

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

RESPONSE TO QUERIES FROM SINGAPORE EXCHANGE REGULATION (SGX REGCO)

The Board of Directors (“**Board**”) of Fu Yu Corporation Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce the following in response to the queries raised by the Singapore on 18 June 2022 in relation to certain investigations into the affairs of Fu Yu Supply Chain Solutions Pte Ltd (“**FYSCS**”) (the “**Ongoing Investigations**”) and the Company’s upcoming Annual General Meeting (“**AGM**”).

SGX RegCo’s Queries

A. It is noted in the 17 June 2025 announcement that the R&T Report does not highlight any ‘new transactions’ that warrant further scrutiny. Please clarify whether the transactions mentioned in this announcement, pertain to the same underlying transactions that are mentioned in the 1 April 2025 announcement, for which the Company is making the following claims:

- Mr Lim Wei De, Victor and Mr Frank Zhang Xin Cheng for the AEPL Acquisition Claim. The Group is alleging that there has been, amongst other things, breach of duties, misrepresentation, and a conspiracy to cause loss to the Company;
- Mr Lim Wei De, Victor, Ms Hazel Cai and Ms Yasmin Lim in respect of the FYSCS Claim, alleging that there was breach of duties and a conspiracy to cause loss to the Company; and
- Mr Lim Wei De, Victor, Ms Hazel Cai, Mr Wong Ka Wing, Ms Tan Xin Yi and Ms Yasmin Lim for the Pre-Paid Commission Claim, alleging that there was breach of duties, and a conspiracy to cause loss to FYSCS.

Answer: Yes. The transactions mentioned in the 17 June 2025 announcement pertain to the same underlying transactions mentioned in the 1 April 2025 announcement. The R&T Report also discusses a claim by Evertree Hong Kong Limited against FYSCS, which has been adjudicated in arbitration proceedings. The Company has already announced on 12 June, 26 September 2024 and 5 June 2025 on the development and outcome of such arbitration proceedings.

B. Please provide an update on the status of the claims mentioned in (a) above.

Answer: The Group has not commenced a claim through court proceedings yet. But on 1 April 2025, the Group, through its legal counsel, issued demand letters to the individuals mentioned in the Company’s announcement of 1 April 2025 (the “Potential Defendants”). To date, the Company has not received any positive responses, in the sense that all of its claims have been denied by the Potential Defendants.

The Board is considering: (a) the contents of the R&T Report, (b) any new facts obtained through the Maxwellisation process of the R&T Report and will obtain a formal opinion on the prospects of litigation against each of the Potential Defendants.

C. Please confirm the understanding that the Board has reviewed the findings from the R&T Report and if so, please disclose the Board’s assessment as to whether the findings in the R&T

Report constitute as material information that is required to be disclosed under Chapter 7 of the Mainboard Listing Rules, read with Appendix 7.1.

Answer: The Board currently consists of a single director and is currently taking advice on whether the findings in the R&T Report, without Maxwellisation, constitute material information that is to be disclosed. At this stage, the Board, notes that the R&T Report stated that *“In such engagements, it is advisable that a Maxwellisation process be undertaken before publication of the report; this has yet to be done. Further, the matters discussed at Section (g) [in relation to arbitration] are subject to confidentiality obligations arising from the parties’ arbitration agreement, and as such, cannot be published”*.

D. Please clarify whether the Company intends to make claims against any other persons, pursuant to the findings of the R&T Report, as well as the details of such claims to be made.

Answer: The Company is currently seeking legal advice on whether there are any other claims to be made against any other persons.

E. It is noted from the 17 June 2025 announcement that Mr Lim Wei De, Victor (“Victor Lim”), also made the request under section 183 of the Companies Act 1967 to table resolutions for the removal and appointment of directors at the upcoming AGM to be held on 27 June 2025. In this regard, please elaborate on Victor Lim’s actions (or inactions), which has caused the Company to make the AEPL Acquisition Claim, the FYSCS Claim and the Pre-Paid Commission Claim against him, for his relevant breach of duties, misrepresentation and conspiracy to cause loss to the Company and/or FYSCS. Please also provide the Board’s assessment as to whether the R&T Report has highlighted any findings which may be relevant to shareholders in their decision to vote for/against the proposed resolutions at the upcoming AGM on the 27 June 2025, and if sufficient information has been disclosed to shareholders in this regard.

