

Notice of Annual General Meeting

Wing Tai Holdings Limited
(Company Registration No. 196300239D)
(Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN that the 55th Annual General Meeting of the Company will be held at Stephen Riady Auditorium @ NTUC, NTUC Centre, Level 7, One Marina Boulevard, Singapore 018989 on Wednesday, 23 October 2019 at 11.00 a.m. to transact the following business:

AS ORDINARY BUSINESS

- | | |
|--|---------------------------------|
| 1. To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 30 June 2019 and the Auditor's Report thereon. | Resolution 1 |
| 2. To declare a first and final tax-exempt (one-tier) dividend of 3 cents per share and a special tax-exempt (one-tier) dividend of 2 cents per share for the financial year ended 30 June 2019. | Resolution 2 |
| 3. To approve directors' fees of \$648,750 for the financial year ended 30 June 2019 (2018: \$594,243/-). | Resolution 3 |
| 4. To re-elect the following directors who are retiring in accordance with the Company's Constitution: | |
| (a) Mr Edmund Cheng Wai Wing (Retiring under Regulation 108) | Resolution 4 |
| (b) Mr Christopher Lau Loke Sam (Retiring under Regulation 108) | Resolution 5 |
| (c) Mr Paul Hon To Tong (Retiring under Regulation 108) | Resolution 6 |
| (d) Ms Sim Beng Mei Mildred (Mrs Mildred Tan) (Retiring under Regulation 118) | Resolution 7 |
| | <i>(See Explanatory Note 1)</i> |
| 5. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company and to authorise the directors to fix their remuneration. | Resolution 8 |

AS SPECIAL BUSINESS

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

- | | |
|---|---------------------|
| 6. That pursuant to Section 161 of the Companies Act and the listing rules of the SGX-ST, authority be and is hereby given to the directors to issue: | Resolution 9 |
| (i) shares in the capital of the Company (" shares "); or | |
| (ii) convertible securities; or | |
| (iii) additional convertible securities issued pursuant to adjustments; or | |
| (iv) shares arising from the conversion of the securities in (ii) and (iii) above, | |

(whether by way of rights, bonus or otherwise in pursuance of any offer, agreement or option made or granted by the directors during the continuance of this authority or thereafter) 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 (notwithstanding the authority conferred by this Resolution may have ceased to be in force),

provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of convertible securities made or granted pursuant to this Resolution) does not exceed fifty per cent. (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below) (“**Issued Shares**”), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders does not exceed fifteen per cent. (15%) of the total number of Issued Shares;
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of Issued Shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Resolution is passed, after adjusting for:
 - (i) new shares arising from the conversion or exercise of any convertible securities or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
 - (ii) any subsequent bonus issue, consolidation or subdivision of shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company in general meeting), the authority conferred by this Resolution 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 is required by law to be held, whichever is the earlier.

(See Explanatory Note 2)

7. THAT authority be and is hereby given to the Directors of the Company to:

Resolution 10

- (i) grant awards in accordance with the provisions of the Performance Share Plan 2018 (“**PSP**”) and/or the Restricted Share Plan 2018 (“**RSP**); and
- (ii) allot and issue from time to time such number of ordinary shares in the capital of the Company as may be required to be issued pursuant to the vesting of awards granted under the Performance Share Plan 2008, the Restricted Share Plan 2008, PSP and/or the RSP.

provided that the aggregate number of new ordinary shares to be allotted and issued and existing ordinary shares which may be delivered (whether such existing ordinary shares are acquired, pursuant to a share purchase mandate or held as treasury shares to the extent permitted by law, or otherwise) pursuant to the Performance Share Plan 2008 and the Restricted Share Plan 2008 (the previous share plans which were adopted pursuant to the approval of Shareholders at the extraordinary general meeting of the Company held on 30 October 2008, as modified and altered from time to time), the PSP and RSP shall not exceed five per cent. (5%) of the total number of issued ordinary shares from time to time (excluding treasury shares and subsidiary holdings), provided that (A) such number of ordinary shares to be issued or delivered during the period from each annual general meeting to the next annual general meeting (each a “**Relevant Year**”), shall not exceed 0.5% of the total number of Issued Shares excluding treasury shares and subsidiary holdings (“**Annual Limit**”); and (B) if the Annual Limit is not fully utilised during the Relevant Year, any unutilised portion of the Annual Limit may be used by the directors to make grant of awards in subsequent years for the duration of PSP and RSP.

