

WING TAI HOLDINGS LIMITED
(the “Company”)
(Company Registration No. 196300239D)
(Incorporated in the Republic of Singapore)

Minutes of the 55th Annual General Meeting (“AGM”) (the “Meeting”)

Date : Wednesday, 23 October 2019

Time : 11.00 a.m.

Place : Stephen Riady Auditorium @ NTUC, NTUC Centre Level 7
One Marina Boulevard, Singapore 018989

Present : As per attendance lists

Chairman : Mr Cheng Wai Keung (the “Chairman”)

PERFORMANCE HIGHLIGHTS

At 11.00 a.m., the Chairman invited Mr Ng Kim Huat, the Group Chief Financial Officer (“Group CFO”) of the Company, to provide a presentation on the performance of the Group (the Company and its subsidiaries).

The Group CFO proceeded to brief the Meeting on the following salient items:

- (i) Key highlights of the financial results for year ended 30 June 2019 (“FY2019”) covering revenue, net profit and net tangible assets per share, compared against the preceding financial year ended 30 June 2018;
- (ii) Revenue and earnings before interest and tax (“EBIT”) by business segment (Development Properties, Investment Properties and Retail) for FY2019;
- (iii) Residential properties sales in FY2019 for Singapore, Malaysia and China; and
- (iv) Dividend and dividend yield for FY2019.

A copy of the presentation, which was released via SGXNet on the day of the AGM, is annexed to these minutes as “Appendix I”.

POLLING PROCESS

The Chairman informed the Meeting that all resolutions to be considered during the Meeting would be conducted by way of electronic poll. It was noted that Trusted Services Pte. Ltd. (“Trusted Services”) had been appointed the Polling Agent whilst TS Tay Public Accounting Corporation as Scrutineer for the Meeting.

Thereupon, Trusted Services explained the poll voting process through a video presentation.

QUORUM

With the presence of the requisite quorum, the Chairman called the Meeting to order.

NOTICE OF MEETING

With the consent of the shareholders of the Company ("Shareholders"), the notice convening the Meeting was taken as read.

The Chairman informed the Meeting that he had been appointed as proxy by a number of Shareholders and he shall vote in accordance with their instructions.

DEMAND FOR POLL

The Chairman informed the Shareholders that all proposed resolutions at the Meeting would be conducted by way of poll using wireless handsets.

MEETING AGENDA

RESOLUTION 1

Directors' Statement and Audited Financial Statements for the financial year ended 30 June 2019 together with the Auditors' Report thereon

The Meeting proceeded to receive and consider the Directors' Statement and Audited Financial Statements for the financial year ended 30 June 2019 together with the Auditors' Report thereon.

The Chairman invited Shareholders for questions on the resolution. Appended below is the summary of the questions and answers arising thereto:

- (1) Mr Manohar P Sabnani ("Mr Mano") referred the Chairman to Note 34 (Segment Information) found on page 119 of the Company's Annual Report. He commented that the retail segment had performed well and inquired on the sustainability of such success, which provided better recurring income. On the development properties segment, valued at S\$1.3 billion in terms of assets and having EBIT of S\$14.1 million for FY2019, he requested an overview of the projects in hand covering holding cost, sales progression and strategies adopted to secure better revenue and EBIT. The Chairman explained that the success enjoyed by the retail segment was mainly due to Uniqlo as the other retail brands had underperformed. He believed that Uniqlo would continue to grow. On property development, he explained that the revenue recognition would depend on the stages of completion of the properties. On The Garden Residences, sales continued to move and profits arising therefrom will be recognised according to percentage of completion of the project. It was noted that The Garden Residences would not be subject to qualifying certificate penalty on unsold units. Ms Tan Hwee Bin, Executive Director, then briefed the Meeting on the following:
 - (a) The Crest: a fully completed project (with 36 unsold units) which the Group would be able to recognise the revenue upon sale of each unit.
 - (b) The Garden Residences: 210 units sold and revenue would be recognised based on the stages of completion.
 - (c) Le Nouvel Ardmore: a fully completed project which the Group would be able to recognise the revenue of all the 21 remaining units when sold.

