



TUNG LOK RESTAURANTS (2000) LTD
(Incorporated in the Republic of Singapore)
(Company Registration Number: 200005703N)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 11th Annual General Meeting of **TUNG LOK RESTAURANTS (2000) LTD** will be held at Orchard Parade Hotel, 1 Tanglin Road, Level 2, Antica Ballroom, Singapore 247905 on Friday, 29 July 2011 at 11.00 a.m. for the following purposes: -

ORDINARY BUSINESS

- To receive the audited accounts for the financial year ended 31 March 2011 and the Reports of the Directors and Auditors **[Resolution 1]**
- To declare a First and Final Tax Exempt (1-tier) Dividend of 0.5 Singapore cent per ordinary share for the financial year ended 31 March 2011. **[Resolution 2]**
- To approve Directors' fees of \$161,667/- for the financial year ended 31 March 2011. (2010: \$150,000) **[Resolution 3]**
- To re-elect the following Directors retiring pursuant to the Company's Articles of Association: -
(a) Dr Ker Sin Tze (Pursuant to Article 91) **[Resolution 4(a)]**
(b) Mr Wee Kheng Jin (Pursuant to Article 97) **[Resolution 4(b)]**
(c) Mr Goi Seng Hui (Pursuant to Article 97) **[Resolution 4(c)]**

Dr Ker Sin Tze will, upon re-appointment as a Director of the Company, remain as a member of the Audit Committee and Remuneration Committee, and Chairman of the Nominating Committee and will be considered independent.

Mr Wee Kheng Jin will, upon re-appointment as a Director of the Company, remain as a member of the Audit Committee and Nominating Committee and will be considered non-independent.

- To pass the following Ordinary Resolutions :-
(a) "That pursuant to Section 153(6) of the Companies Act, Cap 50, Mr Ch'ng Jit Koon be and is hereby re-appointed as a Director of the Company to hold office until the next Annual General Meeting." **[Resolution 5(a)]**
Mr Ch'ng Jit Koon will, upon re-appointment as a Director of the Company, remain as a member of the Audit Committee, Nominating Committee and Chairman of the Remuneration Committee and will be considered independent.
(b) "That pursuant to Section 153(6) of the Companies Act, Cap 50, Dr Tan Eng Liang be and is hereby re-appointed as a Director of the Company to hold office until the next Annual General Meeting." **[Resolution 5(b)]**
Dr Tan Eng Liang will, upon re-appointment as a Director of the Company, remain as Chairman of the Audit Committee, and a member of the Nominating Committee and Remuneration Committee and will be considered independent.

- To re-appoint Deloitte & Touche LLP as Auditors and to authorise the Directors to fix their remuneration. **[Resolution 6]**

SPECIAL BUSINESS

- To consider and, if thought fit, to pass the following as an Ordinary Resolution, with or without modifications: - **[Resolution 7]**
"THAT pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the SGX-ST Listing Manual, 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 (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) 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), 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);
(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) 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 the earlier." (Please see Explanatory Note)
- To transact any other ordinary business of an Annual General Meeting of which due notice shall have been given.

By Order of the Board

Stella Chan
Company Secretary
13 July 2011

EXPLANATORY NOTE ON SPECIAL BUSINESS TO BE TRANSACTED :

Resolution 7

Resolution 7 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 100 percent (100%) of the total number of issued shares in the capital of the Company, excluding treasury shares, 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.

NOTES :

- A member 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 member of the Company.
- The instrument appointing a proxy must be deposited at the Company's Registered Office, 1 Sophia Road #05-03, Peace Centre, Singapore 228149, not less than 48 hours before the time fixed for holding the Meeting.

NOTICE OF BOOKS CLOSURE

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of the Company will be closed on 19 August 2011 for the purpose of determining shareholders' entitlement to the first and final dividend.

Duly completed registrable transfers received by the Company's Share Registrar, M & C Services Private Limited, 138 Robinson Road #17-00 The Corporate Office Singapore 068906 up to 5.00 pm on 18 August 2011 will be registered to determine shareholders' entitlements to the first and final dividend. Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with shares at 5.00 pm on 18 August 2011 will be entitled to the first and final dividend.

Payment of the dividend, if approved by shareholders at the Annual General Meeting to be held on 29 July 2011 will be paid on 31 August 2011.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the circular dated 13 July 2011 issued by Tung Lok Restaurants (2000) Ltd (the "Circular").

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting ("EGM") of Tung Lok Restaurants (2000) Ltd (the "Company") will be held at Orchard Parade Hotel, 1 Tanglin Road, Level 2, Antica Ballroom, Singapore 247905 on 29 July 2011 at 11.30 a.m. (or as soon as practicable following the conclusion or adjournment of the AGM to be held at 11.00 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without any amendments, the following ordinary resolution:

RESOLVED THAT:

ORDINARY RESOLUTION:

PROPOSED IPT MANDATE FOR INTERESTED PERSON TRANSACTIONS

- approval be and is hereby given, for the purposes of Chapter 9 of the Catalyst Rules, for the Entities at Risk to enter into any of the transactions falling within the types of IPTs (particulars of which are set out in the Circular) with the Interested Persons in accordance with the guidelines of the Company for IPTs as set out in the Circular, and subject to the review procedures for such IPTs as set out in paragraphs 3.6 to 3.8 commencing on page 11 of the Circular (the "IPT Mandate");
- 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;
- the Audit Committee of our Company be and is hereby authorised to take such action as it deems proper in respect of the 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 which may be prescribed by the SGX-ST from time to time; and
- the Directors of the Company 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 interests of the Company to give effect to the transactions contemplated and/or authorised by the proposed IPT Mandate and/or this Resolution.

By Order of the Board

Stella Chan
Company Secretary
13 July 2011

Notes:

- A member entitled to attend and vote at the EGM is entitled to appoint a proxy or proxies (not more than two) to attend and vote on his/her behalf. A proxy need not be a member of the Company.
- The instrument appointing a proxy or proxies must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 1 Sophia Road #05-03, Peace Centre, Singapore 228149 at least 48 hours before the time fixed for the EGM.
- This notice has been reviewed by Mr Thomas Lam on behalf of the Company's Sponsor, KW Capital Pte. Ltd., for compliance with the relevant rules of the SGX-ST. The Company's Sponsor has not independently verified the contents of this notice.

The details of the contact person for the Sponsor are:

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(Registered Professional, KW Capital Pte. Ltd.)
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