(See Explanatory Note 3)

8. That:

Resolution 11

- (i) for the purposes of the Companies Act, the exercise by the directors of all the powers of the Company to purchase or otherwise acquire issued ordinary shares not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price(s) as may be determined by the directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
 - (a) market purchase(s) transacted through the SGX-ST trading system, through one or more duly licensed stock brokers appointed by the Company for that purpose (“**Market Purchase**”); and/or

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- (b) off-market purchase(s) (each an “**Off-Market Purchase**”) in accordance with any equal access scheme(s) as may be determined or formulated by the directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act and listing rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Purchase Mandate**”);

- (ii) unless varied or revoked by the members of the Company in a general meeting, the authority conferred on the directors pursuant to the Share Purchase Mandate may be exercised by the directors at any time and from time to time during the period commencing from the date of the passing of this Ordinary Resolution and expiring on the earliest of:
 - (a) the date on which the next annual general meeting of the Company is held or is required by law to be held;
 - (b) the date on which the purchases or acquisitions of ordinary shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated; and
 - (c) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by the shareholders in a general meeting;
- (iii) in this Ordinary Resolution:

“**Maximum Limit**” means that number of ordinary shares representing ten per cent. (10%) of the aggregate issued ordinary shares of the Company as at the date of the passing of this Ordinary Resolution, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the issued ordinary shares shall be taken to be the number of the issued ordinary shares as altered (excluding any treasury shares and subsidiary holdings that may be held by the Company from time to time);

“**Relevant Period**” means the period commencing from the date on which the last annual general meeting was held and expiring on the date the next annual general meeting is held or is required by law to be held, whichever is the earlier, after the date of this Ordinary Resolution; and

“**Maximum Price**”, in relation to an ordinary share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- (a) in the case of a Market Purchase, five per cent. (5%) above the average of the closing market prices of the ordinary shares over the five (5) Market Days on which transactions in the ordinary shares were recorded before the day on which the Market Purchase was made by the Company and deemed to be adjusted for any corporate action that occurs after the relevant five (5)-day period; and
- (b) in the case of an Off-Market Purchase, twenty per cent. (20%) above the average of the closing market prices of the ordinary shares over the five (5) Market Days on which transactions in the ordinary shares were recorded before the day on which the Company makes an announcement of an offer under the Off-Market Purchase scheme and deemed to be adjusted for any corporate action that occurs after the relevant five (5)-day period; and
- (iv) the directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.

(See Explanatory Note 4)

- 9. To transact any other business that may be transacted at an annual general meeting of the Company.

By Order of the Board

Gabrielle Tan
Company Secretary

Singapore
2 October 2019

EXPLANATORY NOTES:

1. Resolutions 4 to 7

Mr Edmund Cheng Wai Wing will, upon re-election, continue to serve as a Deputy Chairman and Deputy Managing Director of the Company.

Mr Christopher Lau Loke Sam, Independent Non-Executive Director, will, upon re-election as a Director of the Company, continue to serve as the Chairman of the Remuneration Committee and a member of the Audit & Risk Committee. Mr Lau is considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST").

Mr Paul Hon To Tong, Lead Independent Director, will, upon re-election as a Director of the Company, continue to serve as the Chairman of the Audit & Risk Committee and a member of the Nominating Committee. Mr Tong is considered independent for the purposes of Rule 704(8) of the Listing Manual of SGX-ST.

Ms Sim Beng Mei Mildred (Mrs Mildred Tan), Independent Non-Executive Director, will, upon re-election as a Director of the Company, continue to serve as a member of the Audit & Risk Committee. Mrs Tan is considered independent for the purposes of Rule 704(8) of the Listing Manual SGX-ST.

The detailed information relating to Mr Edmund Cheng, Mr Christopher Lau, Mr Paul Tong and Mrs Mildred Tan as set out in the Appendix 7.4.1 of the Listing Manual of SGX-ST can be found in the "Additional Information on Directors Seeking Re-Election at the Annual General Meeting" section of this Notice.

