

CIRCULAR DATED 23 NOVEMBER 2020

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

If you are in any doubt as to the action that you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your ordinary shares in the capital of Falcon Energy Group Limited (the "**Company**") held through The Central Depository (Pte) Ltd ("**CDP**"), you need not forward this Circular to the purchaser or the transferee as arrangements will be made by the CDP for a separate Circular to be sent to the purchaser or the transferee. If you have sold or transferred all your shares represented by physical share certificate(s), you should immediately forward this Circular with the Notice of Extraordinary General Meeting and the accompanying Proxy Form immediately to the purchaser or to the transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or the transferee.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness or accuracy of any of the statements made, reports contained or opinions expressed in this Circular.



FALCON ENERGY GROUP LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 200403817G)

CIRCULAR TO SHAREHOLDERS

in relation to

**PROPOSED CHANGE OF AUDITORS
FROM DELOITTE & TOUCHE LLP TO RT LLP**

IMPORTANT DATES AND TIMES:

- | | | |
|--|---|--|
| Last date and time for lodgement of Proxy Form | : | Tuesday, 8 December 2020 at 10.00 a.m. |
| Date and time of Extraordinary General Meeting | : | Thursday, 10 December 2020 at 10.00 a.m. |
| Place of Extraordinary General Meeting | : | To be held by electronic means |

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DEFINITIONS

In this Circular, the following definitions apply throughout unless otherwise stated:

“ACRA”	: Accounting and Corporate Regulatory Authority of Singapore
“Audit Committee”	: The audit committee of the Company for the time being
“Board”	: The board of Directors of the Company for the time being
“CDP”	: The Central Depository (Pte) Limited
“Circular”	: This circular dated 23 November 2020 issued by the Company
“Companies Act”	: Companies Act (Chapter 50) of Singapore, or any statutory modification or re-enactment thereof for the time being in force
“Company”	: Falcon Energy Group Limited
“DT”	: Deloitte & Touche LLP
“Director”	: A director of the Company for the time being
“EGM”	: The extraordinary general meeting of the Company, notice of which is set out on pages 12 to 13 of this Circular
“FY”	: Financial year ended, or as the case may be, ending 30 June
“Group”	: The Company and its subsidiaries
“Listing Manual”	: The listing manual of the SGX-ST, as may be amended, modified or supplemented from time to time
“Proposed Change of Auditors”	: The proposed change of auditors of the Company from DT to RT LLP
“SGX-ST”	: Singapore Exchange Securities Trading Limited
“Shareholders”	: Registered holders of Shares except that where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares, mean the persons to whose securities accounts maintained with CDP are credited with the Shares
“Shares”	: Ordinary shares in the capital of the Company
“%” or “per cent”	: Percentage or per centum

The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act (Chapter 289) of Singapore. The term “**subsidiary**” shall have the meaning ascribed to it in Section 5 of the Companies Act.

The term “**significant**”, in relation to a subsidiary or associated company, shall have the meaning ascribed to it in Rule 718 of the Listing Manual. Under Rule 718 of the Listing Manual, a subsidiary or associated company is considered significant if its net tangible assets represent 20% or more of the Company’s consolidated net tangible assets, or its pre-tax profits account for 20% or more of the Company’s consolidated pre-tax profits.

DEFINITIONS

Words importing the singular shall, where applicable, include the plural and *vice versa*. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders.

References to persons shall, where applicable, include corporations.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act or any statutory modification thereof and not otherwise defined in this Circular shall have the same meaning assigned to it under the Companies Act or any statutory modification thereof, as the case may be.

Any reference to a time of day in this Circular is made by reference to Singapore time unless otherwise stated.

Any discrepancies in the tables in this Circular between the sum of listed amounts and the total thereof shown are due to rounding.

LETTER TO SHAREHOLDERS

FALCON ENERGY GROUP LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 200403817G)

Directors

Mr Tan Pong Tyea (Chairman and Chief Executive Officer)
Mr Lien Kait Long (Non-Executive and Lead Independent Director)
Mr Mak Yen-Chen Andrew (Non-Executive and Independent Director)
Ms Tan Soon Whye (Alternate Director to Mr Tan Pong Tyea)

Registered Office

10 Raeburn Park
#01-33B
Singapore 088702

23 November 2020

To: The Shareholders of Falcon Energy Group Limited

Dear Sir/Madam

1. INTRODUCTION

- 1.1 The Directors of the Company are convening the EGM to be held by electronic means on 10 December 2020 to seek Shareholders' approval for the Proposed Change of Auditors from Deloitte & Touche LLP to RT LLP.
- 1.2 The purpose of this Circular is to provide Shareholders with information relating to the Proposed Change of Auditors and to seek Shareholders' approval for the same at the EGM.
- 1.3 The Company has appointed Vincent Lim & Associates LLC as the legal adviser to the Company in relation to the Proposed Change of Auditors.

