

**TUNG LOK RESTAURANTS (2000) LTD**  
 Company Registration No. 200005703N  
 (Incorporated in the Republic of Singapore)

**NOTICE OF 21<sup>st</sup> ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 21<sup>st</sup> Annual General Meeting of **TUNG LOK RESTAURANTS (2000) LTD** will be held by way of electronic means on Friday, 30 July 2021 at 10.00 a.m. (Singapore time) for the following purposes:-

**AS ORDINARY BUSINESS**

1. To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 March 2021 together with the Auditor's Report thereon. **[Resolution 1]**
  
2. To approve Directors' Fees of S\$275,000 for the financial year ending 31 March 2022 to be paid quarterly in arrears (2021: S\$275,000). **[Resolution 2]**  
  
 [See Explanatory Note (i)]
  
3. To re-elect the following Directors who are retiring:-
  - (a) Mr Tjioe Ka Men (Pursuant to Rule 720(4) of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual – Section B: Rules of Catalist (the "Catalist Rules") **[Resolution 3(a)]**
  - (b) Mdm Ng Siok Keow (Pursuant to Regulation 91 of the Company's Constitution) **[Resolution 3(b)]**
  - (c) Dr Tan Eng Liang ("**Dr Tan**") (Pursuant to Regulation 91 of the Company's Constitution) **[Resolution 3(c)]**

Mr Tjioe Ka Men will, upon re-appointment as a Director of the Company, remain as President/Chief Executive Officer ("**President/CEO**"), and a member of the Nominating Committee and the Executive Committee, and will be considered an Executive Director.

Mdm Ng Siok Keow will, upon re-appointment as a Director of the Company, remain as a member of the Executive Committee, and will be considered a Non-Independent and Non-Executive Director.

Dr Tan 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 Committee, Remuneration Committee and Executive Committee, and will be considered independent for the purpose of Rule 704(7) of the Catalist Rules.

4. That contingent upon the passing of Ordinary Resolution 3(c) above, shareholders to approve Dr Tan's continued appointment as an Independent Director in accordance with Rule 406(3)(d)(iii)(A) of the Catalist Rules, and such Resolution **[Resolution 4(a)]**

shall remain in force until the earlier of the following: (i) Dr Tan's retirement or resignation; or (ii) the conclusion of the third AGM following the passing of this Resolution.

[See explanatory Note (ii)]

5. That contingent upon the passing of Ordinary Resolutions 3(c) and 4(a) above, shareholders (excluding the Directors and the President/Chief Executive Officer of the Company, and the respective associates of such Directors and President/CEO) to approve Dr Tan's continued appointment as an Independent Director in accordance with Rule 406(3)(d)(iii)(B) of the Catalist Rules, and such Resolution shall remain in force until the earlier of the following: (i) Dr Tan's retirement or resignation; or (ii) the conclusion of the third AGM following the passing of this Resolution. **[Resolution 4(b)]**

[See explanatory note (ii)]

6. To approve the continued appointment of Dr Ker Sin Tze ("**Dr Ker**") as an Independent Director in accordance with Rule 406(3)(d)(iii)(A) of the Catalist Rules, and such Resolution shall remain in force until the earlier of the following: (i) Dr Ker's retirement or resignation; or (ii) the conclusion of the third AGM following the passing of this Resolution. **[Resolution 5(a)]**

[See explanatory Note (ii)]

7. That contingent upon the passing of Ordinary Resolution 5(a) above, shareholders (excluding the Directors and the President/CEO) of the Company, and the respective associates of such Directors and President/CEO) to approve Dr Ker's continued appointment as an Independent Director in accordance with Rule 406(3)(d)(iii)(B) of the Catalist Rules, and such Resolution shall remain in force until the earlier of the following: (i) Dr Ker's retirement or resignation; or (ii) the conclusion of the third AGM following the passing of this Resolution. **[Resolution 5(b)]**

[See explanatory note (ii)]

8. To re-appoint Ernst & Young LLP as Auditor and to authorise the Directors to fix their remuneration. **[Resolution 6]**