2. Resolution 9

Resolution 9, if passed, will empower the directors, from the date of the Annual General Meeting until the next annual general meeting, to issue shares and convertible securities in the Company. The aggregate number of shares and convertible securities which the directors may issue under this Resolution shall not exceed 50% of the Company's total number of Issued Shares (excluding treasury shares and subsidiary holdings). The total number of shares and convertible securities to be issued other than on a pro-rata basis to existing shareholders shall not exceed 15% of the Company's total number of Issued Shares (excluding treasury shares and subsidiary holdings).

The percentage of the total number of Issued Shares (excluding treasury shares and subsidiary holdings) is based on the Company's total number of Issued Shares (excluding treasury shares and subsidiary holdings) at the time this proposed Resolution is passed, after adjusting for (a) new ordinary shares arising from the conversion of convertible securities or vesting of share awards which are outstanding or subsisting at the time this proposed Resolution is passed; and (b) any subsequent bonus issue, consolidation or subdivision of ordinary shares.

3. Resolution 10

Resolution 10, if passed, will empower the directors to grant awards pursuant to the PSP and RSP, and to allot and issue or deliver from time to time such number of fully paid-up ordinary shares or treasury shares as may be required to be allotted and issued or delivered pursuant to the Performance Share Plan 2008, the Restricted Share Plan 2008, PSP and RSP. The aggregate number of new ordinary shares to be allotted and issued and existing ordinary shares which may be delivered (whether such existing ordinary shares are acquired, pursuant to a share purchase mandate or held as treasury shares to the extent permitted by law, or otherwise) pursuant to the Performance Share Plan 2008, the Restricted Share Plan 2008, the PSP and the RSP shall not exceed five per cent. (5%) of the total number of Issued Shares from time to time (excluding treasury shares and subsidiary holdings), provided that (A) such number of ordinary shares to be issued or delivered in a Relevant Year shall not exceed the Annual Limit; and (B) if the Annual Limit is not fully utilised during the Relevant Year, any unutilised portion of the Annual Limit may be used by the directors to make grant of awards in subsequent years for the duration of PSP and RSP.

4. Resolution 11

Resolution 11, if passed, will authorise the directors to make purchases or otherwise acquire its ordinary shares, until the date of the next annual general meeting of the Company unless such authority is earlier revoked or varied by the shareholders at a general meeting. Please refer to the Addendum in relation to the proposed renewal of the Share Purchase Mandate for more details.

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NOTES:

1. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the meeting. Where such member's proxy form appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form.

(b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's proxy form appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50 of Singapore.

2. A proxy need not be a member of the Company.
3. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. The instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.
4. The instrument appointing a proxy must be deposited at the registered office of the Company at 3 Killiney Road, #10-01 Winsland House I, Singapore 239519, not less than 72 hours before the time fixed for holding the meeting.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting 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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (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, 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 above Annual General Meeting may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the Annual General Meeting. Accordingly, the personal data of a member or a member's proxy(ies) and/or representative(s) (such as the name, presence at the Annual General Meeting and any questions he/she may raise or motions he/she propose/second) may be recorded by the Company for such purpose.

In addition, the Company may upon the request of any shareholder, provide such shareholder with a copy of the minutes of the Annual General Meeting (and/or recordings made and/or transcripts thereof), which may contain the personal data of a member or a member's proxy(ies) and/or representative(s) as explained above. By participating in the Annual General Meeting, raising any questions and/or proposing/seconding any motion, a member or a member's proxy(ies) and/or representative(s) will be deemed to have consented to have his/her personal data recorded and dealt with for the purposes and in the manner explained above.

Notice of Books Closure and Dividend Payment Date

NOTICE IS HEREBY GIVEN that subject to shareholders' approval for the proposed first and final tax exempt (one-tier) dividend of 3 cents per share and a special tax exempt (one-tier) dividend of 2 cents per share for the financial year ended 30 June 2019, the Share Transfer Books and Register of Members will be closed on 7 November 2019 for the preparation of dividend warrants.

Duly completed transfers received by the Company's Share Registrar, Tricor Barbinder Share Registration Services, 80 Robinson Road, #11-02, Singapore 068898 up to 5.00 p.m. on 6 November 2019 will be registered to determine shareholders' entitlement to the proposed dividends. Shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with shares as at 5.00 p.m. on 6 November 2019 will be entitled to the proposed dividends.

The proposed dividends, if approved by shareholders at the Annual General Meeting to be held on 23 October 2019, will be paid on 21 November 2019.

