

# **TUNG LOK RESTAURANTS (2000) LTD**

## **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the 5th Annual General Meeting of **TUNG LOK RESTAURANTS (2000) LTD** will be held at Copthorne Orchid Singapore, Aerides Ballroom, 214 Dunearn Road, Singapore 299526 on Friday, 22 July 2005 at 11.00 a.m. for the following purposes: -

### **ORDINARY BUSINESS**

1. To receive and adopt the audited accounts for the financial period ended 31 March 2005 and the Reports of the Directors and Auditors. **(Resolution 1)**
  
2. To approve Directors' fees of \$90,000/- for the financial period ended 31 March 2005. (2003 : \$90,000/-) **(Resolution 2)**
  
3. To re-elect Ms Tjioe Ka In, who retires in accordance with Article 91 of the Company's Articles of Association. **(Resolution 3)**
  
- 4a) To pass the following resolution:- **(Resolution 4a))**  
"That pursuant to Section 153(6) of the Companies Act, Cap 50, Mr Zhou Yingnan be and is hereby re-appointed as a Director of the Company to hold office until the next Annual General Meeting."
  
- 4b) To pass the following resolution :- **(Resolution 4b))**  
"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."
  
5. To re-appoint Messrs Deloitte & Touche as Auditors and to authorise the Directors to fix their remuneration. **(Resolution 5)**
  
6. To transact any other ordinary business of an Annual General Meeting of which due notice shall have been given. **(Resolution 6)**

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**SPECIAL BUSINESS**

7. To consider and, if thought fit, pass the following as Ordinary Resolution, with or without modification: - **(Resolution 7)**

"That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, authority be and is hereby given to the directors of the Company to issue shares and convertible securities in the Company (whether by way of rights, bonus or otherwise) at any time to such persons and upon such terms and conditions and for such purposes as the directors may in their absolute discretion deem fit, provided that the aggregate number of shares and convertible securities to be issued pursuant to this resolution does not exceed 50% of the issued share capital of the Company, of which the aggregate number of shares and convertible securities to be issued other than on a pro-rata basis to shareholders of the Company does not exceed 20% of the issued share capital of the Company. For the purposes of this resolution, the percentage of the issued share capital of the Company shall be based on the issued share capital of the Company at the time this resolution approving the mandate is passed (after adjusting for any new shares arising from conversion or exercise of convertible securities; or new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of the resolution approving the mandate, provided the option or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual and any subsequent consolidation or subdivision of shares in the Company), and 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 the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier."

**By Order of the Board**

**MICHAEL TAY KWANG HOW**  
Secretary

Singapore, 5 July 2005

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**NOTE :**

- 1) 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.
- 2) Mr Ch'ng Jit Koon, Independent Director, if re-elected, will remain as chairman of the Remuneration Committee and member of the Audit Committee and Nominating Committee.

**EXPLANATORY NOTES ON SPECIAL BUSINESS TO BE TRANSACTED :**

**Resolution 7**

This is to empower the Directors to issue shares and convertible securities in the Company up to 50% of the issued share capital of the Company at the time of the passing of the resolution (in the case of issuance other than on a pro rata basis to existing shareholders, such aggregate number of shares not to exceed 20% of the Company's issued share capital at the time of the passing of the resolution), for such purposes as they consider to be in the interests of the Company. Such authorisation commences from the passing of the resolution and ends on the conclusion of the next Annual General Meeting of the Company or the expiration of the time period within which the next Annual General Meeting is required by law to be held, whichever is earlier.