

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 **27 April 2023 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 **(Resolution 1)** December 2022 together with the Directors’ Statement and Independent Auditor’s Report thereon.
2. To declare a first and final tax exempt (one-tier) dividend of 3.64 cents per share for the financial year **(Resolution 2)** ended 31 December 2022.
3. To approve the payment of Directors’ fees of S\$365,000 for the financial year ended 31 December **(Resolution 3)** 2022.
4. To re-elect Mr Chia Chor Leong, retiring pursuant to Regulation 92 of the Company’s Constitution. **(Resolution 4)**
[See Explanatory Note 1]
5. To re-elect Mr Melvin Chan Wai Leong, retiring pursuant to Regulation 92 of the Company’s **(Resolution 5)** Constitution.
[See Explanatory Note 2]
6. To re-appoint Messrs Deloitte & Touche LLP as auditors of the Company and to authorise the Directors **(Resolution 6)** to fix their remuneration.

SPECIAL BUSINESS

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

7. **Authority to allot and issue shares** **(Resolution 7)**
 - (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 3]

OTHER BUSINESS

8. 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 27 April 2023.

1. A first and final tax exempt (one-tier) dividend of 3.64 cents per share for the financial year ended 31 December 2022 will be paid on 17 May 2023.
2. The Share Transfer Books and Register of Members of the Company will be closed on 8 May 2023 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 5 May 2023 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 5 May 2023 will be entitled to the payment of the proposed dividend.

On behalf of the Board,

Dennis Au
Executive Director

5 April 2023

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 55 to 61 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. 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 the Chairman of the Audit Committee and a member of the Nominating 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 55 to 61 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. The ordinary resolution in item no. 7 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:

Alternative Arrangements

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.
2. Printed copies of this Notice of AGM (the "**Notice of AGM**"), Annual Report and Proxy Form will not be sent to members. Instead, the Notice of AGM, Annual Report and Proxy Form will be sent to members by electronic means via publication on the Company's website at <https://frenckengroup.listedcompany.com/newsroom.html> and announcement at the SGX website at <https://www.sgx.com/securities/company-announcements>.
3. **The Company will not be arranging for a physical meeting, and members 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 the live audio-visual webcast and live audio -only stream (the "Live Webcast");
 - (b) submitting questions in advance of the AGM or submitting text-based questions during the Live Webcast, and
 - (c) voting at the AGM (i) "live" by the member or his/her/its duly appointed proxy(ies) via electronic means; or (ii) by appointing the Chairman of the AGM as proxy to vote on the member's behalf at the AGM.

Registration for attendance at the AGM

4. 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_AGM2023 (the "**Registration Link**") by **2.30 p.m. on 24 April 2023** (the "**Registration Deadline**").

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 14 April 2023** (being at least seven (7) working days before the AGM).

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

Important Notes: (cont'd)

4. Following authentication, authenticated members and proxyholders 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 proxyholders 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 and proxyholders, the Company reserves the right to revoke the respective user's access to the AGM.

Members and proxyholders who do not receive the confirmation email by **5.00 p.m. on 25 April 2023**, but have registered by the Registration Deadline, should contact the Company by email to corp@frenckengroup.com.

Submission of questions in advance of or "live" at the AGM

5. All members may, prior to the AGM, submit questions relating to the business of the AGM no later than **2.30 p.m. on 14 April 2023** via email to the Company at corp@frenckengroup.com.

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 22 April 2023**.

6. Members who registered and are verified to attend the AGM will be able to ask questions relating to the business of the AGM during the AGM by submitting text-based questions via the Live Webcast under the "Q&A" window/tab and then clicking "Ask a Question" to input queries in the questions text box. Where there are substantially similar questions, the Company will consolidate such questions. Consequently, not all questions may be individually addressed. The Company will endeavour to respond to such queries during the AGM as far as reasonably practicable.
7. Members who wish to appoint a proxy(ies) (other than the chairman of the AGM (the "Chairman")) to submit text-based questions "live" at the AGM on their behalf must, in addition to completing and submitting an instrument appointing a proxy(ies), ensure that their proxy(ies) pre-register separately via the Registration Link that will be sent to the appointed proxy(ies) by the Company upon verification of the Proxy Form(s).