Additional Information on Directors Seeking Re-Election at the Annual General Meeting

The following additional information on Mr Edmund Cheng, Mr Christopher Lau, Mr Paul Tong and Mrs Mildred Tan, all of whom are seeking re-election as Directors at the 55th Annual General Meeting of Wing Tai Holdings Limited (“WTH”).

Name of Director	Edmund Cheng Wai Wing
	<i>Deputy Chairman and Deputy Managing Director</i>
Date of Appointment	11 May 1981
Date of last re-appointment (if applicable)	23 October 2017
Age	67
Country of principal residence	Singapore
The Board’s comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Board of Directors has considered the recommendation of the Nominating Committee (“NC”) and is of the view that Mr Cheng has the requisite qualifications, capabilities and experience to assume the duties and responsibilities as Deputy Chairman and Deputy Managing Director of WTH.
Whether appointment is executive, and if so, the area of responsibility	Executive
Professional qualifications	<ul style="list-style-type: none"> • Bachelor of Engineering (Civil Engineering), Northwestern University, USA • Master of Architecture, Carnegie Mellon University, USA
Working experience and occupation(s) during the past 10 years (2009 to 2019)	<ul style="list-style-type: none"> • Executive Director of Wing Tai Malaysia Berhad since 1984 • Chairman, Non-Executive Independent Director of SATS Ltd. and served in its Executive Committee, Nominating Committee and Remuneration and Human Resource Committee from Year 2003 to Year 2016

Christopher Lau Loke Sam	Paul Hon To Tong	Sim Beng Mei Mildred (Mrs Mildred Tan)
<i>Independent Non-Executive Director Chairman of Remuneration Committee and Member of Audit & Risk Committee</i>	<i>Lead Independent Director Chairman of Audit & Risk Committee and Member of Nominating Committee</i>	<i>Independent Non-Executive Director Member of Audit & Risk Committee</i>
28 October 2013	16 August 2007	2 January 2019
23 October 2017	27 October 2016	Not Applicable
72	74	61
Singapore	Hong Kong	Singapore
The Board of Directors has considered the recommendation of the NC and is of the view that Mr Lau has the requisite qualifications, capabilities and experience to assume the role of Non-Executive Director of WTH.	The Board of Directors has considered the recommendation of the NC and is of the view that Mr Tong has the requisite qualifications, capabilities and experience to assume the role of Lead Independent Director of WTH.	The Board of Directors has considered the recommendation of the NC and is of the view that Mrs Mildred Tan has the requisite qualifications, capabilities and experience to assume the role of Non-Executive Director of WTH.
Non-Executive	Non-Executive	Non-Executive
<ul style="list-style-type: none"> • Barrister-at-Law, Gray’s Inn , England 	<ul style="list-style-type: none"> • Barrister-at-law, Middle Temple, England • Bachelor of Science (Economics) (Honours), University of London, England • Certificate of Management Studies, University of Oxford, England • Certified Public Accountant of The Hong Kong Institute of Certified Public Accountants • Associate Member of The Institute of Chartered Secretaries and Administrators 	<ul style="list-style-type: none"> • Bachelor of Arts (Honours), Middlesex University, UK • Master in Education University of Sheffield, UK • HR Executive Program, Cornell University, USA • Harvard Executive Leadership Program, Harvard Business School, Boston, USA • Graduate Member of the British Psychological Society
<ul style="list-style-type: none"> • Senior Counsel • Independent Arbitrator • Member LCIA Court • Member ICC Court • Chairman, Chartered Institute of Arbitrators (Singapore) Limited • Independent Non-Executive Director Neptune Orient Lines Limited, Member of Audit Committee (Chairman of Audit Committee from April 2006) and Member, Enterprise Risk Management Committee. (2004 – 2013) • Independent Non-Executive Director of Singapore Technologies Marine Ltd (2014 – 2018) and Singapore Technologies Aerospace Ltd (2017 – 2018) and served on their respective risk and audit committees 	<ul style="list-style-type: none"> • Executive Vice-President & General Counsel, Johnson Electric Holdings Limited (a publicly-listed group based in Hong Kong) (2003 – 2008) • Chief Financial Officer, Johnson Electric Holdings Limited (1995 – 2003) 	<ul style="list-style-type: none"> • Managing Director, Ernst & Young Advisory Pte. Ltd. (“EY Advisory”) (2002 – 2018) • Asean Regional Leader, EY Advisory (2006 -2010) • Leader, EY Asia Pacific Government and Public Sector (2010 – 2018) • Board Member, EY APAC Governing Council (2011 – 2014)

