

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 41st Annual General Meeting of the Company will be held at Casuarina Suite B, Raffles Hotel, 1 Beach Road, Singapore 189673 on Thursday, 13 October 2005 at 10.30 a.m. to transact the following business:-

AS ORDINARY BUSINESS

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| 1. | To receive and adopt the Audited Accounts for the financial year ended 30 June 2005 and the Reports of the Directors and Auditors thereon. | Resolution 1 |
| 2. | To declare a First and Final Dividend of 12% less 20% Singapore income tax for the financial year ended 30 June 2005. | Resolution 2 |
| 3. | To approve Directors' fees for the financial year ended 30 June 2005. | Resolution 3 |
| 4. | To re-elect the following Directors who are retiring in accordance with the Company's Articles of Association:- | |
| | (a) Mr Edmund Cheng Wai Wing (Retiring under Article 107) | Resolution 4 |
| | (b) Mr Cheng Man Tak (Retiring under Article 107) | Resolution 5 |
| | (c) Tan Sri Dato' Mohamed Noordin bin Hassan (Retiring under Article 107) | Resolution 6 |
| 5. | To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorise the Directors to fix their remuneration. | Resolution 7 |

AS SPECIAL BUSINESS

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| 6. | To re-appoint the following Directors to hold office until the next Annual General Meeting pursuant to Section 153(6) of the Companies Act (Chapter 50):- | |
| | (a) Mr Phua Bah Lee | Resolution 8 |
| | (b) Mr Lee Han Yang | Resolution 9 |

Mr Phua Bah Lee, a Non-Executive Director, will, upon re-election as Director of the Company, remain as Chairman of the Audit Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

(See Explanatory Note 1)

Mr Lee Han Yang, a Non-Executive Director, will, upon re-election as Director of the Company, remain as a member of the Audit Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

(See Explanatory Note 2)

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| 7. | To consider, and if thought fit, to pass the following Ordinary Resolutions with or without modifications:- | |
| | (a) "That pursuant to Section 161 of the Companies Act (Chapter 50), and the listing rules of the Singapore Exchange Securities Trading Limited, authority be and is hereby given to the Directors of the Company to issue shares and | Resolution 10 |

convertible securities in the capital of the Company (whether by way of rights, bonus or otherwise) 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, provided that:-

- (i) the aggregate number of shares and convertible securities to be issued pursuant to this Resolution does not exceed 50% of the Company's issued share capital, of which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20% of the Company's issued share capital; and for the purpose of this Resolution, the issued share capital shall be the Company's issued share capital at the time this Resolution is passed (after adjusting for new shares arising from the conversion of convertible securities or share options on issue at the time this Resolution is passed and any subsequent consolidation or subdivision of the Company's shares), and
- (ii) 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 of the Company is required by law to be held, whichever is the earlier."
(See Explanatory Note 3)

- (b) "That pursuant to Section 161 of the Companies Act (Chapter 50), approval be and is hereby given to the Directors of the Company to exercise full powers of the Company to issue and allot shares in the Company pursuant to the exercise of options granted in connection with or pursuant to the terms and conditions of the Wing Tai Holdings Limited (2001) Share Option Scheme approved by Shareholders of the Company in general meeting on 31 August 2001 and as may be amended from time to time (the "2001 Scheme") and, pursuant to the 2001 Scheme, to make and grant offers, agreements and options which would or may require shares to be issued and allotted, whether during the continuance of this authority or thereafter, upon such terms and conditions as the Directors may in their absolute discretion deem fit."
(See Explanatory Note 4)

Resolution 11

- 8. 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
28 September 2005

Notes:-

1. A Shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies to attend and vote in his stead.
2. A Shareholder of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
3. A proxy need not be a Shareholder of the Company.
4. The instrument appointing a proxy must be deposited at the registered office of the Company at 107 Tampines Road, Singapore 535129 not less than 48 hours before the time fixed for holding the Meeting.

Explanatory Notes:-

1. The proposed Resolution 8 above, if passed, will authorise Mr Phua Bah Lee, who is over the age of 70, to continue in office as a Director of the Company until the next Annual General Meeting of the Company.
2. The proposed Resolution 9 above, if passed, will authorise Mr Lee Han Yang, who is over the age of 70, to continue in office as a Director of the Company until the next Annual General Meeting of the Company.
3. The proposed Resolution 10 above, if passed, will empower the Directors of the Company, from the date of the above 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 would not exceed 50% of the issued share capital of the Company, of which the aggregate number of shares and convertible securities to be issued other than on a pro-rata basis to existing shareholders shall not exceed 20% of the issued share capital of the Company.

The percentage of issued share capital is based on the Company's issued share capital at the time this proposed Resolution is passed, after adjusting for (a) new shares arising from the conversion of convertible securities or share options on issue at the time this proposed Resolution is passed; and (b) any subsequent consolidation or subdivision of shares.

4. The proposed Resolution 11 above, if passed, will empower the Directors of the Company, from the date of the above Annual General Meeting until the conclusion of the next Annual General Meeting, to issue shares in connection with the 2001 Scheme and to grant offers, agreements and options which would require shares to be issued. This authority is in addition to the general authority to issue shares and convertible securities sought under Resolution 10.