## AS SPECIAL BUSINESS

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

9. Authority to allot and issue shares

**[Resolution 7]**

That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Catalist 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 and subsidiary holdings), 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 and subsidiary holdings);
- (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 and subsidiary holdings) 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 (iii)]

10. To approve the renewal of the Shareholders' Mandate for Interested Person Transactions **[Resolution 8]**

- (a) That approval be and is hereby given for the purposes of Chapter 9 of the Catalist 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 interested person transactions ("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 of the Catalist Rules 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 (iv)]

11. To transact any other ordinary business of an Annual General Meeting of which due notice shall have been given.

**By Order of the Board**

**LEE TIONG HOCK**

Secretary

Singapore, 14 July 2021

## EXPLANATORY NOTES TO RESOLUTIONS:

- (i) Resolution 2 if passed will allow the Company to pay Directors' Fees up to S\$275,000 (on a quarterly basis in arrears) during the course of the financial year ending 31 March 2022 in which the fees are incurred. In the event of unforeseen circumstances, such as appointment of an additional Director, formation of additional Board Committees, resulting in the amount proposed being insufficient, approval will be sought at the next Annual General Meeting for payments to meet the shortfall.
- (ii) Ordinary Resolutions 4(a) to 5(b) - On 6 August 2018, the SGX-ST amended the Listing Manual following the publication of the Code of Corporate Governance 2018 by the Monetary Authority of Singapore. As part of the amendments to the Code of Corporate Governance 2018, certain guidelines from the Code of Corporate Governance 2012 were shifted into the Listing Manual for mandatory compliance. On 28 November 2018, the SGX-ST issued the Transitional Practice Note 3 to establish transitional arrangement for certain guidelines shifted into the Listing Manual.

Pursuant thereto and in respect of Rule 406(3)(d)(iii) of the Catalist Rules, to ensure that the independence designation of a director who has served for more than 9 years as at and from 1 January 2022 is not affected, the Company is seeking to obtain shareholders' approvals for Dr Tan and Dr Ker's continued appointment as independent directors prior to 1 January 2022, as they have each served more than 9 years on the Board of the Company.

Rule 406(3)(d)(iii) provides that continued appointment as independent director, after an aggregate period of more than 9 years on the board, must be sought and approved in separate resolutions by (A) all shareholders and (B) shareholders excluding directors, chief executive officer, and their associates.

- (iii) 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 one hundred percent (100%) of the total number of issued shares in the capital of the Company, excluding treasury shares and subsidiary holdings, 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 and subsidiary holdings.
- (iv) Resolution 8, 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 under Chapter 9 of the Catalist 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 8 relating to the IPT Mandate.

**NOTES :**

- (1) The Annual General Meeting (“AGM”) is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “Order”), and as amended by COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) (Amendment No. 2) Order 2020. Printed copies of this Notice of AGM, Annual Report of the Company for the financial year ended 31 March 2021 (“Annual Report”), Appendix on IPT Mandate and the proxy form will not be despatched to members. Instead, this Notice of AGM, Annual Report of the Company, Appendix on IPT Mandate and the proxy form will be published on the Company’s website at <https://www.tunglok.com> and on SGXNet at <https://www.sgx.com/securities/company-announcements>.
- (2) The proceedings of the AGM will be broadcasted “live” through an audio-and-video webcast and an audio-only feed. Members will not be able to ask questions at the AGM during the “live” broadcast due to administrative limitations, and therefore it is important for members to pre-register and submit their questions in advance of the AGM. Members may submit questions related to the AGM by electronic mail to [tl-agm@complete-corp.com](mailto:tl-agm@complete-corp.com) or by post to Company’s Registered Office, 26 Tai Seng Street #02-01 Singapore 534057 by 10.00 a.m. on 23 July 2021. The Company will read out and address all substantial and relevant questions at the Meeting, and all responses to such substantial and relevant questions received will be published on SGXNet and the Company’s website after the Meeting.
- (3) Members and investors holding shares in the Company through the Central Provident Fund (“CPF”) or Supplementary Retirement Scheme (“SRS”) (“CPF/SRS investors”) who wish to follow the proceedings through a Live Webcast via their mobile phones, tablets or computers or listen to the proceedings through a Live Audio Stream via telephone must pre-register at <https://complete-corp.com/tl-agm/> no later than 10.00 a.m. on 27 July 2021 (“Registration Cut-Off Time”). Following verification, an email containing instructions on how to access the Live Webcast and Live Audio Stream of the proceedings of the AGM will be sent to authenticated members and CPF/SRS investors by 2.00 p.m. on 29 July 2021. Members and CPF/SRS investors who do not receive any email by 2.00 p.m. on 29 July 2021, but have registered by the Registration Cut-Off Time, should contact Complete Corporate Services Pte Ltd for assistance, (i) at +65 6329 2745 between 2.00 p.m. and 6.00 p.m. on 29 July 2021 or between 8.30 a.m. and 9.30 a.m. on 30 July 2021; or (ii) via email to [tl-agm@complete-corp.com](mailto:tl-agm@complete-corp.com).