Voting at the AGM

8. A member of the Company will not be able to attend the AGM in person. If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights, the member may do so by:
 - (a) casting the vote remotely in real time via electronic means when attending the AGM by way of the Live Webcast ("Live-Voting");
 - (b) appointing a proxy or proxies to vote on the member's behalf at the AGM by Live-Voting when attending the AGM by way of the Live Webcast; or
 - (c) by appointing the Chairman as proxy to vote on his/her/its behalf at the AGM.
9. A member entitled to attend and vote at the AGM (who is not a relevant intermediary as defined in Section 181 of the Companies Act) is entitled to appoint one (1) or two (2) proxies to attend and vote in his/her/its stead. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he/she/it specifies the proportion of his/her/its shareholding (expressed as a percentage of the whole) to be represented by each proxy.
10. A member who is a relevant intermediary entitled to attend and vote at the AGM is entitled to appoint more than one (1) proxy to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than one (1) proxy, it should annex to the Proxy Form the list of proxies, setting out, in respect of each proxy, the name, address, email address, NRIC/passport number and proportion of shareholding (number of Shares and percentage) in relation to which each proxy has been appointed. For the avoidance of doubt, a CPF Agent Bank or SRS Operator who intends to appoint CPF/SRS Investors as its proxies shall comply with this note to the Notice of AGM. The appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed in the Proxy Form.

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

Important Notes: (cont'd)

11. Investors who hold shares through relevant intermediaries as defined in Section 181 of the Companies Act, including CPF/SRS Investors may:
 - (a) vote live via electronic means at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have questions regarding their appointment as proxies; or
 - (b) appoint the Chairman as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators no later than **2.30 p.m. on 14 April 2023** (being at least seven (7) working days before the AGM) in order to allow sufficient time for their respective CPF Agent Banks or SRS Operators to in turn submit a proxy form to appoint the Chairman to vote on their behalf by **2.30 p.m. on 24 April 2023**.

Such investors (including CPF/SRS Investors) who wish to participate in the AGM should contact the relevant intermediary through which they hold such Shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.

12. Where a member (whether individual or corporate) appoints the Chairman of the AGM 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 AGM as proxy for that resolution will be treated as invalid.
13. The instrument appointing a proxy or proxies 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

in either case, by **2.30 p.m. on 24 April 2023**, being not less than seventy-two (72) hours before the time appointed for holding the AGM, and in default the instrument of proxy shall not be treated as valid.

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.

In addition to the submission of proxy form, a member will also need to register his/her/its proxy(ies) via the online process through the pre-registration website at https://conveneagm.sg/fgl_AGM2023.

14. A proxy need not be a member of the Company. The Chairman, as proxy, need not be a member of the Company. A corporation which is a member of the Company may authorise by resolutions of its directors or other governing body, such person as it thinks fit to act as its representative at the meeting.
15. The instrument appointing a proxy must be signed by the appointor or his/her attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it shall be executed either under its common seal or under the hand of any officer or attorney duly authorised. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company) shall be attached to the instrument of proxy, failing which the instrument may be treated as invalid.

Others

16. The Annual Report 2022 has been published on 5 April 2023 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>.
17. The Company will, within one month after the date of the AGM, publish the minutes of the AGM on SGX website, and the minutes will include the responses to the questions which are addressed during the AGM, if any.
18. Members are advised to regularly check the Company's website at <https://frenckengroup.listedcompany.com/newsroom.html>, and the SGX website at <https://www.sgx.com/securities/company-announcements> for the latest updates on the status of the AGM.

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, or by attending the AGM, a member of the Company:

1. 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 proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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 (collectively, the "Purposes");
2. warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and
3. agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty. In addition, by attending the AGM and/or 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) for any of the Purposes.