2. PROPOSED CHANGE OF AUDITORS

2.1 Reasons for the Proposed Change of Auditors

DT have served as the auditors of the Group since the financial year ended 31 December 2008 and have been re-appointed at the annual general meeting on 30 October 2018. Although DT were re-appointed at the annual general meeting on 30 October 2018, they did not commence the FY2019 audit as the Group had not been able to fully settle the audit fees for FY2018 and the FY2019 audit was put on hold when the Company's management focused on commencing the debt restructuring process in July 2019, including filing an application for moratorium pursuant to Section 211B(1) of the Companies Act. The Board wanted to change the Company's auditors before the commencement of the FY2019 audit as the Board believed that a change of auditors would enable the Company to benefit from fresh perspectives and the views of another professional audit firm, thereby further enhancing the value of the audit. In addition, the Board believed that a change of the auditors might allow the Company to better manage its overall business costs and operating cashflow.

The Company's management has considered several reputable audit firms in Singapore, and in reviewing and deliberating on their suitability, has taken into consideration the Audit Quality Indicators Disclosure Framework issued by ACRA and factors such as the adequacy of resources and experience of the audit firms and the audit engagement partner to be assigned to the audit, the audit firms' other engagements, the size and complexity of the Group, the number and experience of supervisory and professional staff to be assigned by the audit firms and their proposed audit fees. After evaluation, the management has recommended to the Audit Committee and the Board that RT LLP be appointed as auditors of the Group in place of DT.

LETTER TO SHAREHOLDERS

The Board and the Audit Committee, having taken into account the Management's recommendation and the factors considered in their evaluation (including the Audit Quality Indicators Disclosure Framework issued by ACRA), are satisfied that RT LLP will be able to meet the audit requirements of the Group. The quality and scope of audit services to be provided by RT LLP will be comparable to those provided by DT and the audit fees proposed by RT LLP for the FY2019 audit would provide cost savings of approximately \$60,000 for the Group. There will be no change in the quality and scope of audit.

Given the above reasons, the Board wishes to propose that RT LLP be appointed as auditors of the Company in place of DT with effect from the financial year ended 30 June 2019. The Board wishes to highlight that the Proposed Change of Auditors is not the result of any disagreement and there will not be any material changes in the scope of audit.

DT had applied for consent from ACRA to their resignation as the auditors of the Company and had received ACRA's consent on 16 October 2020. Following the receipt of ACRA's consent, DT had tendered to the Company its resignation letter dated 19 October 2020 which made reference to the Company's letter dated 22 September 2020. A copy of the Company's letter dated 22 September 2020 informing DT about the Proposed Change of Auditors and DT's resignation letter dated 19 October 2020 is set out in the Appendix to this Circular. Pursuant to Section 205AB(5) of the Companies Act, the resignation of DT took effect on 16 October 2020, being the day on which ACRA notified DT and the Company of its consent to the resignation.

RT LLP had on 24 August 2020 given their written consent to act as the auditors of the Company, which will be subject to the approval of Shareholders at the EGM. The appointment of RT LLP as the auditors of the Company will take effect upon receipt of Shareholders' approval, and if appointed, RT LLP will hold office until the conclusion of the next annual general meeting of the Company.

The Board wishes to express its appreciation for the past services rendered by DT.

2.2 Information on RT LLP and the Audit Engagement Partner

The information on RT LLP and the Audit Engagement Partner below was provided to the Company by RT LLP. The Directors have not conducted an independent review or verification of the accuracy of the statements and information below.

RT LLP started as a partnership operating under the name of Soh, Wong & Partners in 1985. Over the years, the partnership acquired other practices. In 2000, it changed its name to LTC & Associates and it converted to a limited liability partnership (LLP) in 2008 with the approval of ACRA. With that conversion, it changed its name to LTC LLP. In August 2013, with re-branding, the firm changed its name from LTC LLP to RT LLP with the vision to focus on high value clients with complex advisory needs and to develop an ASEAN strategy with a regional focus. RT LLP has acted as statutory auditors for more than 70 companies listed on SGX-ST over the years. It currently acts as the statutory auditors for 10 companies listed on SGX-ST.