Name of Director	Edmund Cheng Wai Wing
Shareholding interest in the listed issuer and its subsidiaries	318,021,664 WTH shares
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Mr Edmund Cheng is the brother of Mr Cheng Wai Keung (Chairman and Managing Director of WTH) and Mr Cheng Man Tak (Non-Executive Director of WTH).
Conflict of interest (including any competing business)	No
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes
Other Principal Commitments* including Directorships	
Past (for the last 5 years)	<ul style="list-style-type: none"> • Chairman, Non-Executive Independent Director of SATS Ltd. • President, Real Estate Developers' Association of Singapore ("REDAS") • Founding Chairman, DesignSingapore Council • Chairman, National Arts Council • Chairman, Singapore Tourism Board • Director, Singapore Airlines Limited • Authority Member, Urban Redevelopment Authority • Director, Construction Industry Development Board • Member, Board of Trustees, Nanyang Technological University • Executive Director, Wing Tai Malaysia Berhad (now known as Wing Tai Malaysia Sdn. Bhd.)
Present	<ul style="list-style-type: none"> • Deputy Chairman & Deputy Managing Director of WTH • Chairman, Mapletree Investments Pte. Ltd. • Chairman, Civil Aviation Authority of Singapore • Chairman, Singapore Art Museum • Member, The Esplanade Co Ltd

* "Principal Commitments" has the same meaning as defined in the Code.

Additional Information on Directors Seeking Re-Election at the Annual General Meeting

Christopher Lau Loke Sam	Paul Hon To Tong	Sim Beng Mei Mildred (Mrs Mildred Tan)
No	No	No
No	No	No
No	No	No
Yes	Yes	Yes
<ul style="list-style-type: none"> Independent Non-Executive Director of Singapore Technologies Marine Ltd and Singapore Technologies Aerospace Ltd Member ICC Court 	<p>Nil</p>	<ul style="list-style-type: none"> Managing Director/Partner – Ernst & Young Advisory Pte. Ltd.
<ul style="list-style-type: none"> Independent Arbitrator Mediator Member LCIA Court 	<ul style="list-style-type: none"> Non-Executive Director, Chinney Investments Limited (<i>listed on the Stock Exchange of Hong Kong</i>) 	<ul style="list-style-type: none"> Chairman – National Volunteer and Philanthropy Centre Director – Lee Kuan Yew Fund for Bilingualism (MOE) Co-Chair – Council for Board Diversity Director – Community Foundation of Singapore Director – Gardens by the Bay

Name of Director	Edmund Cheng Wai Wing	Christopher Lau Loke Sam	Paul Hon To Tong	Sim Beng Mei Mildred (Mrs Mildred Tan)
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No	No	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No	No	No
(c) Whether there is any unsatisfied judgment against him?	No	No	No	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No	No	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No	No	No
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No	No	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No	No	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No	No	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No	No	No
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:				
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No	No	No	No
(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No	No	No
(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No	No	No
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No	No	No	No
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No	No	No

Wing Tai Holdings Limited

3 Killiney Road #10-01 Winsland House I Singapore 239519

Tel (65) 6280 9111 Fax (65) 6732 9956

<http://www.wingtaiasia.com.sg>

2 October 2019

Dear Shareholder

We are pleased to enclose printed copies of the Notice and Proxy Form for the upcoming 55th Annual General Meeting (“**AGM**”) of Wing Tai Holdings Limited (“**WTH**”) to be held on 23 October 2019 at 11.00 a.m.

In line with our sustainability practices, we have discontinued the mailing of CD-ROM version of the Annual Report to shareholders since last year. The WTH Annual Report 2019 and the Addendum in relation to the Proposed Renewal of the Share Purchase Mandate (“**Addendum**”) are available on WTH corporate website.

- The Annual Report 2019 may be accessed online at <http://www.wingtaiasia.com.sg/InvestorRelationsandMedia/AnnualReports> by clicking on the link to “Annual Report 2019”.
- The Addendum may be accessed online at <http://www.wingtaiasia.com.sg/InvestorRelationsandMedia/AnnualReports> by clicking on the link to “Addendum 2019”.

If you wish to receive a printed copy of the Annual Report 2019 and/or the Addendum, please complete the enclosed Request Form and return it to us by 14 October 2019.

