



HONG FOK CORPORATION LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 196700468N)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifty-fifth Annual General Meeting (“AGM” or “Meeting”) of **HONG FOK CORPORATION LIMITED** will be held by way of electronic means on Friday, 28 April 2023 at 10.30 a.m. to transact the following business:

As Ordinary Business

- 1 To receive and adopt the Directors’ Statement and Audited Financial Statements for the year ended 31 December 2022 and the Auditors’ Report thereon. **(Resolution 1)**
- 2 To declare a first and final 1-tier tax exempt dividend at 1 cent per ordinary share for the year ended 31 December 2022 (2021: 1 cent final). **(Resolution 2)**
- 3 To approve the payment of Directors’ fees of \$380,168 for the financial year ending 31 December 2023, to be paid quarterly in arrears. (2022: \$353,640). [See Explanatory Note (i)] **(Resolution 3)**
- 4 To re-elect Mr Cheong Sim Eng as Director retiring under Regulation 104 of the Constitution of the Company. [See Explanatory Note (ii)] **(Resolution 4)**
- 5 To re-elect Mr Chan Pengee, Adrian as Director retiring under Regulation 104 of the Constitution of the Company. [See Explanatory Note (iii)] **(Resolution 5)**
- 6 To re-appoint KPMG LLP, Public Accountants and Chartered Accountants, Singapore, as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**

As Special Business

To consider and, if thought fit, to pass the following as Ordinary Resolutions with or without any modification:

7 General Authority to Allot and Issue New Shares in the Capital of the Company

“That pursuant to Section 161 of the Companies Act 1967 (the “Act”) 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 and subsidiary holdings 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 15% of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company, and for the purpose of this Resolution, the percentage of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company shall be based on the Company’s total number of issued shares excluding treasury shares and subsidiary holdings of the Company 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, 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 provided also that adjustments under (i) and (ii) are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time this Resolution is passed), 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, and in this Resolution, “subsidiary holdings” has the meaning given to it in the Listing Manual of the SGX-ST.” [See Explanatory Note (iv)] **(Resolution 7)**

8 Renewal of the Share Buy-Back Mandate

“That the Directors of the Company be and are hereby authorised to make purchases from time to time (whether by way of on-market purchases or off-market purchases in accordance with an equal access scheme) of up to 10% of the total number of issued shares excluding treasury shares and subsidiary holdings 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 6 April 2023 to shareholders of the Company (being an addendum to the notice of annual general meeting dated 6 April 2023)) in accordance with the Guidelines and this mandate shall, unless revoked or varied by the Company in general meeting, continue in force and expire on 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, and in this Resolution, “subsidiary holdings” has the meaning given to it in the Listing Manual of the SGX-ST.” [See Explanatory Note (v)] **(Resolution 8)**

BY ORDER OF THE BOARD

TAN CHING CHEK
KOH CHAY TIANG
Company Secretaries

Singapore
6 April 2023

Explanatory Notes:

- (i) The Ordinary Resolution 3 proposed in item 3 above, if passed, will facilitate the payment of Directors’ fees during the financial year in which the fees are incurred, that is during the financial year ending 31 December 2023. In the event that the amount proposed is insufficient, approval will be sought at the next annual general meeting for payments to meet the shortfall.
- (ii) Detailed information pursuant to Rule 720(6) of the Listing Manual of the SGX-ST on Mr Cheong Sim Eng can be found on pages 3, 29 and 30 of the Annual Report 2022 of the Company.
- (iii) Mr Chan Pengee, Adrian, upon re-election as a Director, shall remain as the Chairman of the Board, the Chairman of the Nominating Committee and a Member of the Remuneration Committee and 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. Detailed information pursuant to Rule 720(6) of the Listing Manual of the SGX-ST on Mr Chan Pengee, Adrian can be found on pages 3, 29 and 30 of the Annual Report 2022 of the Company.
- (iv) The Ordinary Resolution 7 proposed in item 7 above, if passed, will empower the Directors of the Company from the date of this AGM 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.
- (v) The Ordinary Resolution 8 proposed in item 8 above relates to the renewal of a mandate originally approved by shareholders of the Company on 30 June 1999 and renewed by shareholders of the Company at all subsequent annual general meetings of the Company, including the previous annual general meeting held by way of electronic means on 27 April 2022 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 6 April 2023 to shareholders of the Company (being an addendum to the notice of AGM dated 6 April 2023), the Constitution of the Company, the Act, 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 respectively in Sections 5 and 6 of the Addendum dated 6 April 2023.

Notes:

(a) Conduct of Meeting

The AGM 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”).

Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the Meeting can be electronically accessed via a live webcast or live audio feed), submission of questions relating to the resolutions to be tabled at the AGM in advance of the lodgement of the Proxy Forms for the AGM, submission of text-based questions during the AGM, addressing of substantial and relevant questions “live” during or prior to the AGM, the voting on resolutions “live” via electronic means by the shareholders or by appointing proxy(ies) or the Chairman of the AGM to vote on their behalf at the AGM, are set out herein.