RT LLP has been a member of one of the top global accounting associations, BKR International since the late 1980s. BKR International was formed in 1989 as the result of a merger of National CPA Group, based in the United States of America, and several members of the primarily European DHR International. It has a combined strength of more than 160 independent accounting and business advisory firms in over 500 offices and 80 countries. The member firms are monitored at regular intervals to ensure that standards are maintained. BKR International was ranked sixth in the International Accounting Bulletin's (IAB) 2020 World Survey for global associations.

RT LLP is also a leading, well established and dynamic public accounting practice in Singapore that is a member of RT ASEAN, which is a network of multi-disciplinary business solution

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providers. RT ASEAN was founded by RT LLP. RT ASEAN, headquartered in Singapore, is the first global professional network in Asia to be recognised as a member of Forum of Firms. To-date, RT ASEAN is the only Asian network recognised and admitted as a member of the Forum of Firms.

The Forum of Firms is an association of networks of international accounting firms that perform transnational audits. Members of the Forum have committed to adhere to and promote the consistent application of high-quality audit practices worldwide, including the use of International Standards on Auditing, and the maintenance of appropriate quality control standards in accordance with International Standards on Quality Control issued by the International Auditing and Assurance Standards Board. Through their organisations, members also conduct globally coordinated internal quality assurance reviews on a regular basis and have policies and methodologies that conform to the Code of Ethics for Professional Accountants. The Transnational Auditors Committee is the Executive Committee of the Forum of Firms and a committee of the International Federation of Accountants.

All partners and directors of RT LLP are experienced in cross-border work, and have developed considerable expertise in advising individuals, owner-managers, small and medium-sized businesses, public sector entities and/or listed companies. The partners, directors and staff of RT LLP are from diverse geographic cultural, academic and professional backgrounds with a shared purpose of striving for excellence in the delivery of public accounting and other professional services. Its team of qualified and experienced professionals endeavours to deliver unique and pragmatic solutions that are tailored to specific requirements of its clients and to meet statutory obligations. Currently, RT LLP in Singapore, has 3 audit partners, 4 directors and about 50 professional staff. RT LLP has audited clients in the shipping industry.

RT LLP was subjected to the Practice Monitoring Program reviews by ACRA and the firm has passed the firmwide review with general points for improvement and no adverse feedback from all previous exercises, with the most recent in April 2019.

For information about RT LLP, please visit <http://www.rt-ca.com>.

For information on RT ASEAN, please visit: <https://rtasean.com>.

For information on Forum of Firms and RT ASEAN membership, please visit: <https://www.ifac.org/who-we-are/committees/transnational-auditors-committee-forum-firms>.

For information on BKR International, please visit: <https://bkr.com>.

RT LLP will assign a team comprising three partners (including a lead engagement partner, an engagement quality control & advisory partner), one manager, one senior and two associates with respect to the audit of the Group.

Mr Arumugam Ravintran ("**Mr Arumugam**"), who is the Chief Executive Officer and Managing Partner of RT LLP, will be the Audit Engagement Partner. He is a Fellow Member of the Institute of Singapore Chartered Accountants (ISCA) and holds a FCA (Singapore) title. He is a certified Public Accountant, approved by ACRA. He is also a Fellow Chartered Accountant with the Institute of Chartered Accountants in England & Wales, a Fellow of CPA Australia and ASEAN CPA. He is also an Accredited Tax Advisor with the Singapore Institute of Accredited Tax Professionals. He holds a Specialised Honours degree (member of Dean's Honour Roll) in Business Administration from Schulich School of Business at York University, in Toronto, Canada. He was awarded In-House Scholarship by the University for academic excellence.

Mr Arumugam has been in the profession for more than 30 years and has a wide range of experience in the various fields of finance. He advises on matters of corporate finance, including mergers and acquisitions, valuation of businesses, due diligence and business restructuring, amongst others. He has also advised on forensic work involving accounting irregularities and

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interpretation of technical concepts and accounting standards. He is often called upon by law firms to provide his expert views and opinions and has appeared in courts to provide evidence as expert witness. He has been involved in litigation support work throughout his career. He has been the engagement partner of a number of SGX-ST listed companies.