It was noted that the projects mentioned by Ms Tan would continue to generate revenue for the Group in the upcoming financial year coupled with a new project to be launched.

- (2) Mr Mano commended the Board on the good governance of the Group. He then highlighted that based on net asset value against the current share price of the Company, there was a huge discount on the share price as compared with competitors of the real estate industry. He requested the Board to consider implementing initiatives to increase market value such as recycling assets through REIT (real estate investment trusts) and to improve dividend yield. The Chairman concurred with Mr Mano's observation and reiterated that share price was based on market forces and factors not within the control of the Company. Operationally, the Group had been very selective and cautious in its acquisition proposals such as the well-timed land tender for Middle Road, in the light of market performance and volatility. As the Group has only two investment properties located along Orchard Road, REIT would not be a viable option. The Chairman also stated that the Company would maintain a reasonable sustainable dividend payment to its shareholders. To this end, Mr Mano highlighted that the proposed dividend payment had decreased compared to the preceding financial year and was not attractive in terms of dividend yield when compared against DBS Bank Ltd (5% dividend yield) and Fraser Group (4% to 5% dividend yield). Mr Mano further suggested that the Company could declare interim and final dividends instead of final and special dividends. The Chairman noted the comments from Mr Mano and said the Company would look into it. He added that the Company had fully declared its profits for the financial year under review.
- (3) Mr Wu Pei Tong complimented the Board on good foresight in the disposal of two properties in Hong Kong in the preceding financial year. He added that he has been a shareholder of the Company for a long time and noted that the Group had not ventured beyond property development sector in Hong Kong. He then suggested the Board to explore at opportunities in other aspects. He also floated the idea of a REIT for the Group's properties in Australia. The Chairman thanked Mr Wu for the compliment and highlighted that the decision was made solely by Wing Tai Properties Limited, its associated company in Hong Kong, which is listed on the Hong Kong Stock Exchange and has its own strong independent management. Further, the Board did not have any influence on any of its decision-making. On the proposal of the Group's properties in Australia, the Chairman explained that investment properties in Australia do not provide enough economies of scale for a viable REIT.
- (4) Mr Ang Kim Siong expressed concerns on the Group's results in the ensuing year arising from the protracted uncertainty in Hong Kong due to continued protests and unrest. The Chairman explained that the Group was aggressive in its expansion plans in Hong Kong. To mitigate this risk, the Group has been conservative in its expansion in other countries (Singapore, Malaysia, Australia, China, Japan, etc.). On the uncertainty in Hong Kong, it was difficult to ascertain when it would be resolved. However, Hong Kong had been resilient and had overcome many crises in the past. Hong Kong has the ability to recover due to the support of China market. The Board and management would continue to manage the assets of the Group and mitigate any risk exposure arising therefrom.
- (5) To a query raised by Mr Phang Kim Seong, it was noted that the percentage breakdown for development and investment properties in Hong Kong was 30% and 70% respectively.
- (6) Mr Tan Eng Keong enquired on the property prospect in Malaysia. The Chairman envisaged that generally, it would take at least 3 to 5 years for the new government to settle down and form sustainable policies. The recovery of high-end market would take a longer gestation period, which was reflective of the overall wealth of the economy. The outlook on Malaysia would be clearer once policies and politics stabilised.

- (7) Mr Mano then referred the Chairman to Note 17 (Investment in Associated and Joint Venture Companies) found on page 88 of the Company's Annual Report. To his query, the Group CFO explained that the Group's 37% investment in Wing Tai Properties Limited is computed based on the Group's total gross assets of \$4.4 billion stated on page 42 of the Company's Annual Report.
- (8) Mr Koh Chin Hwa cited articles from the Edge and South China Morning Post on Hong Kong buyers' interest in Singapore properties. To his query, the Chairman said that the Group did not expect much positive impact to its projects in Singapore from such interest. In recent years, obtaining permanent resident status in Singapore had been challenging and would inevitably affect sale of properties to foreigners.

There being no further questions, the Chairman put Resolution 1 to poll voting and it was resolved:

That the Directors' Statement and Audited Financial Statements for the financial year ended 30 June 2019 together with the Auditors' Report thereon be and are hereby received and adopted.

