



**FU YU CORPORATION LIMITED**  
(Company Registration No. 198004601C)  
(Incorporated in the Republic of Singapore)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“EGM”) of Fu Yu Corporation Limited (the “Company”) will be held at Picasso 1, Level 3, Pan Pacific Orchard, 10 Claymore Road, Singapore 229540 on 15 February 2017 at 11.00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution.

*Unless otherwise defined, all capitalised terms herein shall have the same meanings as defined in the circular to shareholders of the Company dated 24 January 2017 (the “Circular”).*

**SPECIAL RESOLUTION**

**APPROVAL OF THE PROPOSED AMALGAMATION**

THAT:

- (1) pursuant to Section 215D(1) of the Companies Act, the Company, (NanoTechnology Manufacturing Pte. Ltd. (Company Registration No. 200411117K) (“NTM”) and SolidMicron Technologies Pte. Ltd. (Company Registration No. 200609531H) (“SMT”), both of which are wholly-owned subsidiaries of the Company, be amalgamated and shall continue with the Company, being the Amalgamated Company, with effect from the date to be determined by the directors of the Company (“Effective Date”), on the terms that with effect from the Effective Date:
  - (a) the shares of NTM and SMT be cancelled without payment or other consideration;
  - (b) the Constitution of the Amalgamated Company shall be the same as the Constitution of the Company;
  - (c) each of the directors of the Company, NTM and SMT is satisfied that the Amalgamated Company will be able to pay its debts as they fall due during the period of 12 months immediately after the Effective Date;
  - (d) the following persons, being the existing directors of the Company, shall be the directors of the Amalgamated Company:
    - (i) Dr John Chen Seow Phun;
    - (ii) Mr Ching Heng Yang;
    - (iii) Mr Hew Lien Lee;
    - (iv) Mr Ho Nee Kit;
    - (v) Mr Tam Wai;
    - (vi) Mr Tan Yew Beng; and
    - (vii) Mr Foo Say Tun;
  - (e) all the property, rights and privileges of each of NTM and SMT shall be transferred to and vest in the Amalgamated Company, at their respective book values appearing in the audited accounts of NTM and SMT as of the Effective Date;
  - (f) all the liabilities and obligations of each of NTM and SMT shall be transferred to and become the liabilities and obligations of the Amalgamated Company;
  - (g) all proceedings pending by or against either NTM or SMT may be continued by or against the Amalgamated Company; and
  - (h) any conviction, ruling, order or judgment in favour of or against either NTM or SMT may be enforced by or against the Amalgamated Company; and
- (2) all directors of the Company and each of them be and is hereby authorised to exercise such discretions, to complete and do all such acts and things, including without limitation, to sign, seal, execute, deliver or amend all such documents and deeds as he may in his absolute discretion consider expedient, necessary, appropriate or desirable in connection with and/or for the purpose of effecting the Proposed Amalgamation between the Company, NTM and SMT in accordance with the provisions of the Companies Act.

By Order of the Board

**Dr John Chen Seow Phun**

Non-Executive Chairman and Independent Director

24 January 2017

**Notes:**

- (1) A member (other than a Relevant Intermediary) entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
- (2) Where a member (other than a Relevant Intermediary) appoints two (2) proxies, he/she shall specify the proportion of his/her shareholding to be represented by each proxy in the instrument appointing the proxies.
- (3) A Relevant Intermediary may appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to different share or shares held by him (which number and class of shares shall be specified).  
“Relevant Intermediary” means:
  - (a) a banking corporation licensed under the Banking Act (Cap. 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
  - (b) a person holding a capital markets services license to provide custodial services for securities under the Securities Futures Act (Cap. 289) and who holds shares in that capacity; or
  - (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to the or in accordance with that subsidiary legislation.
- (4) Completion and return of his instrument appointing a proxy shall not preclude a member from attending and voting at the EGM. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the EGM.
- (5) The instrument appointing a proxy must be deposited at the registered office of the Company at 8 Tuas Drive 1, Singapore 638675, not less than forty-eight (48) hours before the time appointed for holding the EGM.
- (6) The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy or proxies 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 instrument.
- (7) A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Companies Act.
- (8) Investors who have used their CPF monies (“CPF Investors”) to buy shares in the Company may attend and cast their vote at the meeting in person. CPF Investors who are not able to attend the meeting but would like to vote, may inform CPF Approved Nominees to appoint Chairman of the Meeting to act as their proxy, in which case, the CPF Investor shall be precluded from attending the meeting.

**General**

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it 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 instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy two (72) hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

**Personal data privacy**

By submitting an instrument appointing a proxy(ies) and/or representative(s) 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 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) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) 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 (iii) 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.