In the earlier part of Mr Arumugam's career, he spent 5 years in Singapore Telecommunications (SingTel) as Finance Director of International Finance looking into SingTel's acquisitions overseas. During the mid-1990s, as an Audit Manager in Deloitte, Singapore, he worked on a variety of assignments ranging from audit of large multinational corporations, initial public offerings, due diligences, investigative accounting and expert witness matters, among others.

Mr Arumugam has led major audit engagements such as the statutory audit of listed entities on the New York Stock Exchange, London Stock Exchange, government projects and other listed companies in Singapore. He had clients in shipping and related sectors, including ship building, chartering, bunkering, agencies and brokering. He has headed a number of cross border assignments and advises on a variety of financial matters such as rights issues, corporate funding matters, acquisitions, due diligence, business plans and valuations. He started his career in 1986 in London with a large accounting firm, where he trained and qualified as a Chartered Accountant. He was awarded the Member's Recognition Award by the Institute of Chartered Accountants in England & Wales for his contributions to the profession.

Currently, Mr Arumugam serves in the Continuing Professional Education Committee of ISCA. He is a Board Member and Treasurer of ISCA Cares, the charity arm of the Institute of Singapore Chartered Accountants. He is a panel member of the Disciplinary and Complaints Committee of ISCA. He is the Executive Chairman of RT ASEAN and a member of the EXCO of RT ASEAN.

In the past he has served in the Corporate Governance Committee, Financial Statements Review Committee and Auditing and Assurance Standards Board. Mr Arumugam was a Board Member of the Hindu Advisory Board (Statutory Board), an appointment by the Minister. He was also the Vice Chairman of the Audit Committee of the Hindu Endowments Board.

Mr Arumugam was inspected by ACRA's Practice Monitoring Program and passed all previous inspections, with the most recent in 2019.

2.3 Requirements under Rules 712 of the Listing Manual

RT LLP is an audit firm registered with ACRA. The Board, having taken into account various factors, including the following:

- (a) the fee structure and the adequacy of the resources and experience of RT LLP;
- (b) the audit engagement partner assigned to the audit;
- (c) the other audit engagements of RT LLP;
- (d) the size and complexity of the Group's operations; and
- (e) the number and experience of supervisory and professional staff assigned to the audit of the financial statements of the Company and the Group,

is of the opinion that RT LLP will be able to meet the audit requirements of the Group and Rule 712 of the Listing Manual has been complied with.

LETTER TO SHAREHOLDERS

2.4 Requirements under Rule 715 of the Listing Manual

Upon receipt of Shareholders' approval of the Proposed Change of Auditors, RT LLP will become the auditors of the Company. The Board confirms that RT LLP will also be appointed as the auditors of all the Singapore-incorporated subsidiaries and significant associated companies of the Group.

The Board further confirms that the Group has engaged a suitable audit firm, KAP Eric Sentosa Hadiwinata, for its significant subsidiaries in Indonesia, PT. Bayu Maritim Berkah and PT. Bayu Maritim Makmur, based on the audit firm's track record with multi-national clients in Indonesia and the current activities of the subsidiaries.

In view of the above, the Board is of the opinion that Rule 715 of the Listing Manual has been complied with.

2.5 Confirmations pursuant to Rule 1203(5) of the Listing Manual

In accordance with the requirements under Rule 1203(5) of the Listing Manual:

- (a) the outgoing auditors, DT, have confirmed that they are not aware of any professional reasons why RT LLP should not accept the appointment as auditors of the Company, save that the Group had not settled DT's previous billings for professional services rendered as at the date of their confirmation;
- (b) the Company confirms that there were no disagreements with DT on accounting treatments within the last 12 months;
- (c) the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders and which have not been disclosed in this Circular;
- (d) the specific reasons for the Proposed Change of Auditors are disclosed in Section 2.1 of this Circular; and
- (e) as explained in Sections 2.3 and 2.4 of this Circular, the Company confirms that it is or will be in compliance with Rules 712 and 715 of the Listing Manual in relation to the appointment of RT LLP as the new auditors of the Company.

The Company further confirms that there were no disagreements with DT in relation to the Company's audited financial statements for FY2018 and DT has not commenced the audit of the Company's financial statements for FY2019. The Company has agreed with DT to settle their outstanding fees in instalments.