Answer: Pending the completion of the Maxwellisation process and the gathering of further evidence and obtaining legal advice on the merits of a claim:

AEPL Acquisition

Victor Lim promoted the Company’s acquisition of FYSCS and in doing so, represented to the Company’s then Board of Directors that the AEPL Acquisition was a viable one because of the track record of Frank Zhang (being the AEPL’s director). That said, Frank Zhang left FYSCS shortly after the AEPL Acquisition. It also appears that FYSCS was staffed with some employees of Aeturnum Energy International Pte Ltd, which Victor Lim may be connected to.

It bears highlighting that one of the directors that are tabled for appointment at the upcoming AGM, namely, Mr Haytham T KH S Al Essa, was one of the directors who approved the AEPL Acquisition in 2021.

FYSCS Claim

Separately, Victor Lim, as the Company’s then employee, submitted and was reimbursed certain expense claims. The expenses claims may or may not have been incurred in connection Victor Lim’s work for the Company. The Company is currently reviewing the nature and amount of each of these claims.

Pre-Paid Commission Claim

In relation to the Pre-Paid Commission Claim, Victor Lim may have procured the Company’s entry into a contract with an entity known as KWW Consultancy Pte Ltd (“KWW”) which was beneficially owned by Wong Ka Wing. In or around 9 November

2022, FYSCS paid KWW, through an assignee, Arc Intl Energy Pte Ltd, commission for a cargo deal which had not been completed at that time (the “Pre-Paid Commission”). That said, the cargo deal was subsequently completed and FYSCS received profits from this deal. The Company is looking into Victor Lim’s exact involvement in the contracting and payment of the Pre-Paid Commission and the losses caused, if any.

- F. As the R&T Report is undergoing a Maxwellisation process, please confirm that it is the intention for the Company to release the R&T Report to the public upon completion of Maxwellisation. If not, please explain the rationale for undergoing the Maxwellisation process, as well as the reasons for withholding the release of the R&T Report to the public.

Answer: The Company intends to release an executive summary of the R&T Report to the public upon completion of the Maxwellisation process. The current form of the R&T Report does not contain an executive summary that is suitable for release to the public. The Board is also cognisant of the possibility of commencing litigation against some or all of the Potential Defendants, and is mindful of the risk of potential prejudice to its legal strategy if litigation is to be commenced.

- G. It is also noted that the Maxwellisation process will complete after the 27 June 2025 AGM. In this regard, please disclose how the incumbent Board can be assured that the Maxwellisation process as well as the Ongoing Investigation, will be continued and completed by the new Board, if so constituted. Please also clarify the party / Board committee which will oversee the follow-up actions (where applicable), following the conclusion of the Maxwellisation process and the Ongoing Investigation.

Answer: The Company’s previous Independent Directors had interviewed each of the 4 candidates proposed by Victor Lim (collectively, the “Candidates”) and impressed on them the importance of upholding governance standards. Each of the Candidates are, or ought to be, aware of their obligations if appointed. The current Board has commenced the Maxwellisation process, which will remain ongoing even if the new Board is constituted. Members of the new Board will be subject to their duties and obligations, including but not limited to, to act in the Company’s best interests in disclosing and acting on the results of the Ongoing Investigations and Maxwellisation process. The current Board will also conduct another round of interviews with the Candidates before the AGM to brief the Candidates about the Company’s commitment to see through the Ongoing Investigations and the Maxwellisation process.

- H. Victor Lim has requested for the Company to table resolutions for the removal and appointment of directors at the Company’s upcoming AGM pursuant to Section 183 of the Companies Act 1967. As announced by the Company on 11 February 2025, SGX RegCo has required the Board to appoint an independent professional to assess the suitability and independence of the proposed new independent directors put forward by Victor Lim, and announce such assessment via SGXNet prior to the shareholders’ meeting. Please update shareholders on such assessment by the independent professional, including the bases and conclusions of the assessment. Please also disclose the Board’s assessment on the suitability and independence of the proposed new independent directors, as well as its recommendation to shareholders.

Answer: The Board has appointed an independent professional, Asian Corporate Advisors Pte Ltd (“ACA”) to undertake the assessment the suitability and independence of the proposed new independent directors put forward by Victor Lim. The Board is advised that ACA is in the midst of finalising its report and the Company will make another announcement as soon as it has the finalised report and has assessed its findings.

BY ORDER OF THE BOARD

Seow Jun Hao David
Executive Director and Group Chief Executive Officer
20 June 2025