
NOTICE OF EXTRAORDINARY GENERAL MEETING

FIGTREE HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 201315211G)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of the members of **Figtree Holdings Limited** (the “**Company**”) will be held at 8 Jalan Kilang Barat, #03-09 Central Link, Singapore 159351 on 17 April 2024 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without any modifications, the following ordinary resolution:

*All capitalised terms used in this Notice which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 2 April 2024 (the “**Circular**”) in relation to the Proposed Change of Auditors.*

ORDINARY RESOLUTION – THE PROPOSED CHANGE OF AUDITORS

That:

- (a) Foo Kon Tan LLP, having consented to act, be hereby appointed as the auditors of the Company in place of Ernst & Young LLP, with effect from the date of approval of Shareholders of this resolution and to hold office until the conclusion of the next annual general meeting (“**AGM**”) of the Company at a remuneration and on such terms to be agreed between the Directors and Foo Kon Tan LLP;
- (b) the Directors or any one of them be and are hereby authorised to take such steps, approve all matters, implement, execute, perfect or give effect to complete and do all such acts and things (including to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as they or he may consider expedient, desirable, necessary or in the interests of the Company to give effect to the Proposed Change of Auditors and/or this Ordinary Resolution; and
- (c) any acts and things done or performed, and/or any agreements and documents signed, executed, sealed and/or delivered by a Director in connection with this Ordinary Resolution and the Proposed Change of Auditors be and are hereby approved, confirmed and ratified.

By Order of the Board

Lee Bee Fong
Company Secretary

2 April 2024
Singapore

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Notes:

1. **Participation**

The members of the Company are invited to attend the EGM physically in person. There will be no option for members to participate at the EGM virtually. The Circular, Notice of EGM and the accompanying proxy form will be made available on the Company's website at <https://www.figtreeasia.com> and on the SGXNet at <https://www.sgx.com/securities/company-announcements>. Printed copies of these documents will be sent to members via post.

The Ordinary Resolution to be put to the vote of members at the EGM (and at any adjournment thereof) will be voted on by way of a poll.

A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM. Where such member appoints two (2) proxies, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy in the instrument appointing the proxy(ies). If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his name in the Depository Register and any second named proxy as an alternate to the first named.

A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, 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 two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument appointing the proxy(ies). A proxy need not be a member of the Company. "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

A member can appoint the Chairman of the Meeting as his/her/its proxy, but this is not mandatory.

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

2. **Submission of Questions**

A member who wishes to ask questions in advance of the EGM related to the resolution to be tabled for approval at the EGM, must submit their questions by **10.00 a.m. on 10 April 2024** via email to agm@figtreeasia.com. When sending in your questions, provide your full name, address, contact details and the manner in which you hold shares in the Company (eg via GDP, CPF or SRS).

The Company will endeavour to address all substantial and relevant questions received from Shareholders in advance of the EGM via SGXNet and on the Company's corporate website at the URLs <https://www.sgx.com/securities/company-announcements> and <https://www.figtreeasia.com> no later than **10.00 a.m. on 13 April 2024**. The Company endeavours to address (i) subsequent clarifications sought (ii) follow-up questions or (iii) subsequent substantial and relevant questions which are received after its responses referred to the above, at the EGM itself. Where substantial similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

The Company will endeavour to, within one (1) month after the date of the EGM, publish the minutes on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and on the Company's corporate website at the URL <https://www.figtreeasia.com>.

3. **Submission of Proxy Form**

The instrument appointing the proxy(ies) must be under the hand of the appointor or by his/her attorney duly authorised in writing. Where the instrument appointing the proxy(ies) is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.

The instrument appointing the proxy(ies) must be submitted to the Company in the following manner:

- (a) if in hard copy by post, be lodged at the registered office of the Company, at 8 Jalan Kilang Barat, #03-01 Central-Link, Singapore 159351; or
- (b) if by email, be received at agm@figtreeasia.com

in either case, no later than **10.00 a.m. on 15 April 2024**.

Members are strongly encouraged to submit completed Proxy Forms via email to the email address provided above.

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Investors who hold their Shares through relevant intermediaries as defined in Section 181 of the Companies Act 1967 (including SRS investors and holders under depository agents) 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 SRS approved banks or depository agents) to submit their voting instructions by **10.00 a.m. on 5 April 2024** 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 **10.00 a.m. on 15 April 2024**.

The Company shall be entitled to reject the instrument appointing the proxy(ies) if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the proxy(ies) (including any related attachment) (such as in the case where the appointor submits more than one instrument appointing the proxy(ies)).

In the case of a member whose Shares are entered against his/her name in the depository register (as defined in Section 81SF of the Securities and Futures Act 2001), the Company may reject any instrument appointing the proxy(ies) lodged if such member is not shown to have Shares entered against his/her/its name in the depository register as at 72 hours before the time appointed for the EGM, as certified by The Central Depository (Pte) Limited to the Company.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (a) 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 proxies and representatives appointed 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 or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "**Purposes**"), (b) 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 or service providers), 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (c) 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.