To preserve their independence, RT LLP will render invoices to the Company on a milestone basis and the Company is committed to settle the invoices as and when they are rendered. RT LLP will only issue the audit report upon full payment of their professional fees and expenses.

3. AUDIT COMMITTEE'S RECOMMENDATION

The Audit Committee has reviewed and deliberated on the Proposed Change of Auditors and recommended the change of auditors to RT LLP after taking into consideration and having satisfied itself of the suitability of RT LLP and compliance with the requirements of the Listing Manual.

LETTER TO SHAREHOLDERS

4. DIRECTORS' RECOMMENDATION

Having fully considered the rationale and benefit of the Proposed Change of Auditors and the recommendation of the Audit Committee, the Directors are of the opinion that the Proposed Change of Auditors is in the best interests of the Company, and accordingly, recommend that Shareholders vote in favour of the ordinary resolution in respect of the Proposed Change of Auditors to be proposed at the EGM.

5. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on page 12 of this Circular, will be held by electronic means on Thursday, 10 December 2020 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications the ordinary resolution set out in the notice of EGM.

The EGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meeting for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Circular will not be sent to Shareholders. Instead, this Circular will be sent to Shareholders by electronic means via publication on the SGX website at www.sgx.com and on the Company's website at www.falconenergy.com.sg.

6. ACTION TO BE TAKEN BY SHAREHOLDERS

6.1 Participation in the EGM proceedings

Shareholders who wish to observe and/or listen to the EGM proceedings must pre-register by providing their full name, identification/registration number and the manner in which their shares are held (e.g. via CDP, CPF or SRS) via electronic mail to EGM2020@feg.com.sg by 10.00 a.m. on Tuesday, 8 December 2020 to enable the Company to verify their status. Pre-registrations received after the deadline will not be processed.

Following the verification, authenticated Shareholders will receive an email by 12.00 p.m. on Wednesday, 9 December 2020. The email will contain instructions on how to access the live audio-visual webcast and the live audio-only stream of the EGM proceedings. Shareholders who have registered by the deadline on Tuesday, 8 December 2020, but do not receive an email by 12.00 p.m. on Wednesday, 9 December 2020, should contact the Company via email at EGM2020@feg.com.sg and provide their full name, identification/registration number and the manner in which their shares are held (e.g. via CDP, CPF or SRS).

Corporate shareholders must also submit the corporate representative certificate to EGM2020@feg.com.sg, in addition to the registration procedures as set out above, by the above registration deadline, for verification purpose.

Non-CPF/SRS holders whose shares are registered under Depository Agents ("**DAs**") must also contact their respective DAs to indicate their interest in order for their respective DAs to make the necessary arrangements for them to participate in the EGM.

A Depositor shall not be regarded as a member of the Company entitled to observe and/or listen to the EGM proceedings and to exercise his voting rights thereat unless his name appears on the Depository Register as at 72 hours before the EGM.

6.2 Submission of questions in advance

Shareholders will not be able to ask questions during the EGM proceedings. Shareholders can submit questions relating to the resolution to be tabled for approval at the EGM, no later than 5.00 p.m. on 4 December 2020, in the following manner:

LETTER TO SHAREHOLDERS

- (a) by posting a physical copy to the office of the Company's Share Registrar at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712; or
- (b) by electronic mail to EGM2020@feg.com.sg.

If the questions are submitted by post or electronic mail, the Shareholder's full name and identification/registration number must be included for verification purposes, failing which the submission will be treated as invalid.

The Company will address substantial and relevant questions relating to the resolution to be tabled for approval at the EGM either before or at the EGM. Where the questions are addressed before the EGM, the Company will publish the responses to the questions on SGXNet and the Company's website.

6.3 Voting by proxy

Shareholders (whether individual or corporate) who wish to exercise their voting rights at the EGM must appoint the Chairman of the Meeting as their proxy to vote on their behalf at the EGM. The proxy form for the EGM is available on the SGX website at www.sgx.com and on the Company's website at www.falconenergy.com.sg.

Where Shareholders appoint the Chairman of the Meeting as their proxy, they must give specific instructions as to voting, or abstentions from voting, in respect of the resolution in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for the resolution will be treated as invalid.

Investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act (Chapter 50)) (including those who hold shares under the Central Provident Fund Investment Scheme and/or the Supplementary Retirement Scheme) and who wish to appoint the Chairman of the Meeting as proxy to vote must approach their respective relevant intermediaries (including CPF Agent Banks or SRS Operators) to submit their voting instructions by Tuesday, 1 December 2020, to enable their respective relevant intermediaries to submit proxy forms on their behalf not later than 10.00 a.m. on Tuesday, 8 December 2020.

A Shareholder who wishes to submit an instrument of proxy appointing the Chairman of the Meeting as proxy must first download, complete and sign the proxy form, before submitting it:

- (a) by post to the office of the Company's Share Registrar, at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712; or
- (b) by electronic mail to EGM2020@feg.com.sg,

in either case, to be received not later than 10.00 a.m. on Tuesday, 8 December 2020, failing which the proxy form will be treated as invalid.

7. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Change of Auditors, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

LETTER TO SHAREHOLDERS

8. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available for inspection at the registered office of the Company at 10 Raeburn Park, #01-33, Singapore 088702 (with prior appointment via email or telephone at (65) 9797 7137) during normal business hours from the date of this Circular up to the date of the EGM:

- (a) the Constitution of the Company;
- (b) the letter dated 22 September 2020 from the Company informing DT about the Proposed Change of Auditors;
- (c) the letter of resignation as auditors of the Company from DT dated 19 October 2020;
- (d) the professional clearance letter issued by DT to RT LLP dated 28 September 2020; and
- (e) the consent to act as auditors of the Company from RT LLP dated 24 August 2020.

Yours faithfully

For and on behalf of the Board of Directors of
FALCON ENERGY GROUP LIMITED

Tan Pong Tyea
Chairman and Chief Executive Officer

APPENDIX – LETTER FROM THE COMPANY TO DT AND LETTER OF RESIGNATION OF DT



October 15, 2020

Falcon Energy Group Limited
10 Arman Road
#13-15
International Plaza
Singapore 079903

Attention: Mr. Chew Khong Yuen

Dear Sir

FALCON ENERGY GROUP LIMITED
ASSTANJAN MARINE PTE LTD
EMERGAN PTE LTD
PETROKEM PTE LTD
FALCON ENERGY PRODUCTS PTE LTD
FEG OFFSHORE PTE LTD
FALCON OILFIELD SERVICES PTE LTD
FALCON RESOURCE MANAGEMENT PTE LTD

RESIGNATION AS AUDITORS

We refer to your letter dated 5 September 2020.

We hereby give notice to resign as statutory auditors of your company. Our resignation will take effect from October 16, 2020 pursuant to section 205(4) of the Singapore Companies Act, Cap. 50.

Yours faithfully

Deloitte & Touche Lo

Deloitte & Touche LLP
Unique Entity No. T0841071A
6 Shenton Way,
Singapore 068802
#15-01
Tel: +65 6329 6208
Fax: +65 6558 6166
www.deloitte.com/sg



September 22, 2020

Deloitte & Touche LLP
6 Shenton Way,
OUE Downtown 2,
33-00
Singapore 068809

Dear Mr. Chua How Kitat,

CHANGE OF AUDITORS

We are writing to inform you that the Group would be appointing a new auditor in place of Deloitte & Touche LLP, as Auditors.

Deloitte & Touche have served as the auditors of the Group since the financial year ended 31 December 2008 and have been re-appointed at the annual general meeting on 30 October 2018. The Board believes that a change of auditors would enable the Company to benefit from fresh perspectives and the views of another professional audit firm, thereby further enhancing the value of the audit.

In line with the Group's ongoing cost control measure, the Group had identified RT LLP who could conduct the audit in a significantly more cost-efficient manner for the Company.

The Directors wish to express their appreciation for the services rendered by Deloitte & Touche LLP in the past.

Thank you.

Chew Khong Yuen
Chew Khong Yuen
On behalf of the Directors

FALCON ENERGY GROUP LIMITED
10 Arman Road, #13-15 International Plaza, Singapore 079903 Telephone: +65 6558 1177 Fax: +65 6558 7188
C.A. Reg. No.: 208405617A

NOTICE OF EXTRAORDINARY GENERAL MEETING

FALCON ENERGY GROUP LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 200403817G)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Falcon Energy Group Limited (the “**Company**”) will be held by electronic means on Thursday, 10 December 2020 at 10.00 a.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolution:-

PROPOSED CHANGE OF AUDITORS

That:

- (a) RT LLP, having consented to act, be and are hereby appointed as auditors of the Company in place of Deloitte & Touche LLP to hold office until the conclusion of the next annual general meeting at such remuneration and on such terms to be agreed between the Directors and RT LLP; and
- (b) the Directors of the Company and any one of them be and are hereby authorised to do all such acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider expedient or necessary or in the interests of the Company to give effect to the proposed change of auditors of the Company and/or this Resolution.

