



HONG FOK CORPORATION LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 196700468N)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Forty-Fifth Annual General Meeting of **HONG FOK CORPORATION LIMITED** will be held at 360 Orchard Road #03-11, International Building, Singapore 238869 on Monday, 29 April 2013 at 2.30 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 2012. **(Resolution 1)**
- 2 To declare a first and final 1-tier tax exempt dividend at 0.6 cents per share for the year ended 31 December 2012 (2011: \$Nil). **(Resolution 2)**
- 3 To approve the payment of Directors' fees of \$130,000 (2011: \$130,000). **(Resolution 3)**
- 4 To re-elect Mr Chow Yew Hon as Director retiring under Article 114 of the Articles of Association of the Company. **(Resolution 4)**
- 5 To re-elect Ms Cheong Hooi Kheng as Director retiring under Article 104 of the Articles of Association of the Company. **(Resolution 5)**
- 6 To re-elect Mr Cheong Sim Eng as Director retiring under Article 104 of the Articles of Association of the Company. **(Resolution 6)**
- 7 To re-appoint Mr Cheong Kim Pong as Director retiring pursuant to Section 153(6) of the Companies Act, Chapter 50 to hold office until the next Annual General Meeting of the Company. **(Resolution 7)**
- 8 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 General Meeting of the Company. **(Resolution 8)**
- 9 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 9)**
- 10 **As Special Business**
To consider and, if thought fit, to pass the following as Ordinary Resolutions with or without any modification:
 - 10.1 "That pursuant to Section 161 of the Companies Act, Chapter 50 and the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), 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 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 10)**
 - 10.2 "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 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 12 April 2013 to shareholders of the Company (being an addendum to the Annual Report of the Company for the year ended 31 December 2012)) 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 11)**
- 11 To transact any other ordinary business of the Company.

BY ORDER OF THE BOARD

KOH CHAY TIANG

DOROTHY HO

Company Secretaries

Singapore

12 April 2013

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 at 300 Beach Road #41-00, The Concourse, Singapore 199555 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) Mr Chow Yew Hon, upon re-appointment as Director, shall remain as the Chairman of the Nominating Committee and the Remuneration Committee, and a member of the Audit and Risk Management Committee. He is considered as an Independent Director for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.
- (ii) Ms Cheong Hooi Kheng, upon re-appointment as Director, shall remain an Executive Director of the Company.
- (iii) Mr Cheong Sim Eng, upon re-appointment as Director, shall remain an Executive Director of the Company.
- (iv) Mr Cheong Kim Pong, upon re-appointment as Director, shall remain as the Chairman of the Board and Managing Director of the Company.
- (v) Mr Jackson Lee, upon re-appointment as Director, shall remain as the Lead Independent Director, the Chairman of the Audit and Risk Management Committee and a member of the Nominating Committee and the Remuneration Committee. He is considered as an Independent Director for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.
- (vi) The Ordinary Resolution proposed in item 10.1 above, if passed, will 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.
- (vii) The Ordinary Resolution proposed in item 10.2 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, 25 April 2008, 29 April 2009, 28 April 2010, 28 April 2011 and 26 April 2012 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 12 April 2013 to shareholders of the Company (being an addendum to the Annual Report of the Company for the year ended 31 December 2012), 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. The source of funds to be used for the purchase or acquisition of shares including the amount of financing and its impact on the Company's financial position are set out in Sections 5 and 6 of the Addendum dated 12 April 2013.

NOTICE OF BOOKS CLOSURE

NOTICE IS HEREBY GIVEN THAT, subject to the approval of the shareholders to the first and final dividend (the "Dividend") at the Annual General Meeting of the Company to be held on 29 April 2013, the Share Transfer Books and Register of Members of the Company will be closed on 14 May 2013 for the purpose of determining shareholders' entitlements to the Dividend.

Duly completed registrable transfers received by the Company's Share Registrars, B.A.C.S. Private Limited, 63 Cantonment Road, Singapore 089758 up to 5 p.m. on 13 May 2013 will be registered to determine Members' entitlements to such Dividend. Members whose securities accounts with The Central Depository (Pte) Limited are credited with the shares as at 5 p.m. on 13 May 2013 will be entitled to such Dividend.

The Dividend, if approved at the Annual General Meeting, will be paid on 28 May 2013.

BY ORDER OF THE BOARD

KOH CHAY TIANG

DOROTHY HO

Company Secretaries

Singapore

12 April 2013