executive Director of the Company. Mr Liew Chern Yean is a controlling Shareholder, son of Mr Lew Kit Foo @ Liew Foo (Executive Chairman), nephew of Mr Liew Ah Kuie (Deputy Chairman and Managing Director) and brother of Mr Lew Chern Yong (Executive Director). Save as disclosed in the Company’s annual report 2017, there are no relationships including immediate relationships between Mr Liew Chern Yean and the other Directors, its 10% Shareholders or its officers.

Resolution 4 – Detailed information on Mr Lew Chern Yong can be found in the Company’s annual report 2017. Mr Lew Chern Yong, if re-elected as a Director, will remain as an Executive Director of the Company. Mr Lew Chern Yong is a controlling Shareholder, son of Mr Lew Kit Foo @ Liew Foo (Executive Chairman), nephew of Mr Liew Ah Kuie (Deputy Chairman and Managing Director) and brother of Mr Liew Chern Yean (Executive Director). Save as disclosed in the Company’s annual report 2017, there are no relationships including immediate relationships between Mr Lew Chern Yong and the other Directors, its 10% Shareholders or its officers.

(ii) **Resolution 7** in item 7 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).

(iii) **Resolution 8** in item 8 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 issued share capital (excluding treasury shares and subsidiary holdings) of the Company from time to time.

Notes:

- A member entitled to attend and vote at the AGM, may 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.
- 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 banking corporation licensed under the Banking Act (Cap. 19) or its wholly-owned subsidiary which provides nominee services and holds shares in that capacity;
 - 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
 - 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.
- A proxy or attorney need not be a member of the Company.
- 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 notice 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.