

NOTICE OF 13TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 13th 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 Tuesday, 30 July 2013 at 11.00 a.m. for the following purposes:-

AS ORDINARY BUSINESS

1. To receive the audited accounts for the financial year ended 31 March 2013 and the Reports of the Directors and Auditors. **[Resolution 1]**
2. To approve Directors' fees of S\$173,000/- for the financial year ended 31 March 2013. (2012: S\$173,000/-) **[Resolution 2]**
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 3(a)]**
 - (b) Mr Goi Seng Hui (Pursuant to Article 91) **[Resolution 3(b)]**
 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 and Audit and Risk Committees and will be considered independent.
Mr Goi Seng Hui will, upon re-appointment as a Director of the Company, remain as a member of the Nominating and Audit and Risk Committees and will be considered non-independent.
4. To pass the following Ordinary Resolution:-
"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 4]**
Dr Tan Eng Liang will, upon re-appointment as a Director of the Company, remain as Chairman of the Audit and Risk Committee and a member of the Nominating and Remuneration Committees, and will be considered independent.
5. To re-appoint Deloitte & Touche LLP as Auditors and to authorise the Directors to fix their remuneration. **[Resolution 5]**

AS SPECIAL BUSINESS

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

6. Authority to allot and issue shares **[Resolution 6]**
That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the SGX-ST Catalist Listing 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 (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 earlier. [See Explanatory Note (ii)]
7. To approve the renewal of the Shareholders' Mandate for Interested Person Transactions ("IPTs") **[Resolution 7]**
 - (a) That approval be and is hereby given for the purposes of Chapter 9 of the SGX-ST Catalist Listing 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 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 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)]
8. To transact any other ordinary business of an Annual General Meeting of which due notice shall have been given.

By Order of the Board

CHAN WAI TENG PRISCILLA

Secretary

Singapore, 12 July 2013

EXPLANATORY NOTES TO RESOLUTIONS:

- (i) In relation to Resolution 4, Mr Ch'ng Jit Koon who retires at the conclusion of this AGM pursuant to Section 153(6) of the Companies Act, Cap. 50, and although eligible, has indicated that he is not offering himself for re-appointment. Mr Ch'ng Jit Koon will step down as the Chairman of the Remuneration Committee, and as a member of the Nominating and Audit and Risk Committees. The Board is actively sourcing for an Independent Non-Executive Director to fill the vacancies in the Board and the respective committees which will arise following Mr Ch'ng's retirement.
- (ii) Resolution 6 proposed in item 6 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 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.
- (iii) Resolution 7 proposed in item 7 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 of Chapter 9 of the SGX-ST Catalist Listing 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 7 relating to the IPT Mandate.

NOTES:

- 1) A member entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- 2) 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 Annual General Meeting.

This Notice of Annual General Meeting has been prepared by the Company and its contents have been reviewed by the Company's sponsor, SAC Capital Private Limited (the "Sponsor"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"). The Sponsor has not independently verified its contents. This Notice of Annual General Meeting has not been examined or approved by SGX-ST. SGX-ST and the Sponsor assume no responsibility for the contents of this document, including the correctness of any of the statements made, reports contained or opinions expressed in this Notice of Annual General Meeting. The contact person for the Sponsor is Mr Ong Hwee Li (Registered Professional, SAC Capital Private Limited), Address: 1 Robinson Road, #21-02 AIA Tower, Singapore 048542, Tel: 6221 5590.