By Order of the Board

Tan Pong Tyea
Chairman and Chief Executive Officer
Singapore, 23 November 2020

Notes:-

General

1. The Extraordinary General Meeting (“**EGM**”) is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meeting for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice and the Circular dated 23 November 2020 will not be sent to members. Instead, this Notice and the Circular dated 23 November 2020 will be sent to members by electronic means via publication on the SGX website at www.sgx.com and on the Company’s website at www.falconenergy.com.sg.
2. Alternative arrangements relating to participation in the EGM proceedings via electronic means, submission of questions in advance of the EGM and voting by appointing the Chairman of the Meeting as proxy at the EGM, are set out below.

Participation in the EGM proceedings

3. Members who wish to observe and/or listen to the EGM proceedings must pre-register by providing their full name, identification/registration number and the manner in which their shares are held (e.g. via CDP, CPF or SRS) via electronic mail to EGM2020@feg.com.sg by 10.00 a.m. on Tuesday, 8 December 2020 to enable the Company to verify their status. Pre-registrations received after the deadline will not be processed.
4. Following the verification, authenticated members will receive an email by 12.00 p.m. on Wednesday, 9 December 2020. The email will contain instructions on how to access the live audio-visual webcast and the live audio-only stream of the EGM proceedings. Members who have registered by the deadline on Tuesday, 8 December 2020, but do not receive an email by 12.00 p.m. on Wednesday, 9 December 2020, should contact the Company via email at EGM2020@feg.com.sg and provide their full name, identification/registration number and the manner in which their shares are held (e.g. via CDP, CPF or SRS).
5. Corporate members must also submit the corporate representative certificate to EGM2020@feg.com.sg, in addition to the registration procedures as set out above, by the above registration deadline, for verification purpose.

NOTICE OF EXTRAORDINARY GENERAL MEETING

6. Non-CPF/SRS holders whose shares are registered under Depository Agents (“DAs”) must also contact their respective DAs to indicate their interest in order for their respective DAs to make the necessary arrangements for them to participate in the EGM.
7. A Depositor shall not be regarded as a member of the Company entitled to observe and/or listen to the EGM proceedings and to exercise his voting rights thereat unless his name appears on the Depository Register as at 72 hours before the EGM.

Submission of questions in advance

8. Members will not be able to ask questions during the EGM proceedings. Members can submit questions relating to the resolution to be tabled for approval at the EGM, no later than 5.00 p.m. on 4 December 2020, in the following manner:
 - (a) by posting a physical copy to the office of the Company’s Share Registrar at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712; or
 - (b) by electronic mail to EGM2020@feg.com.sg.If the questions are submitted by post or electronic mail, the member’s full name and identification/registration number must be included for verification purposes, failing which the submission will be treated as invalid.
9. The Company will address substantial and relevant questions relating to the resolution to be tabled for approval at the EGM either before or at the EGM. Where the questions are addressed before the EGM, the Company will publish the responses to the questions on SGXNet and the Company’s website.

Voting by proxy

10. Members (whether individual or corporate) who wish to exercise their voting rights at the EGM must appoint the Chairman of the Meeting as their proxy to vote on their behalf at the EGM. The proxy form for the EGM is available on the SGX website at www.sgx.com and on the Company’s website at www.falconenergy.com.sg.
11. Where members appoint the Chairman of the Meeting as their proxy, they must give specific instructions as to voting, or abstentions from voting, in respect of the resolution in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for the resolution will be treated as invalid.
12. Investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act (Chapter 50)) (including those who hold shares under the Central Provident Fund Investment Scheme and/or the Supplementary Retirement Scheme) and who wish to appoint the Chairman of the Meeting as proxy to vote must approach their respective relevant intermediaries (including CPF Agent Banks or SRS Operators) to submit their voting instructions by Tuesday, 1 December 2020, to enable their respective relevant intermediaries to submit proxy forms on their behalf not later than 10.00 a.m. on Tuesday, 8 December 2020.
13. The Chairman of the Meeting, as proxy, need not be a member of the Company.
14. A member who wishes to submit an instrument of proxy appointing the Chairman of the Meeting as proxy must first download, complete and sign the proxy form, before submitting it:
 - (a) by post to the office of the Company’s Share Registrar, at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712; or
 - (b) by electronic mail to EGM2020@feg.com.sg.in either case, to be received not later than 10.00 a.m. on Tuesday, 8 December 2020, failing which the proxy form will be treated as invalid.

