

NOTICE OF 16TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 16th 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 Thursday, 28 July 2016 at 11.00 a.m. for the following purposes:-

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 March 2016 together with the Auditors' Report thereon. **[Resolution 1]**
- To approve Directors' fees of S\$173,000.00 for the financial year ended 31 March 2016 (2015: S\$173,000.00). **[Resolution 2]**
- To approve Directors' fees of S\$223,000.00 for the financial year ending 31 March 2017 to be paid quarterly in arrears (2016: S\$173,000.00). **[Resolution 3]**
- To re-elect the following Directors retiring pursuant to the Company's Constitution:-
(a) Mdm Ng Siok Keow (Pursuant to Article 91) **[Resolution 4(a)]**
(b) Mdm Tjioe Ka In (Pursuant to Article 91) **[Resolution 4(b)]**
Mdm Ng Siok Keow will, upon re-appointment as a Director of the Company, remain as a Non-Independent and Non-Executive Director. Mdm Tjioe Ka In will, upon re-appointment as a Director of the Company, remain as an Executive Director.
- The following Ordinary Resolutions on the recommendation of the Nominating Committee and endorsement of the Board of Directors:-
"That Dr Tan Eng Liang, who will retire pursuant to Section 153(6) of the Companies Act, Cap. 50 which was in force immediately before 3 January 2016, be and is hereby re-appointed as a Director of the Company." **[Resolution 5]**
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, Remuneration and Executive Committees, and will be considered independent.
[See Explanatory Note (i)]
- "That Dr Ker Sin Tze, who will retire pursuant to Section 153(6) of the Companies Act, Cap. 50 which was in force immediately before 3 January 2016, be and is hereby re-appointed as a Director of the Company." **[Resolution 6]**
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.
[See Explanatory Note (i)]
- To re-appoint Ernst & Young LLP as Auditors and to authorise the Directors to fix their remuneration. **[Resolution 7]**

AS SPECIAL BUSINESS

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

- Authority to allot and issue shares **[Resolution 8]**
That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the SGX-ST Catalyst 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 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)]
- To approve the renewal of the Shareholders' Mandate for Interested Person Transactions ("IPTs") **[Resolution 9]**
(a) That approval be and is hereby given for the purposes of Chapter 9 of the SGX-ST Catalyst 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)]
- 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 2016

EXPLANATORY NOTES TO RESOLUTIONS:

- Resolutions 5 and 6 – Dr Tan Eng Liang ("Dr Tan") and Dr Ker Sin Tze ("Dr Ker") were reappointed to the Board at the Annual General Meeting held on 30 July 2015 pursuant to Section 153(6) of the Companies Act, Chapter 50, which was in force immediately before 3 January 2016. Pursuant to section 153(6) of the Companies Act, such re-appointments were until the Annual General Meeting to be held on 28 July 2016 ("AGM 2016"). Accordingly, as their appointments will lapse at the AGM 2016, Dr Tan and Dr Ker are subject to re-appointment at the AGM 2016. Subject to their re-appointment at the conclusion of the AGM 2016, Dr Tan and Dr Ker's re-appointments will no longer be subject to shareholders' approval under section 153(6) of the Companies Act as it has been repealed when the Companies (Amendment) Act 2014 came into effect on 3 January 2016, and they will then be subject to retirement by rotation pursuant to the Company's Constitution.
- Resolution 8 proposed in item 8 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 one hundred 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.
- Resolution 9 proposed in item 9 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 Catalyst 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 9 relating to the IPT Mandate.

NOTES:

- 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.
- 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 72 hours before the time fixed for holding the Annual General Meeting.
- Pursuant to Section 181 of the Companies Act, Chapter 50 of Singapore, any member who is a relevant intermediary is entitled to appoint more than two proxies to attend and vote at the Annual General Meeting. 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.

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 of this Notice of Annual General Meeting. This Notice of Annual General Meeting has not been examined or approved by SGX-ST and the SGX-ST assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained 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: 6532 3829.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (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 or service providers), 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.