

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

**FU YU CORPORATION LIMITED**  
(Registration Number: 198004601C)  
(Incorporated in the Republic of Singapore)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“**EGM**”) of the Fu Yu Corporation Limited (the “**Company**”) will be convened and held via electronic means on Tuesday, 6 September 2022 at 3.00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as Ordinary Resolutions, with or without any amendment:

#### **ORDINARY RESOLUTION 1**

##### **Proposed Adoption of the Share Purchase Mandate**

THAT:

- (a) the Directors of the Company be and are hereby authorised to make purchases of issued and fully-paid ordinary shares in the capital of the Company (the “**Shares**”) from time to time (whether by way of market purchases or off-market purchases on an equal access scheme) of up to ten per cent (10%) of the issued ordinary shares in the capital of the Company (ascertained as at date of the last annual general meeting of the Company or at the date of the EGM, whichever is the higher, but excluding any Shares held as treasury shares) at the price of up to but not exceeding the Maximum Price and this mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the earlier of:
- (i) the date on which the next Annual General Meeting of the Company is held or required by law or the Constitution of the Company to be held;
  - (ii) the date on which purchases or acquisitions of Shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated; or
  - (iii) the date on which the authority contained in the Share Purchase Mandate is varied or revoked by the shareholders of the Company in a general meeting.

In this Ordinary Resolution, “**Maximum Price**” means the maximum price at which the Shares can be purchased pursuant to the Share Purchase Mandate, which shall not exceed:

- (i) in the case of a Market Purchase, 105% of the Average Closing Price;
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price,

where:

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

“**Average Closing Price**” means (i) the average of the closing market prices of the Shares over the last five (5) Market Days, on which transactions in the Shares were recorded, before the day on which the Market Purchase was made or, as the case may be, before the date of making an announcement by the Company of an offer for an Off-Market Purchase; and (ii) deemed to be adjusted for any corporate action that occurs after the relevant five-day period and the day on which the purchases are made; and

“**day of the making of the offer**” means the day on which the Company announces its intention to make an offer for the purchase of Shares from shareholders of the Company, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

- (b) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

### **ORDINARY RESOLUTION 2**

#### **Proposed Adoption of the Fu Yu Restricted Share Plan**

THAT:

- (a) a new share scheme to be known as the “Fu Yu Restricted Share Plan” (the “**Scheme**”), the details and rules whereof are set out in the Circular, under which awards (“**Awards**”) of fully-paid Shares, their equivalent cash value or combinations thereof will be granted, free of payment, to selected employees of the Company, including Directors of the Company, and other selected participants, be and is hereby approved;
- (b) the Directors of the Company be and are hereby authorised:
- (i) to establish and administer the Scheme; and
  - (ii) to modify and/or amend the Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Scheme and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Scheme;
- (c) the Directors of the Company be and are hereby authorised to offer and grant Awards in accordance with the provisions of the Scheme and to allot and issue from time to time such number of fully-paid Shares as may be required to be issued pursuant to the vesting of the Awards under the Scheme provided always that the aggregate number of Shares to be issued pursuant to the Scheme and any other share incentive schemes or share plans adopted by the Company for the time being in force, shall not exceed fifteen per cent (15%) of the total issued share capital of the Company from time to time and provided also that subject to such adjustments as may be made to the Scheme as a result of any variation in the capital structure of the Company; and

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

- (d) the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents and approving any amendments, alterations or modifications to any documents as may be required) as they may consider expedient or necessary to give effect to this Ordinary Resolution 2 as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.

BY ORDER OF THE BOARD

Huang Junli, Christopher  
Independent Non-Executive Chairman

15 August 2022

### **IMPORTANT: Please read notes below.**

#### **Notes:**

The EGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Members will not be able to attend the EGM in person. Printed copies of the Circular, this Notice of EGM and the proxy form (collectively, the “**Documents**”) will not be sent to members. Instead, the Documents will be sent to members by way of electronic means via publication on the Company’s website at <https://www.fuyucorp.com/egm-2022> and on the SGXNet.

#### **Pre-registration of the EGM via Live EGM Webcast/Live EGM Audio Feed**

The proceedings of the EGM will be broadcasted “live” through an audio-and-video webcast (“**Live EGM Webcast**”) and an audio-only feed (“**Live EGM Audio Feed**”). Members and investors holding shares in the Company through the Central Provident Fund (“**CPF**”) or Supplementary Retirement Scheme (“**SRS**”) (“**CPF/SRS investors**”) who wish to follow the proceedings through the Live EGM Webcast or the Live EGM Audio Feed must pre-register at <https://conveneagm.com/sg/fuyuEGM2022> no later than 3.00 p.m. on 3 September 2022 (“**Registration Cut-Off Time**”). Members including CPF and SRS investors will be required to fill in their name, NRIC/Passport Number, shareholding type, email address and contact number during the pre-registration. Shareholders who have any queries on pre-registration may call the Singapore toll-free telephone number 800-852-3335 or email [support@conveneagm.com](mailto:support@conveneagm.com) for assistance.

Following verification, an email containing instructions on how to access the Live EGM Webcast and Live EGM Audio Feed of the proceedings of the EGM will be sent to authenticated members and CPF/SRS investors by 12.00 p.m. on 5 September 2022 (the “**Confirmation Email**”). Members and CPF/SRS investors who do not receive the Confirmation Email by 12.00 p.m. on 5 September 2022, but have registered by the Registration Cut-Off Time, should contact the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, at +65 6536 5355 during office hours for assistance.