(b) Annual Report 2022, Addendum, Notice of AGM and Proxy Form

Documents relating to the business of the AGM, which comprise the Annual Report 2022 of the Company for the financial year ended 31 December 2022, Addendum, Notice of AGM and Proxy Form have been published on the Company’s website at <http://hongfok.listedcompany.com/> and on the SGX website at <https://www.sgx.com/securities/company-announcements>. Printed copies of these documents will NOT be despatched to shareholders.

(c) Registration to Attend the Live Webcast or Live Audio Feed

The Company is not providing for physical attendance by shareholders at the AGM and shareholders can only participate in the AGM via a live webcast using their computers, tablets or mobile phones or listen to the AGM proceedings through a live audio feed. In order to do so, a member who wishes to watch the live webcast or listen to the live audio feed must pre-register via the pre-registration website at <https://conveneagm.sg/hongfok-agm-registration2023> by no later than 10.30 a.m. on 25 April 2023 (“Registration Deadline”).

To pre-register for the live webcast or live audio feed, kindly access the pre-registration website, using either the latest versions of Chrome, Safari, Edge or Firefox.

Following the verification, authenticated members will receive an email a day before the AGM which will contain the user ID and password details as well as the URL to access the live webcast or the telephone number to access the live audio feed.

Members are advised to also check the Junk folder of their emails in case the emails are directed there instead of Inbox.

Members should not disclose such login details to persons who are not entitled to attend the AGM. Members who have registered by the Registration Deadline but do not receive an email response by 10.30 a.m. on 27 April 2023, may contact our Share Registrar by email at main@zicoholdings.com.

Investors who hold shares through depository agents (as defined in Section 81SF of the Securities and Futures Act 2001) and wish to watch the live webcast or listen to the live audio feed of the AGM should approach their respective depository agents to pre-register by 5.00 p.m. on 18 April 2023 in order to allow sufficient time for their respective depository agents to in turn register their interest with the Company.

(d) Submission of Questions relating to the Agenda of the AGM

Members and proxy(ies) may submit questions related to the resolutions to be tabled at the AGM in advance of the lodgement of the Proxy Forms for the AGM, or submit text-based questions during the AGM.

If a member wishes to submit questions in advance of the AGM related to the resolutions to be tabled at the AGM in advance of the lodgement of the Proxy Forms for the AGM, all questions must be submitted no later than 12.00 a.m. on 14 April 2023 through the following means:

- (i) by email to ir@hongfok.com.sg;
- (ii) by post to the registered office of the Company at 300 Beach Road #41-00, The Concourse, Singapore 199555; or
- (iii) by the pre-registration website at <https://conveneagm.sg/hongfok-agm-registration2023>,

and provide the following details for verification purposes:

- (i) your full name;
- (ii) NRIC/passport/company registration no.;
- (iii) number of shares held;
- (iv) contact number;
- (v) email address; and
- (vi) the manner in which you hold shares in the Company (e.g. via CDP, CPF or SRS).

Any question submitted without the identification details will not be addressed.

If a member wishes to submit text-based questions during the AGM, all questions must be submitted in the following manner:

- (i) Members or where applicable, their appointed proxy(ies) and CPF or SRS investors who have pre-registered and are verified to attend the AGM can ask questions relating to the ordinary resolutions tabled for approval “live” at the AGM, by typing in and submitting their questions through the “live” ask-a-question function via the live webcast platform during the AGM within a certain prescribed time limit.
- (ii) Members (including CPF and SRS investors) or, where applicable, their appointed proxy(ies) must access the AGM proceedings via the live webcast in order to ask questions “live” at the AGM, and will not be able to do so via the live audio feed of the AGM proceedings.
- (iii) Members who wish to appoint a proxy(ies) (other than the Chairman of the AGM) to submit text-based questions during the AGM on their behalf must, in addition to completing and submitting an instrument appointing a proxy(ies), ensure that their proxy(ies) pre-register separately via the registration link before the Registration Deadline, upon verification of the Proxy Form(s).
- (iv) During the AGM itself, the Company will address as many substantial and relevant questions (which are related to the resolutions to be tabled for approval at the AGM) which have not already been addressed prior to the AGM, as well as those received during the AGM itself, as reasonably practicable. Where there are substantially similar questions, the Company will consolidate such questions; consequently, not all questions may be individually addressed.

(e) Publication of Responses

We will endeavour to address all substantial and relevant questions related to the resolutions to be tabled for approval before or at the AGM. A summary of the questions and responses will be published on the SGX website and the Company’s website.

