

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 **22 April 2022 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 2021 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 4.13 cents per share for the financial year ended 31 December 2021. **(Resolution 2)**
3. To approve the Directors’ fees of S\$308,000 for the financial year ended 31 December 2021. **(Resolution 3)**
4. To re-elect Dato’ Gooi Soon Chai, retiring pursuant to Regulation 92 of the Company’s Constitution. **(Resolution 4)**
[See Explanatory Note 1]
5. To re-elect Mr Mohamad Anwar Au, retiring pursuant to Regulation 92 of the Company’s Constitution. **(Resolution 5)**
[See Explanatory Note 2]
6. To re-elect Mr Foo Seang Choong, retiring pursuant to Regulation 91 of the Company’s Constitution. **(Resolution 6)**
[See Explanatory Note 3]
7. To re-appoint Messrs Deloitte & Touche LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**

SPECIAL BUSINESS

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

8. Authority to allot and issue shares **(Resolution 8)**
 - (a) That pursuant to Section 161 of the Companies Act 1967, 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 4]

OTHER BUSINESS

9. 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 22 April 2022.

1. A first and final tax exempt (one-tier) dividend of 4.13 cents per share for the financial year ended 31 December 2021 will be paid on 18 May 2022.
2. The Share Transfer Books and Register of Members of the Company will be closed on 9 May 2022 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 6 May 2022 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 6 May 2022 will be entitled to the payment of the proposed dividend.

On behalf of the Board,

Dennis Au
Executive Director

4 April 2022

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

Explanatory Notes on business to be transacted:

1. There are no relationships (including immediate family relationships) between Dato' Gooi Soon Chai and the other Directors of the Company. Please refer to pages 66 to 74 of the Corporate Governance Statement in the Annual Report for the detailed information as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.
2. There are no relationships (including immediate family relationships) between Mr Mohamad Anwar Au and the other Directors of the Company or its shareholders. Please refer to pages 66 to 74 of the Corporate Governance Statement in the Annual Report for the detailed information as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.
3. Mr Foo Seang Choong 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 Remuneration Committee and a member of the Audit Committee. There are no relationships (including immediate family relationships) between Mr Foo Seang Choong and the other Directors of the Company or its shareholders. Please refer to pages 66 to 74 of the Corporate Governance Statement in the Annual Report for the detailed information as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.
4. The ordinary resolution in item no. 8 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") will be convened and held by way of 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. **To minimise physical interactions and COVID-19 transmission risks, 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_AGM2022 by **2.30 p.m. on 19 April 2022**.

Members who hold their Shares through relevant intermediaries as defined in Section 181 of the Companies Act 1967 (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 12 April 2022**.

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 20 April 2022**, but have registered by the **19 April 2022** deadline, should contact the Company by email to corp@frenckengroup.com.

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

Important Notes: (cont'd)

- 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. All questions must be submitted by **2.30 p.m. on 13 April 2022**.

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> at least forty-eight (48) hours prior to the closing date and time for the lodgement of the proxy forms, i.e. by **17 April 2022**.

- 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 1967 (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 12 April 2022** 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 19 April 2022**.

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

- 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
- if submitted electronically, via email to the Company's Share Registrar at sg.is.proxy@sg.tricorglobal.com

in either case, by **2.30 p.m. on 19 April 2022**.

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.

- The Chairman of the Meeting, as proxy, need not be a member of the Company.
- The Annual Report 2021 has been published on 4 April 2022 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>.
- 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.