

# Notice Of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“AGM”) of the Company will be convened and held by way of electronic means on **Thursday, 29 April 2021** at **2.30 p.m.** to transact the following business:-

## **ORDINARY BUSINESS**

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2020 together with the Directors’ Statement and Independent Auditor’s Report thereon. **(Resolution 1)**
2. To declare a first and final tax exempt (one-tier) dividend of 3.0 cents per share for the financial year ended 31 December 2020. **(Resolution 2)**
3. To approve the Directors’ fees of S\$308,000 for the financial year ended 31 December 2020. **(Resolution 3)**
4. To re-elect Mr Chia Chor Leong, retiring pursuant to Article 89 of the Company’s Constitution. **(Resolution 4)**  
[See Explanatory Note 1]
5. Contingent upon passing of Resolution 4 and pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”) which will take effect from 1 January 2022, Shareholders to approve the continued appointment of Mr Chia Chor Leong as an Independent Director, and that upon due approval, the approval shall remain in force until the earlier of: (i) the retirement or resignation of the Director; or (ii) the conclusion of the third Annual General Meeting (“AGM”) from the aforesaid approval. **(Resolution 5)**  
[See Explanatory Note 2]
6. Contingent upon passing of Resolution 5 and pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which will take effect from 1 January 2022, Shareholders, excluding the directors, the chief executive officer and their associates, to approve the continued appointment of Mr Chia Chor Leong as an Independent Director, and that upon due approval, the approval shall remain in force until the earlier of: (i) the retirement or resignation of the Director; or (ii) the conclusion of the third Annual General Meeting (“AGM”) from the aforesaid approval. **(Resolution 6)**  
[See Explanatory Note 2]
7. To re-elect Mr Melvin Chan Wai Leong, retiring pursuant to Article 89 of the Company’s Constitution. **(Resolution 7)**  
[See Explanatory Note 3]
8. Pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which will take effect from 1 January 2022, Shareholders to approve the continued appointment of Mr Ling Yong Wah as an Independent Director, and that upon due approval, the approval shall remain in force until the earlier of: (i) the retirement or resignation of the Director; or (ii) the conclusion of the third Annual General Meeting (“AGM”) from the aforesaid approval. **(Resolution 8)**  
[See Explanatory Note 4]
9. Contingent upon passing of Resolution 8 and pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which will take effect from 1 January 2022, Shareholders, excluding the directors, the chief executive officer and their associates, to approve the continued appointment of Mr Ling Yong Wah as an Independent Director, and that upon due approval, the approval shall remain in force until the earlier of: (i) the retirement or resignation of the Director; or (ii) the conclusion of the third Annual General Meeting (“AGM”) from the aforesaid approval. **(Resolution 9)**  
[See Explanatory Note 4]

# Notice Of Annual General Meeting (Cont'd)

## ORDINARY BUSINESS (CONT'D)

10. Pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which will take effect from 1 January 2022, Shareholders to approve the continued appointment of Mr Yeo Jeu Nam as an Independent Director, and that upon due approval, the approval shall remain in force until the earlier of: (i) the retirement or resignation of the Director; or (ii) the conclusion of the third Annual General Meeting ("AGM") from the aforesaid approval.  
[See Explanatory Note 5] **(Resolution 10)**
11. Contingent upon passing of Resolution 10 and pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which will take effect from 1 January 2022, Shareholders, excluding the directors, the chief executive officer and their associates, to approve the continued appointment of Mr Yeo Jeu Nam as an Independent Director, and that upon due approval, the approval shall remain in force until the earlier of: (i) the retirement or resignation of the Director; or (ii) the conclusion of the third Annual General Meeting ("AGM") from the aforesaid approval.  
[See Explanatory Note 5] **(Resolution 11)**
12. To re-appoint Messrs Deloitte & Touche LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 12)**

## SPECIAL BUSINESS

To consider and, if thought fit, to pass the following ordinary resolution with or without modifications:

13. **Authority to allot and issue shares** **(Resolution 13)**
- (a) That pursuant to Section 161 of the Companies Act, Chapter 50, and the listing rules of the Singapore Exchange Securities Trading Limited, approval be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:
- (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
  - (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares;
  - (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and
- (b) (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors while the authority was in force, provided always that:-
- (i) the aggregate number of shares to be issued pursuant to this resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 50% of the total number of issued shares excluding treasury shares of the Company, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro-rata basis to shareholders of the Company does not exceed 20% of the total number of issued shares excluding treasury shares of the Company. Unless prior shareholder approval is required under the Listing Rules, an issue of treasury shares will not require further shareholder approval, and will not be included in the aforementioned limits.

# Notice Of Annual General Meeting (Cont'd)

## **SPECIAL BUSINESS (CONT'D)**

For the purpose of this resolution, the total number of issued shares excluding treasury shares is based on the Company's total number of issued shares excluding treasury shares at the time this resolution is passed, after adjusting for;

- a) new shares arising from the conversion or exercise of convertible securities;
  - b) 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 Part VIII of Chapter 8 of the Listing Manual of the Singapore Exchange Securities Trading Limited; and
  - c) any subsequent bonus issue, consolidation or subdivision of the Company's shares;
- (ii) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting 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 6]

## **OTHER BUSINESS**

14. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

## **NOTICE OF BOOKS CLOSURE AND DIVIDEND PAYMENT DATE**

**NOTICE IS HEREBY GIVEN** that subject to approval being obtained at the Annual General Meeting to be held on 29 April 2021.

1. A first and final tax exempt (one-tier) dividend of 3.0 cents per share for the financial year ended 31 December 2020 will be paid on 19 May 2021.
2. The Share Transfer Books and Register of Members of the Company will be closed on 10 May 2021 for preparation of dividend warrants. Duly completed and stamped transfers received by the Company's Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte Ltd), 80 Robinson Road, #11-02, Singapore 068898, up to 5.00 p.m. on 7 May 2021 will be registered to determine members' entitlements to the proposed dividend. Members (being depositors) whose securities account with The Central Depository (Pte) Limited are credited with ordinary shares in the capital of the Company as at 5.00 p.m. on 7 May 2021 will be entitled to the payment of the proposed dividend.

On behalf of the Board,

Dennis Au  
Executive Director

7 April 2021

# Notice Of Annual General Meeting (Cont'd)

## **Explanatory Notes on business to be transacted:**

1. Mr Chia Chor Leong who is considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited, will, upon re-election as Director of the Company, remain as the Chairman of the Nominating Committee and a member of the Audit and Remuneration Committees. There are no relationships (including immediate family relationships) between Mr Chia Chor Leong and the other Directors of the Company or its shareholders. Please refer to pages 54 to 60 of the Corporate Governance Report in the Annual Report for the detailed information as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.
2. Pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which will take effect from 1 January 2022, Mr Chia Chor Leong, having served on the Board beyond nine (9) years from the date of his first appointment, will not be considered an Independent Director on 1 January 2022 unless his appointment as an Independent Director is approved in separate resolutions by (A) all Shareholders and (B) Shareholders, excluding the directors, the chief executive officer and their associates. The Company is seeking at this AGM to obtain the required approval in separate resolutions by (A) by all Shareholders and (B) Shareholders, excluding the directors, the chief executive officer and their associates prior to 1 January 2022 as required for his continued appointment as an Independent Director. Ordinary Resolutions 5 and 6, if passed, will enable Mr Chia Chor Leong to continue his appointment as an Independent Director (unless the appointment has been changed subsequent to the AGM) pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST and to Provisions 2.1 of the Code of Corporate Governance 2018 and the approvals shall remain in force until the earlier of (a) his retirement or resignation; or (b) the conclusion of the third AGM of the Company. Resolution 5 is conditional upon Resolution 6 being duly approved, else the aforesaid director will be designated as Non-Independent Director with effect from 1 January 2022.
3. Mr Melvin Chan Wai Leong who is considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited, will, upon re-election as Director of the Company, remain as a member of the Audit Committee. There are no relationships (including immediate family relationships) between Mr Melvin Chan Wai Leong and the other Directors of the Company or its shareholders. Please refer to pages 54 to 60 of the Corporate Governance Report in the Annual Report for the detailed information as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.
4. Pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which will take effect from 1 January 2022, Mr Ling Yong Wah, having served on the Board beyond nine (9) years from the date of his first appointment, will not be considered an Independent Director on 1 January 2022 unless his appointment as an Independent Director is approved in separate resolutions by (A) all Shareholders and (B) Shareholders, excluding the directors, the chief executive officer and their associates. The Company is seeking at this AGM to obtain the required approval in separate resolutions by (A) by all Shareholders and (B) Shareholders, excluding the directors, the chief executive officer and their associates prior to 1 January 2022 as required for his continued appointment as an Independent Director. Ordinary Resolutions 8 and 9, if passed, will enable Mr Ling Yong Wah to continue his appointment as an Independent Director (unless the appointment has been changed subsequent to the AGM) pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST and to Provisions 2.1 of the Code of Corporate Governance 2018 and the approvals shall remain in force until the earlier of (a) his retirement or resignation; or (b) the conclusion of the third AGM of the Company. Resolution 8 is conditional upon Resolution 9 being duly approved, else the aforesaid director will be designated as Non-Independent Director with effect from 1 January 2022.
5. Pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which will take effect from 1 January 2022, Mr Yeo Jeu Nam, having served on the Board beyond nine (9) years from the date of his first appointment, will not be considered an Independent Director on 1 January 2022 unless his appointment as an Independent Director is approved in separate resolutions by (A) all Shareholders and (B) Shareholders, excluding the directors, the chief executive officer and their associates. The Company is seeking at this AGM to obtain the required approval in separate resolutions by (A) by all Shareholders and (B) Shareholders, excluding the directors, the chief executive officer and their associates prior to 1 January 2022 as required for his continued appointment as an Independent Director. Ordinary Resolutions 10 and 11, if passed, will enable Mr Yeo Jeu Nam to continue his appointment as an Independent Director (unless the appointment has been changed subsequent to the AGM) pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST and to Provisions 2.1 of the Code of Corporate Governance 2018 and the approvals shall remain in force until the earlier of (a) his retirement or resignation; or (b) the conclusion of the third AGM of the Company. Resolution 10 is conditional upon Resolution 11 being duly approved, else the aforesaid director will be designated as Non-Independent Director with effect from 1 January 2022.