By completing, signing and returning the Request Form to us, you agree and acknowledge that we and/or our service provider may collect, use and disclose your personal data as contained in your submitted Request Form, for the purpose of processing your request.

Yours faithfully
For and on behalf of
Wing Tai Holdings Limited

Gabrielle Tan
Company Secretary

Proxy Form

Wing Tai Holdings Limited
(Company Registration No. 196300239D)
(Incorporated in the Republic of Singapore)

IMPORTANT

1. Relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 of Singapore, may appoint more than two proxies to attend, speak and vote at the Annual General Meeting.
2. For CPF/SRS investors who have used their CPF/SRS monies to buy shares in Wing Tai Holdings Limited, this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF/SRS investors should contact their respective agent banks if they have any queries regarding their appointment as proxies.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 2 October 2019.

I/We, _____ (Name) _____ (NRIC/Passport/Company Registration No.)
of _____ (Address)

being a member(s) of Wing Tai Holdings Limited (the "Company"), hereby appoint the following person(s):

Name	Address	NRIC/Passport No.	Proportion of Shareholdings	
			No. of Shares	%
and/or (delete as appropriate)				

as my/our proxy/proxies to attend, speak and vote for me/us on my/our behalf at the 55th Annual General Meeting of the Company ("AGM") to be held on Wednesday, 23 October 2019 at 11.00 a.m. at Stephen Riady Auditorium @ NTUC, NTUC Centre, Level 7, One Marina Boulevard, Singapore 018989 and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the resolutions to be proposed at the AGM as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies may vote or abstain from voting at his/their discretion.

Resolution	Resolutions relating to:	For*	Against*
1	Adoption of Directors' Statement and Audited Financial Statements		
2	Declaration of First and Final Tax-exempt (one-tier) Dividend and Special Dividend		
3	Approval of Directors' fees		
4	Re-election of Mr Edmund Cheng Wai Wing		
5	Re-election of Mr Christopher Lau Loke Sam		
6	Re-election of Mr Paul Hon To Tong		
7	Re-election of Ms Sim Beng Mei Mildred (Mrs Mildred Tan)		
8	Re-appointment of PricewaterhouseCoopers LLP as auditors		
9	Authority to allot and issue shares and convertible securities		
10	Authority for Directors to grant awards pursuant to the Performance Share Plan 2018 and the Restricted Share Plan 2018, and to allot and issue shares, pursuant to the Performance Share Plan 2008, the Restricted Share Plan 2008, Performance Share Plan 2018 and the Restricted Share Plan 2018		
11	Renewal of Share Purchase Mandate		

* Voting will be conducted by poll. If you wish to exercise all your votes "For" or "Against", please indicate with a (v) within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this _____ day of _____ 2019.

Signature(s)/Common Seal of Member(s)

No. of shares held

Please affix
postage stamp
here.

Wing Tai Holdings Limited
3 Killiney Road
#10-01 Winsland House I
Singapore 239519

2nd fold here

1st fold here

NOTES:

1. A member should insert the total number of shares held. If the member has shares entered against his/her name in the Depository Register (maintained by The Central Depository (Pte) Limited), he/she should insert that number of shares. If the member has shares registered in his/her name in the Register of Members (maintained by or on behalf of the Company), he/she should insert that number of shares. If the member has shares entered against his/her name in the Depository Register and shares registered in his/her name in the Register of Members, he/she should insert the aggregate number of shares. If no number is inserted, the Proxy Form will be deemed to relate to all the shares held by the member.
2. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such member's Proxy Form appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the Proxy Form.
(b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's Proxy Form appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.
"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50 of Singapore.
3. A proxy need not be a member of the Company.
4. The instrument appointing a proxy or proxies must be deposited at the Company's registered office at 3 Killiney Road, #10-01 Winsland House I, Singapore 239519, not less than 72 hours before the time appointed for the AGM.
5. Completion and return of this Proxy Form shall not preclude a member from attending and voting at the AGM. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the AGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the Proxy Form to the AGM.
6. The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
7. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
8. A corporation which is a member may authorize by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.
9. The Company shall be entitled to reject an instrument appointing a proxy or proxies which is incomplete, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form (including any related attachment). In addition, in the case of shares entered in the Depository Register, the Company may reject any Proxy Form deposited if the member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register at least 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.