If there are any substantial and relevant questions received after 12.00 a.m. on 14 April 2023, the Company will address them during the AGM. For questions which are addressed during the AGM, the responses to such questions will be included in the minutes of AGM which will be published on the SGX website and the Company’s website within one (1) month after the date of AGM.

(f) Pre-register Live at the AGM

Members (whether individual or corporations) who pre-register to observe and/or listen to the live webcast or live audio feed of the AGM proceedings and wish to vote on the resolutions to be tabled at the AGM may:

- (i) (where members are individuals) vote “live” at the AGM by casting their votes for each resolution through real-time remote electronic voting, or (where members are individuals or corporations) appoint a proxy(ies) (other than the “Chairman of the Meeting”) to vote “live” at the AGM via real-time remote electronic voting on their behalf by completing and submitting Proxy Forms appointing a proxy(ies); or
- (ii) (where members are individuals or corporations) appoint the Chairman of the Meeting as their proxy to vote on their behalf at the AGM, in accordance with the instructions set out in the relevant Proxy Forms.

* For the avoidance of doubt, CPF and SRS investors will not be able to appoint a third party proxy (i.e. person other than the Chairman of the Meeting) to vote “live” at the AGM on their behalf.

Where members (whether individual or corporation) appoint the Chairman of the Meeting as their proxy, they must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

Members including CPF/SRS investors who wish to vote “live” via electronic means at the AGM must first pre-register themselves at the pre-registration website at <https://conveneagm.sg/hongfok-agm-registration2023>. Members who wish to appoint a proxy(ies) (other than the Chairman of the Meeting) to vote “live” via electronic means at the AGM on their behalf must, in addition to completing and submitting an instrument appointing a proxy(ies), pre-register their appointed proxy(ies) at the pre-registration website at <https://conveneagm.sg/hongfok-agm-registration2023> by 10.30 a.m. on 26 April 2023.

Members including CPF/SRS investors or, where applicable, their appointed proxy(ies) must access the AGM proceedings via the live webcast in order to vote “live” via electronic means at the AGM, and will not be able to do so via the live audio feed of the AGM proceedings.

Members who hold shares through relevant intermediaries (other than CPF/SRS investors) who wish to vote should approach his/her relevant intermediary as soon as possible on the voting instructions.

(g) Submission of Proxy(ies) Forms

(i) The instrument appointing proxy(ies) must be submitted to the Company in the following manner:

- (1) if submitted by post, be lodged at the office of the Company’s Share Registrar, B.A.C.S. Private Limited, 77 Robinson Road #06-03, Robinson 77, Singapore 068896; or
- (2) if submitted electronically, be submitted via email to the Company’s Share Registrar at main@zicoholdings.com or through the pre-registration website at <https://conveneagm.sg/hongfok-agm-registration2023>,

in either case, by 10.30 a.m. on 26 April 2023, being 48 hours before the time appointed for holding the AGM.

(ii) Members are strongly encouraged to submit the completed Proxy Form electronically.

(iii) CPF/SRS investors who hold the Company’s shares:

- (1) may vote “live” via electronic means at the AGM if they are appointed as proxies by their respective CPF Agent Banks/SRS Operators, and should contact their respective CPF Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies; or
- (2) may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks/SRS Operators to submit their votes by 5.00 p.m. on 18 April 2023.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote (live and online or by proxy) at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance list, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over 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 (the “Warranty”), 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. Photographic, sound and/or video recordings of the Meeting may be made by the Company for record keeping and to ensure the accuracy of the minutes to be prepared for the Meeting. Accordingly, the personal data of a member of the Company (such as his name, his presence at the Meeting and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.

NOTICE OF RECORD DATE

NOTICE IS HEREBY GIVEN THAT, subject to the members’ approval to a first and final 1-tier tax exempt dividend at 1 cent per ordinary share for the financial year ended 31 December 2022 (the “Proposed Dividend”) at the forthcoming Annual General Meeting of **HONG FOK CORPORATION LIMITED** (the “Company”) to be held on 28 April 2023, the Share Transfer Books and Register of Members of the Company will be closed at 5.00 p.m. on 12 May 2023 for the purpose of determining members’ entitlements to the Proposed Dividend.

Duly completed registrable transfers received by the Company’s Share Registrar, B.A.C.S. Private Limited, 77 Robinson Road #06-03, Robinson 77, Singapore 068896 up to 5.00 p.m. on 12 May 2023 (the “Record Date”) will be registered to determine members’ entitlements to the Proposed Dividend. Members whose securities accounts with The Central Depository (Pte) Limited are credited with the shares as at 5.00 p.m. on the Record Date will be entitled to the Proposed Dividend.

The Proposed Dividend, if approved at the forthcoming Annual General Meeting to be held on 28 April 2023, will be paid on 23 May 2023.

BY ORDER OF THE BOARD

TAN CHING CHEK
KOH CHAY TIANG
Company Secretaries

Singapore
6 April 2023