RESOLUTION 2

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

There being no questions from the Shareholders, the Chairman put Resolution 2 to poll voting and it was resolved:

That 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, be paid for the financial year ended 30 June 2019, be and are hereby approved.

RESOLUTION 3

Approval of directors' fees of \$648,750/- for the financial year ended 30 June 2019

There being no questions from the Shareholders, the Chairman put Resolution 3 to poll voting and it was resolved:

That the directors' fees amounting to S\$648,750/- for the financial year ended 30 June 2019, be approved for payment.

RESOLUTION 4

Re-election of Mr Edmund Cheng Wai Wing, who retires pursuant to Regulation 108 of the Company's Constitution

To a query on succession planning raised by Mr Wu Pei Tong, the Chairman replied in the affirmative.

There being no further questions, the Chairman put Resolution 4 to poll voting and it was resolved:

That Mr. Edmund Cheng Wai Wing, who retires under Regulation 108 of the Company's Constitution, be re-elected Director of the Company.

RESOLUTION 5

**Re-election of Mr Christopher Lau Loke Sam,
who retires pursuant to Regulation 108 of the Company's Constitution**

There being no questions from the Shareholders, the Chairman put Resolution 5 to poll voting and it was resolved:

That Mr. Christopher Lau Loke Sam, who retires under Regulation 108 of the Company's Constitution, be re-elected as Director of the Company.

RESOLUTION 6

**Re-election of Mr Paul Hon To Tong,
who retires pursuant to Regulation 108 of the Company's Constitution**

There being no questions from the Shareholders, the Chairman put Resolution 6 to poll voting and it was resolved:

That Mr Paul Hon To Tong, who retires under Regulation 108 of the Company's Constitution, be re-elected Director of the Company.

RESOLUTION 7

**Re-election of Ms Sim Beng Mei Mildred (Mrs Mildred Tan),
who retires pursuant to Regulation 118 of the Company's Constitution**

There being no questions from the Shareholders, the Chairman put Resolution 7 to poll voting and it was resolved:

That Ms Sim Beng Mei Mildred (Mrs Mildred Tan), who retires under Regulation 118 of the Company's Constitution, be re-elected Director of the Company.

The Chairman thanked the Shareholders for the re-election of the Directors.

RESOLUTION 8

Re-appointment of PricewaterhouseCoopers LLP as auditors of the Company

There being no questions from the Shareholders, the Chairman put Resolution 8 to poll voting and it was resolved:

That PricewaterhouseCoopers LLP be re-appointed as auditors of the Company and to hold office until the conclusion of the next annual general meeting and that the directors be authorised to fix their remuneration.

RESOLUTION 9

Authority to allot and issue shares and convertible securities

The Chairman informed the Meeting that the resolution was to authorize the Directors to issue shares in the Company pursuant to Section 161 of the Companies Act.

There being no questions from the Shareholders, the Chairman put Resolution 9 to poll voting and it was declared carried following results of the poll.

RESOLUTION 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

The Chairman informed the Meeting that the resolution was to authorize the Directors to issue grant awards and to allot and issue shares pursuant to the Performance Share Plan and Restricted Share Plan of the Company.

There being no questions from the Shareholders, the Chairman put Resolution 10 to poll voting and it was declared carried following results of the poll.

RESOLUTION 11

Renewal of Share Purchase Mandate

The Chairman informed the Meeting that the resolution was to approve the renewal of the share purchase mandate to enable the Company to acquire its shares.

There being no questions from the Shareholders, the Chairman put Resolution 11 to poll voting and it was declared carried following the results of the poll.

CLOSING

There being no other business, the Chairman declared the Meeting closed at 11.56 a.m. and thanked everyone for their attendance.

Signed as a true record
of the proceedings thereat

CHENG WAI KEUNG

Chairman

NOTES TO THE MINUTES

Notes to the Minutes:

- (i) Ms Tan Hwee Bin, an Executive Director of the Company who holds 2,027,135 ordinary shares in the Company, had abstained from voting on Resolution 10.
- (ii) The poll results are attached to the Minutes for record purposes.