Investors holding shares through relevant intermediaries (as defined in Section 181 of the Companies Act, Cap. 50) (“Investors”) (other than CPF/SRS investors) will not be able to pre-register at <https://complete-corp.com/tl-agm/> for the “live” broadcast of the AGM. An Investor (other than CPF/SRS investors) who wishes to participate in the “live” broadcast of the AGM should instead approach his/her relevant intermediary as soon as possible in order for the relevant intermediary to make the necessary arrangements to pre-register. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/Passport number) to the Company, via email to the Company’s Polling Agent at [tl-agm@complete-corp.com](mailto:tl-agm@complete-corp.com) no later than 10.00 a.m. on 27 July 2021.

- (4) **Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the AGM in person. A member will also not be able to vote online on**

**the resolutions to be tabled for approval at the AGM. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM. The proxy form for the AGM will be published on the Company's website at <https://www.tunglok.com> and on SGXNet at <https://www.sgx.com/securities/company-announcements>.**

- (5) The instrument or form appointing the Chairman of the Meeting as proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must be submitted to the Company in the following manner:
- (i) if submitted electronically, be submitted via email to the Company's Polling Agent at [tl-agm@complete-corp.com](mailto:tl-agm@complete-corp.com); or
  - (ii) if sent personally or submitted by post, be lodged with the Company's Registered Office, 26 Tai Seng Street #02-01 Singapore 534057,

in either case, by 10.00 a.m. on 27 July 2021 (being not less than seventy-two (72) hours before the time appointed for holding the AGM) (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

**In view of the current COVID-19 situation and the related safe distancing measures, which may make it difficult for members of the Company to submit completed proxy forms by hand or post, members of the Company are strongly encouraged to submit completed proxy forms electronically via email so as to reach the Company not less than seventy-two (72) hours before the time appointed for holding the AGM.**

## **PERSONAL DATA PRIVACY**

By (a) submitting a proxy form appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, (b) submitting any questions prior to the AGM in accordance with this Notice or (c) submitting the pre-registration form in accordance with this Notice, a member of the Company 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:

- (1) the processing, administration and analysis by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the AGM as proxy for the AGM (including any adjournment thereof);
- (2) the processing the pre-registration forms for purposes of granting access to members (or their corporate representatives in the case of members which are legal entities) for the Live Webcast or Live Audio Stream to observe the proceedings of the AGM and providing them with any technical assistance, when necessary;
- (3) addressing substantial and relevant questions from members received in advance of the AGM;
- (4) the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and
- (5) in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities,

and 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.

Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a member (such as his name, his presence at the AGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.

*This Notice has been reviewed by the Company's Sponsor, SAC Capital Private Limited. It has not been examined or approved by the Singapore Exchange Securities Trading Limited ("**Exchange**") and the Exchange 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 details of the contact person for the Sponsor is:- Mr Ong Hwee Li (Registered Professional, SAC Capital Private Limited), Address: 1 Robinson Road, #21-00 AIA Tower, Singapore 048542, Tel: 6232 3210.*