Personal Data Privacy Terms:

By submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of the appointment of the Chairman of the Meeting as proxy for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines.

PROXY FORM

FALCON ENERGY GROUP LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 200403817G)

PROXY FORM

IMPORTANT

1. The Extraordinary General Meeting (“EGM”) is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meeting for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of the Notice of EGM and the Circular dated 23 November 2020 will not be sent to members. Instead, the Notice of EGM and the Circular dated 23 November 2020 will be sent to members by electronic means via publication on the SGX website at www.sgx.com and on the Company’s website at www.falconenergy.com.sg.
2. Due to the current COVID-19 situation, a member will not be allowed to attend the EGM in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM.
3. Investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act (Chapter 50)) (including those who hold shares under the Central Provident Fund Investment Scheme and/or the Supplementary Retirement Scheme) and who wish to appoint the Chairman of the Meeting as proxy to vote must approach their respective relevant intermediaries (including CPF Agent Banks or SRS Operators) to submit their voting instructions by 1 December 2020, to enable their respective relevant intermediaries to submit proxy forms on their behalf not later than 10.00 a.m. on 8 December 2020.

I/We _____ (Name) _____ (NRIC/Passport/Registration Number)
of _____ (Address)

being a *member/members of FALCON ENERGY GROUP LIMITED (the “**Company**”) hereby appoint the Chairman of the Meeting, as *my/our proxy to vote for *me/us on *my/our behalf, at the EGM of the Company to be held by electronic means on Thursday, 10 December 2020 at 10.00 a.m. and at any adjournment thereof. *I/We direct *my/our proxy to vote for or against or abstain from voting on the resolution to be proposed at the EGM as indicated hereunder.

Ordinary Resolution	For	Against	Abstain
To approve the Proposed Change of Auditors			

(Please indicate with a cross [X] in the space provided whether you wish your vote to be cast for or against or to abstain from voting on the Resolution as set out in the Notice of the Meeting.)

Signed this _____ day of _____ 2020

Total number of shares held:	
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Signature(s) of Member(s)

IMPORTANT: PLEASE READ NOTES OVERLEAF

PROXY FORM

Notes:-

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares. If no number is inserted, this proxy form shall be deemed to relate to all the shares held by you.
2. Due to the current COVID-19 situation, a member will not be allowed to attend the EGM in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM.

Where a member 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 the resolution in this proxy form, failing which the appointment of the Chairman of the Meeting as proxy for the resolution will be treated as invalid.

Investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act (Chapter 50)) (including those who hold shares under the Central Provident Fund Investment Scheme and/or the Supplementary Retirement Scheme) and who wish to appoint the Chairman of the Meeting as proxy to vote must approach their respective relevant intermediaries (including CPF Agent Banks or SRS Operators) to submit their voting instructions by Tuesday, 1 December 2020, to enable their respective relevant intermediaries to submit proxy forms on their behalf not later than 10.00 a.m. on Tuesday, 8 December 2020.

3. The Chairman of the Meeting, as proxy, need not be a member of the Company.
4. A member who wishes to submit an instrument of proxy appointing the Chairman of the Meeting as proxy must first download, complete and sign this proxy form, before submitting it:
 - (a) by post to the office of the Company's Share Registrar, at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712; or
 - (b) by electronic mail to EGM2020@feg.com.sg,

in either case, to be received not later than 10.00 a.m. on Tuesday, 8 December 2020, failing which the proxy form will be treated as invalid.

5. This proxy form must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where this proxy form is executed by a corporation, it must be executed either under its common seal or under the hand of an officer or attorney duly authorised. Where this proxy form is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with this proxy form, failing which this proxy form shall be treated as invalid.
6. The Company shall be entitled to reject a proxy form which is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the proxy form. In addition, in the case of shares entered in the Depository Register, the Company may reject a proxy form if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy Terms:

By submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of the appointment of the Chairman of the Meeting as proxy for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines.