



FRENCKEN GROUP LIMITED
(Company Registration No. 199905084D)

LETTER TO SHAREHOLDERS ON ALTERNATIVE ARRANGEMENTS FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 29 APRIL 2021

Dear Shareholders of Frencken Group Limited (the “**Company**”),

This letter is circulated together with and forms part of the Company’s Notice of Extraordinary General Meeting (“**EGM**”) dated 7 April 2021 (“**Notice of EGM**”) in respect of the upcoming EGM of the Company scheduled to be held on Thursday, 29 April 2021 at 2.45 p.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 2.30 p.m. on the same day).

The EGM is required to be convened by the Company to seek the Company’s shareholders’ (“Shareholders”) approval for the Proposed Adoption of the New Constitution.

This year we continue to face with an unprecedented situation due to the COVID-19 outbreak. We wish to highlight the following update on the COVID-19 outbreak which has affected our EGM preparation:

- 1) the COVID-19 (Temporary Measures) Act 2020 (“**COVID-19 Act**”) which was passed by Parliament on 7 April 2020 which enables the Minister of Law by order to prescribe alternative arrangements for listed companies in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means;
- 2) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 published on 13 April 2020 (amended on 14 April 2020, 24 April 2020, and 29 September 2020) (“**COVID-19 Order**”) which was gazetted on 13 April 2020 and is deemed to have come into operation on 27 March 2020, and which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies; and
- 3) the Joint Statement by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and the Singapore Exchange Regulation which was issued on 13 April 2020 (and updated on 27 April 2020, 22 June 2020 and 1 October 2020), providing a checklist (which provides further guidance on the COVID-19 Act and the COVID-19 Order) to guide listed and non-listed entities on the conduct of general meetings during the period when elevated safe distancing measures are in place.

In light of the above developments and evolving COVID-19 situation, the Company wishes to inform Shareholders that the EGM will be held by way of electronic means pursuant to the First Schedule of the COVID-19 Order.

The Company will arrange for (i) a “live” audio-visual webcast of the EGM, which allows Shareholders to view the proceedings of the EGM contemporaneously (“**LIVE WEBCAST**”); and (ii) “live” audio-only feed, which allows Shareholders to listen to the proceedings of the EGM contemporaneously (“**AUDIO ONLY MEANS**”). Shareholders can **ONLY** participate in the EGM via **LIVE WEBCAST** or **AUDIO ONLY MEANS**.

Participation in EGM proceedings via “Live Webcast/Live Audio Feed”

1. A member will be able to participate at the EGM by watching the EGM proceedings via a “live” audio-video webcast via mobile phones, tablets or computers or listening to the proceedings through a “live” audio-only feed (“**Live Webcast/Live Audio Feed**”). In order to do so, a member must pre-register **by 2.30 p.m. on 26 April 2021 (“Pre-registration Deadline”)**, at the following URL: https://conveneagm.sg/fgl_AGMEGM2021 (“**Pre-registration Website**”) for the Company to authenticate his/her/its status as members.
2. To pre-register for the Live Webcast/Live Audio Feed, kindly access the Pre-registration Website, using either the latest versions of Chrome, Safari or Edge.
3. Following the authentication of his/her/its status as a member, such member will receive an email on their authentication status and login credentials, including instructions on how to access the Live Webcast/Live Audio Feed of the proceedings of the EGM by **5.00 p.m. on 27 April 2021**.
4. Members who do not receive an email by **5.00 p.m. on 27 April 2021**, but have registered by the Pre-registration Deadline, should contact the Company by email to corp@frenckengroup.com with the following details included: (1) the full name of member, and (2) his/her/its identification/registration number.
5. Investors who hold Shares through depository agents (as defined in Section 81SF of the Securities and Futures Act, Chapter 289) and wish to watch the Live Webcast or listen to the Live Audio Feed of the EGM must approach their respective depository agents to pre-register at least seven (7) working days before the date of the EGM, i.e. by **2.30 p.m. on 19 April 2021** in order to allow sufficient time for their respective depository agents to in turn register their interest with the Company.

Submission of Questions prior to the EGM

6. Please note that members will not be able to ask questions at the EGM through the LIVE Webcast/Live Audio Feed and therefore members should submit their questions no later than the Pre-registration Deadline via email to the Company at corp@frenckengroup.com.
7. The Company will endeavour to address all substantial and relevant questions (as may be determined by the Company in its sole discretion) received from Shareholders prior to the EGM by publishing the responses to those questions on SGXNet and on our corporate website or during the EGM through the Live Webcast/Live Audio Feed.

Voting by Proxy

8. **A member will not be able to vote through the Live Webcast/Live Audio Feed. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must appoint the Chairman of the EGM as his/her/its proxy to vote on his/her/its behalf at the EGM.** In appointing the Chairman of the EGM as proxy, such member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the instrument appointment the Chairman of the EGM as proxy (“**Proxy Form**”), failing which the appointment will be treated as invalid.
9. The Proxy Form for the EGM can be accessed at the Company’s website at the following URL: <https://frenckengroup.listedcompany.com/newsroom.html>, and is made available with this Notice of EGM on SGXNet at the following URL: <https://www.sgx.com/securities/company-announcements> on the same day.
10. The Chairman of the EGM, as a proxy, need not be a member of the Company.

11. The Proxy Form must be submitted to the Company in the following manner:

- (a) by depositing a hard copy by post at the registered office of the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #11-02 Singapore 068898; or
- (b) by sending a scanned PDF copy by email to sg.is.proxy@sg.tricorglobal.com.

in either case, no later than **2.45 p.m. on 27 April 2021** ("**Proxy Deadline**") being not less than forty-eight (48) hours before the time appointed for the EGM.

12. A member who wishes to submit a Proxy Form must first **download, complete and sign the proxy form**, before submitting it by post to the address provided above, or scanning and sending it by email to the email address provided above.

13. **In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.**

14. The instrument appointing the Chairman of the EGM as proxy must be signed by the appointer or his attorney duly authorised in writing. Where the instrument appointing the Chairman of the EGM as proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.

15. The Company shall be entitled to reject the instrument appointing the Chairman of the EGM as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the EGM as proxy (including any related attachment) (such as in the case where the appointor submits more than one instrument appointing the Chairman of the EGM as proxy).

16. Investors who hold their Shares through relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 of Singapore (including CPF investors, SRS investors and holders under depository agents) and who wish to exercise their votes by appointing the Chairman of the EGM as proxy should approach their respective relevant intermediaries (including their respective CPF agent banks, SRS approved banks or depository agents) to submit their voting instructions at least seven (7) working days before the date of the EGM, i.e. by **2.45 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 EGM to vote on their behalf no later than the Proxy Deadline.

17. In the case of a member whose Shares are entered against his/her name in the depository register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289), the Company may reject any instrument appointing the Chairman of the EGM as proxy lodged if such member is not shown to have Shares entered against his/her/its name in the depository register as at 72 hours before the time appointed for the EGM, as certified by The Central Depository (Pte) Limited to the Company.

No Despatch of Physical Copies

18. The following documents are made available to members on **7 April 2021** via SGXNet at the following URL: <https://www.sgx.com/securities/company-announcements> and the Company's website at the following URL: <https://frenckengroup.listedcompany.com/newsroom.html>:

- (a) Circular in respect of the Proposed Adoption of the New Constitution (as defined in the Circular);
- (b) Notice of EGM; and
- (c) Proxy Form in relation to the EGM.

19. There will be no despatch of printed copies of Circular, Notice of EGM and Proxy Form. Members are advised to check SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <https://frenckengroup.listedcompany.com/newsroom.html> for the aforesaid documents.

Yours faithfully

BY ORDER OF THE BOARD FRENCKEN GROUP LIMITED

Dennis Au
Executive Director
7 April 2021