Investors holding shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967) (other than CPF/SRS investors) will not be able to pre-register at <https://conveneagm.com/sg/fuyuEGM2022> for the Live EGM Webcast or the Live EGM Audio Feed. If they wish to participate in the Live EGM Webcast or the Live EGM Audio Feed, they should instead approach their relevant intermediary as soon as possible in order for the relevant intermediary to make the necessary arrangements to pre-register. The relevant intermediary is required to

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/Passport number) to the Company, via email to [EGM2022@fuyucorp.com](mailto:EGM2022@fuyucorp.com) no later than 3.00 p.m. on 3 September 2022.

### **Submission of Questions in Advance of, or live at the EGM:**

Members who wish to ask questions should do so in the following manner:

- (a) if attending the Live Webcast (and not the Live EGM Audio Feed), members will be able to ask questions at the EGM by submitting text-based questions via the Live ChatBox by selecting a resolution to enter the text-based question; or
- (b) by submitting questions related to the resolutions to be tabled for approval at the EGM in advance of the EGM.

Members and CPF/SRS investors are encouraged to submit questions relating to this Circular and the resolutions set out in the notice of EGM, in advance of EGM, no later than 5.30 p.m. on 24 August 2022 (“**Cut-off Time**”):

- (a) via the pre-registration website at <https://conveneagm.com/sg/fuyuEGM2022>;
- (b) by post to the registered office of the Company at 8 Tuas Drive 1, Singapore 638675; or
- (c) by email to [EGM2022@fuyucorp.com](mailto:EGM2022@fuyucorp.com).

To ensure that questions are received by the Company by the stipulated deadline, Members (including CPF and SRS investors) are strongly encouraged to submit questions via the pre-registration website or by email.

Members and CPF/SRS investors who wish to submit their questions in advance of the EGM are required to indicate their full names, NRIC/passport number, email address and contact numbers, shareholding types and number of Shares held. Contact numbers provided will help the Company to reach out more easily if clarification is required. Investors holding shares through relevant intermediaries (other than CPF and SRS Investors) should contact their respective relevant intermediaries through which they hold such Shares to submit their questions in advance of the EGM.

The responses to questions from members will be posted on the Company’s website and the SGXNet soonest possible and in any case, not later than 72 hours before the closing date and time for the lodgement of proxy forms. This is to allow members sufficient time and opportunity to consider the Company’s responses before the deadline for the submission of proxy forms. Questions submitted after the Cut-off Time will be consolidated and addressed at the EGM. The minutes of the EGM will be published on the Company’s website and the SGXNet within one (1) month after the date of the EGM.

### **Submission of Proxy Forms to Vote:**

Members will not be able to vote online or through the Live EGM Webcast or the Live EGM Audio Feed on the resolutions to be tabled for approval at the EGM. Members who wish to exercise their votes must submit a proxy form to appoint the Chairman of the EGM to cast votes on their behalf.

Members (whether individual or corporate) appointing the Chairman of the EGM as proxy must give specific instructions as to their manner of voting, or abstentions from voting, in the proxy form, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.

The Chairman of the EGM, as proxy, need not be a member of the Company.

The proxy form must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the proxy form is executed by a corporation, it must be executed either under its seal, executed as a deed in accordance with the Companies Act 1967 or under the hand of an attorney or an officer duly authorised, or in some other manner approved by the Directors. Where the proxy form is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the proxy form, failing which the proxy form may be treated as invalid.

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

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

- (a) by post to the registered office of the Company at 8 Tuas Drive 1, Singapore 638675; or
- (b) by email to [EGM2022@fuyucorp.com](mailto:EGM2022@fuyucorp.com).

in each case, not less than 72 hours before the time appointed for holding the EGM, i.e. by 3.00 p.m. on 3 September 2022. A member who wishes to submit the Proxy Form 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. **Members are strongly encouraged to submit completed Proxy Forms electronically via email.**

Investors holding shares through relevant intermediaries (as defined in Section 181 of the Companies Act), (other than CPF/SRS investors), who wish to exercise their votes by appointing the Chairman of the EGM as proxy should approach their respective relevant intermediaries through which they hold such shares as soon as possible to submit their voting instructions 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 by 3.00 p.m. on 3 September 2022.

CPF and SRS investors who wish to appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM should approach their respective CPF Agent Banks or SRS Operators to submit their voting instructions by 5.30 p.m. on 25 August 2022.

In the case of members whose shares are entered against their names in the Depository Register, the Company may reject the Proxy Form appointing the Chairman of the EGM as proxy lodged if such members are not shown to have Shares entered against their names 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.

**IMPORTANT NOTICE:** Due to the evolving COVID-19 situation in Singapore, the Company may change the EGM arrangements at short notice. The Company will announce any changes to the holding or conduct of the EGM via the SGXNet. Members are advised to check the SGXNet regularly for updates on the EGM.

### **Personal Data Privacy:**

By (a) submitting a proxy form appointing the Chairman of the EGM as proxy to vote at the EGM and/or any adjournment thereof, or (b) submitting details for the registration to observe the proceedings of the EGM via the Live EGM Webcast or the Live EGM Audio Feed, or (c) submitting any question prior to the EGM in accordance with this notice, 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 following purposes:

- (i) processing and administration by the Company (or its agents or service providers) of the appointment of the Chairman of the EGM as proxy for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof);
- (ii) processing of the registration for purpose of granting access to members (or their corporate representatives in the case of members which are legal entities) to observe the proceedings of the EGM and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from members received before the EGM and if necessary, following up with the relevant members in relation to such questions; and
- (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines by the relevant authorities.

The member's personal data and its proxy's and/or representative's personal data may be disclosed or transferred by the Company to its Subsidiaries, its share registrar and/or other agents or bodies for any of the abovementioned purposes, and retained for such period as may be necessary for the Company's verification and record purposes.