



# HONG FOK CORPORATION LIMITED

(Incorporated in the Republic of Singapore)  
(Co. Reg. No.: 196700468N)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Forty-First Annual General Meeting of **HONG FOK CORPORATION LIMITED** will be held at the Company's Registered Office at 300 Beach Road #41-00, The Concourse, Singapore 199555 on Wednesday, 29 April 2009 at 4.00 p.m. to transact the following business:

- 1 To receive and adopt the Directors' Report and Audited Financial Statements for the year ended 31 December 2008. **(Resolution 1)**
- 2 To approve the payment of Directors' fees of \$115,000 (2007: \$137,000). **(Resolution 2)**
- 3 To re-elect Mr Cheong Kim Pong as Director retiring under Article 104 of the Articles of Association of the Company. **(Resolution 3)**
- 4 To re-elect Mr Cheong Pin Chuan as Director retiring under Article 104 of the Articles of Association of the Company. **(Resolution 4)**
- 5 To re-elect Mr Tan Tock Han as Director retiring under Article 104 of the Articles of Association of the Company. **(Resolution 5)**
- 6 To re-appoint Mr Jackson Lee as Director retiring pursuant to Section 153(6) of the Companies Act, Chapter 50 to hold office until the next Annual Meeting of the Company. **(Resolution 6)**
- 7 To record the retirement of Mdm Lim Ghee, a Director retiring pursuant to Section 153(6) of the Companies Act, Chapter 50 and who has decided not to seek re-appointment.
- 8 To re-appoint Messrs KPMG LLP, Public Accountants and Certified Public Accountants, Singapore, as auditors and to authorise the Directors to fix their remuneration. **(Resolution 7)**
- 9 **As Special Business**  
To consider and, if thought fit, to pass the following as Ordinary Resolutions with or without any modification:
  - 9.1 "That pursuant to Section 161 of the Companies Act, Chapter 50 and the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST") and the guidelines and measures of the SGX-ST, authority be and is hereby given to the Directors of the Company to issue shares and convertible securities in the capital of the Company, including additional convertible securities issued pursuant to adjustments and new shares arising from the conversion of convertible securities and additional convertible securities (whether by way of rights, bonus or otherwise or in pursuance of any offer, agreement or option made or granted by the Directors during the continuance of this authority which would or might require shares or convertible securities to be issued during the continuance of this authority or thereafter) 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 (notwithstanding that such issue of shares pursuant to the offer, agreement or option or the conversion of the convertible securities may occur after the expiration of the authority contained in this Resolution), provided that the aggregate number of shares and convertible securities to be issued pursuant to this Resolution shall (a) in the case of a renounceable rights issue, not exceed 100% of the total number of issued shares excluding treasury shares of the Company, and (b) in all other cases, not exceed 50% of the total number of issued shares excluding treasury shares of the Company, and provided further that where shareholders of the Company with registered addresses in Singapore are not given an opportunity to participate in the same on a pro-rata basis, then the aggregate number of shares and convertible securities to be issued other than on a pro-rata basis to all existing shareholders of the Company must not exceed 20% of the total number of issued shares excluding treasury shares of the Company, and for the purpose of this Resolution, the percentage of the total number of issued shares excluding treasury shares shall be based on the Company's total number of issued shares excluding treasury shares at the time this Resolution is passed (after adjusting for (i) new shares arising from the conversion or exercise of convertible securities, (ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed, provided the options or awards were granted in compliance with the Listing Manual of the SGX-ST and (iii) any subsequent bonus issue, consolidation or subdivision of shares), 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." **(Resolution 8)**
  - 9.2 "That, subject to and pursuant to the share issue mandate in Resolution 8 above being obtained but without limiting the effect of the share issue mandate in Resolution 8 above, authority be and is hereby given to the Directors to issue new shares other than on a pro-rata basis to shareholders of the Company at an issue price per new share which shall be determined by the Directors in their absolute discretion provided that such price shall not represent more than a 20% discount to the weighted average price per share determined in accordance with the requirements of the SGX-ST." **(Resolution 9)**
  - 9.3 "That the Directors of the Company be and are hereby authorised to make purchases from time to time (whether by way of market purchases or off-market purchases on an equal access scheme) of up to 10% of the total number of issued shares excluding treasury shares of the Company as at the date of this Resolution or as at the date of the last Annual General Meeting of the Company (whichever is the higher) at any price up to but not exceeding the Maximum Price (as defined in the "Guidelines on Share Purchases" (the "Guidelines") set out in the Appendix of the Addendum dated 13 April 2009 to shareholders of the Company (being an addendum to the Annual Report of the Company for the year ended 31 December 2008)) in accordance with the Guidelines and this mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the date on which the next Annual General Meeting of the Company is held or is required by law to be held, whichever is the earlier." **(Resolution 10)**
- 10 To transact any other ordinary business of the Company.

### By Order of the Board

**Koh Chay Tiang**  
**Dorothy Ho**  
Company Secretaries

**Singapore**  
13 April 2009

### Notes:

- (a) A member of the Company entitled to attend and vote at the above Meeting is entitled to appoint not more than two proxies to attend and vote at the same Meeting. A proxy need not be a member of the Company.
- (b) Where a member appoints two proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
- (c) The instrument appointing a proxy must be deposited at the Registered Office of the Company not less than 48 hours before the time appointed for holding the Meeting.
- (d) If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.

### Explanatory Notes:

- (i) Messrs Jackson Lee and Tan Tock Han, if re-elected, will remain as the Audit Committee Chairman and a member of the Audit Committee respectively and will be considered as Independent Directors under the Listing Manual of the SGX-ST.
- (ii) The Ordinary Resolution proposed in item 9.1 above, if passed, will authorise and empower the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares and convertible securities in the capital of the Company, without seeking any further approval from shareholders in general meeting but within the limitation imposed by the Resolution, for such purposes as the Directors may consider to be in the interests of the Company.

This proposed ordinary resolution, if passed, will also authorise and empower Directors of the Company to issue up to 100% of the Company's issued shares excluding treasury shares in the case of a pro-rata renounceable rights issue. This is pursuant to one of the new measures introduced by Singapore Exchange Limited on 20 February 2009 and which will be in effect until 31 December 2010.

- (iii) The Ordinary Resolution proposed in item 9.2 above, if passed, will authorise and empower the Directors of the Company to issue shares in the capital of the Company other than on a pro-rata basis at discounts of up to 20% to the weighted average price per share determined in accordance with the requirements of the SGX-ST. This is also pursuant to one of the new measures introduced by Singapore Exchange Limited on 20 February 2009 and which will be in effect until 31 December 2010.
- (iv) The Ordinary Resolution proposed in item 9.3 above relates to the renewal of a mandate approved by shareholders of the Company at previous Annual General Meetings of the Company held on 30 June 1999, 31 May 2000, 18 May 2001, 20 May 2002, 20 May 2003, 30 April 2004, 22 April 2005, 28 April 2006, 26 April 2007 and 25 April 2008 authorising the Company to purchase its own shares subject to and in accordance with the "Guidelines on Share Purchases" set out in the Appendix of the Addendum dated 13 April 2009 to shareholders of the Company (being an addendum to the Annual Report of the Company for the year ended 31 December 2008), the Articles of Association of the Company, the Companies Act, Chapter 50, the Listing Manual of the SGX-ST and such other laws and regulations as may for the time being be applicable.