# Notice Of Annual General Meeting (Cont'd)

## Explanatory Notes on business to be transacted: (Cont'd)

6. The ordinary resolution in item no. 13 is to authorise 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 Company up to an amount not exceeding in aggregate 50% of the issued share capital of the Company of which the total number of shares and convertible securities issued other than on a pro-rata basis to existing shareholders shall not exceed 20% of the issued share capital of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.

## Important Notes:

1. The Annual General Meeting ("AGM") is being convened, and will be held, by 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. Printed copies of this Notice of AGM (the "Notice of AGM") will not be sent to members. Instead, this Notice of AGM will be sent to members by electronic means via publication on the Company's website at <https://frenckengroup.listedcompany.com/newsroom.html>. This Notice of AGM will also be made available on the SGX website at <https://www.sgx.com/securities/company-announcements>.
2. **Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the AGM in person.** Instead, alternative arrangements have been put in place to allow members to participate at the AGM by (a) watching or listening to the AGM proceedings via "live" webcast, (b) submitting questions in advance of the AGM, and (c) voting by appointing the Chairman of the AGM as proxy at the AGM, are set out below.
3. Members who wish to watch or listen to the "live" webcast of the AGM must pre-register at the following website [https://conveneagm.sg/fgl\\_AGMEGM2021](https://conveneagm.sg/fgl_AGMEGM2021) by **2.30 p.m. on 26 April 2021**.

Members who hold their Shares through relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 (including CPF and SRS investors) and who wish to watch or listen to the "live" webcast of the AGM and/or submit questions in advance of the AGM should approach their respective relevant intermediaries by **2.30 p.m. on 19 April 2021**.

Following authentication of his/her/its status as members, authenticated members will receive an email notification, and would be able to access the webcast of the proceedings of the AGM using the account credentials created upon completion of registration.

The access link, user identification and password details should only be used by the authenticated members, and should not be shared with anyone else. If it is established that the access link, user identification and password details are being used by someone other than the authenticated members, the Company reserves the right to revoke the respective user's access to the AGM.

Members who do not receive the Confirmation Email by **5.00 p.m. on 27 April 2021**, but have registered by the **26 April 2021** deadline, should contact the Company by email to [corp@frenckengroup.com](mailto:corp@frenckengroup.com).

4. Please note that members will not be able to ask questions at the AGM "live" during the webcast, and therefore members should submit their questions in advance of the AGM via email to the Company at [corp@frenckengroup.com](mailto:corp@frenckengroup.com). All questions must be submitted by **2.30 p.m. on 26 April 2021**.

The Management and the Board of Directors of the Company will endeavour to address substantial and relevant questions (as may be determined by the Company in its sole discretion) received from members prior to the AGM by publishing the responses to those questions on the SGX website at <https://www.sgx.com/securities/company-announcements> and the Company's website at <https://frenckengroup.listedcompany.com/newsroom.html>.

# Notice Of Annual General Meeting (Cont'd)

## Important Notes: (Cont'd)

5. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such shareholder wishes to exercise his/her/its voting rights at the AGM. This proxy form may be accessed at the Company's website at <https://frenckengroup.listedcompany.com/newsroom.html>, and on the SGX website at <https://www.sgx.com/securities/company-announcements>. Printed copies of the proxy form will not be sent to members.

Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

Members who hold their Shares through relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 (including CPF and SRS investors) and who wish to exercise their votes by appointing the Chairman of the Meeting as proxy should approach their respective relevant intermediaries (including their respective CPF agent banks or SRS Approved Banks) to submit their voting instructions by **2.30 p.m. on 19 April 2021** in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf by **2.30 p.m. on 27 April 2021**.

The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:

- (a) if submitted by post, be lodged with the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02 Singapore 068898; or
- (b) if submitted electronically, via email to the Company's Share Registrar at [sg.is.proxy@sg.tricorglobal.com](mailto:sg.is.proxy@sg.tricorglobal.com)

in either case, by **2.30 p.m. on 27 April 2021**.

A member who wishes to submit an instrument of proxy, must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

6. The Chairman of the Meeting, as proxy, need not be a member of the Company.
7. The Annual Report 2020 has been published on 7 April 2021 on the Company's website at <https://frenckengroup.listedcompany.com/newsroom.html>, and on the SGX website at <https://www.sgx.com/securities/company-announcements>.
8. Due to the constantly evolving COVID-19 situation in Singapore, we may be required to change our arrangements for the AGM at short notice. Members should check the Company's website at <https://frenckengroup.listedcompany.com/newsroom.html>, and on the SGX website at <https://www.sgx.com/securities/company-announcements> for the latest updates on the status of the AGM.

## Personal Data Privacy:

By submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company 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 the appointment of the Chairman of the Meeting as proxy 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.