

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

UPDATES TO SHAREHOLDERS ON REQUISITION TO CONVENE EXTRAORDINARY GENERAL MEETING AND OTHER MATTERS

The Board of Directors (“**Board**”) of Fu Yu Corporation Limited (“**Company**”, together with its subsidiaries, the “**Group**”) refers to the announcements on 31 January 2025, 6 February 2025, 7 February 2025 and 11 February 2025 regarding the shareholder requisition for the Company to convene an Extraordinary General Meeting (“**EGM**”) to consider the proposed resolutions to remove and appoint independent non-executive directors to the Board and investigations into the affairs of Fu Yu Supply Chain Solutions Pte. Ltd. (“**FYSCS**”).

1. REQUISITION TO CONVENE EXTRAORDINARY GENERAL MEETING

The Company and Board wish to update shareholders that legal advice has been obtained on Mr Victor Lim’s second letter dated 5 February 2025 seeking to requisition an EGM of the Company (“**Second Letter**”). As of 5 February 2025, Mr Victor Lim is a “member” of the Company as defined in the Companies Act 1967.

The Company and Board are advised that the Second Letter does not contain and omits to provide Mr Huang Junli, Christopher and Mr Tan Tong Loong, Royston (who Mr Victor Lim is proposing to remove) with the special notice required under section 152(2) read with section 185 of the Companies Act 1967 (“**Special Notice**”). The failure to provide Special Notice is an irregularity that may render the intended EGM and resolutions passed thereat invalid.

The Company and Board observe that Mr Victor Lim provides the same reasons (being the Company’s performance and share price) for his proposed removals of Mr Huang and Mr Tan as independent non-executive directors, and his proposed appointments of 3 independent non-executive directors to replace Mr Huang and Mr Tan. The Second Letter again does not explain how the appointment of 3 new independent non-executive directors may change the Company’s performance and share price because, if appointed, the 3 independent non-executive directors will likewise not be involved in the day-to-day management and business of the Company. In its deliberations, the Company and Board have considered the SGX Regulator’s Column published on 27 April 2023, which states that requisitioners should not put forth any proposal or material that is clearly frivolous, vexatious or defamatory.

Based on preliminary checks, at least 2 of Mr Victor Lim’s proposed appointees appear to be connected to an entity that has dealings with the Company. The Company and Board are in the process of appointing independent professionals to independently assess the suitability and independence of Mr Victor Lim’s proposed appointees to comply with the Singapore Exchange Regulation’s (“**SGX RegCo**”) directive given on 11 February 2025. More time is required for the engagement of the professionals and the independent assessment to be performed.

The above points were considered by the Company’s legal counsel, Nine Yards Chambers LLC, and communicated by the Independent Directors’ legal counsel, Centurion Law LLC to the Company.

After careful deliberations, the Company has decided that it **will not** be convening an EGM pursuant to the Second Letter because it is the more prudent course to adopt, for the reasons outlined above.

The Company and Board reiterate that they are open to dialogue with Mr Victor Lim for clarification on his concerns and the reason(s) for his proposals and reiterate their commitment to co-operate in assisting the Company’s members who submit valid requisitions to convene general meetings.

2. INVESTIGATION INTO AFFAIRS OF FU YU SUPPLY CHAIN SOLUTIONS PTE LTD (“FYSCS”)

Further to the SGX RegCo’s directive given on 11 February 2025 for the Company and Board to provide updates on the investigation into the affairs of FYSCS and its findings, the Company and Board wishes to update shareholders that:

- (1) After the Company’s announcements on 6 and 11 February 2025, Mr Victor Lim agreed to attend an interview to assist in the investigations. Mr Victor Lim and his legal counsel attended an interview on 19 February 2025. Some current and former employees of FYSCS attended their first or follow-up interviews after the Company’s announcement on 6 February 2025.
- (2) The Company’s appointed professionals are reviewing and evaluating the information provided at the interviews and will be advising the Company and Board on the potential courses of action and next steps.
- (3) The Company’s appointed professionals are in the process of conducting forensic analysis of electronic data to uncover evidence.

The Company and Board will update shareholders and potential investors of the Company should there be further developments by way of further announcement(s) as and when necessary. Meanwhile, the Company and Group will remain focused on and carry on business as usual.

Shareholders and investors are advised to exercise caution when dealing in the shares of the Company. Persons who are in doubt as to the action that they should take, should consult their legal, financial, tax or other professional advisers.

BY ORDER OF THE BOARD

Poh Kai Ren, Daniel
Independent Non-Executive Director
26 February 2025