



## FEDERAL INTERNATIONAL (2000) LTD

(incorporated in the Republic of Singapore)  
(Company Registration No: 199907113K)

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of FEDERAL INTERNATIONAL (2000) LTD (the "Company") will be held at 47 Genting Road, Singapore 349489 on Friday, 28 April 2017 at 10:00 a.m. for the following purposes:

#### AS ORDINARY BUSINESS

- To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2016 together with the Auditor's Report thereon. **(Resolution 1)**
- To approve first and final one-tier tax-exempt cash dividend of 1.5 Singapore cents per ordinary share of the Company for the financial year ended 31 December 2016. **(Resolution 2)**
- To approve special one-tier tax-exempt cash dividend of 0.5 Singapore cents per ordinary share of the Company for the financial year ended 31 December 2016. **(Resolution 3)**
- To re-elect the following Directors of the Company retiring pursuant to Regulation 91 of the Constitution of the Company:  
Ms Maggie Koh **(Resolution 4)**  
Mr Heng Lee Seng **(Resolution 5)**  
Mr Heng Lee Seng will, upon re-election as a Director of the Company, remain as the Chairman of the Audit Committee of the Company and a member of the Nominating Committee and Remuneration Committee of the Company. Mr Heng Lee Seng will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
- To re-elect the following Director of the Company retiring pursuant to Regulation 97 of the Constitution of the Company:  
Mr Koh Beng Guan, Don **(Resolution 6)**
- To approve the Directors' fees of S\$190,000 to Non-Executive Directors of the Company for the financial year ending 31 December 2017, to be paid quarterly in arrears (FY2016: S\$190,000). **(Resolution 7)**
- To re-appoint Baker Tilly TFW LLP as the Auditor of the Company and to authorise the Directors of the Company to fix its remuneration. **(Resolution 8)**
- To transact any other ordinary business which may be properly transacted at the Annual General Meeting of the Company.

#### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution as Ordinary Resolution, with or without any modifications:

##### 9. Authority to issue shares

That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors of the Company be authorised and empowered to:

- issue shares in the Company ("shares") whether by way of rights, bonus or otherwise; and/or
- make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,  
at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

(b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall be limited as follows:
  - without prejudice to sub-paragraph (1)(B) below, the aggregate number of shares to be issued shall not exceed 50 per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (4) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed 20 per centum (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (4) below) ("General Limit");
  - in addition to the General Limit, the aggregate number of shares to be issued by way of renounceable rights issues on a pro rata basis ("Renounceable Rights Issues") shall not exceed 50 per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (4) below) ("Additional Limit");
  - where an issue of shares is to be issued by way of Renounceable Rights Issues, that issue shall first use the Additional Limit, and in the event that the Additional Limit has been fully used and is insufficient to satisfy that issue, that issue may use the General Limit, but only to the extent of the then remaining General Limit;
  - where an issue of shares is to be issued otherwise than by way of Renounceable Rights Issue, that issue may only use the General Limit, but only to the extent of the then remaining General Limit;
  - an issue of shares that is not for a financing purpose may only use the General Limit, but the number of such shares that may be issued shall be limited to the numerical number of the then remaining Additional Limit;
- the General Limit and the Additional Limit shall not, in aggregate, exceed 100 per centum (100%) of the total number of issue shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (4) below);
- no shares shall be issued pursuant to this Resolution after 31 December 2018, if on that date the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) exceeds 50 per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (4) below);
- (subject to such calculation as may be prescribed by the SGX-ST for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1)(A) and (1)(B) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
  - new shares arising from the conversion or exercise of any convertible securities;
  - new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution, provided the share options or share awards were granted in compliance with Part VIII of Chapter 8; and
  - any subsequent bonus issue, consolidation or subdivision of shares;
- in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
- unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

**(Resolution 9)**

#### NOTICE OF BOOKS CLOSURE DATE AND PAYMENT DATE FOR FIRST AND FINAL DIVIDEND AND SPECIAL DIVIDEND

NOTICE IS HEREBY GIVEN that subject to shareholders' approval being obtained at the Annual General Meeting of Federal International (2000) Ltd (the "Company") to be held at 47 Genting Road, Singapore 349489 on Friday, 28 April 2017 at 10:00 a.m.:

- A first and final one-tier tax-exempt cash dividend of 1.5 Singapore cents per ordinary share of the Company and a special one-tier tax-exempt cash dividend of 0.5 Singapore cents per ordinary share of the Company for the financial year ended 31 December 2016 will be paid on 25 May 2017.
- The Share Transfer Book and Register of Members of the Company will be closed on 12 May 2017 for the preparation of payment for the proposed first and final dividend and special dividend. Duly completed registrable transfers received by the Company's Share Registrar, B.A.C.S. Private Limited, 8 Robinson Road, #03-00 ASO Building, Singapore 048544 up to 5:00 p.m. on 11 May 2017 will be registered to determine shareholders' entitlement to the proposed first and final dividend and special dividend.

Shareholders whose securities accounts maintained with The Central Depository (Pte) Limited are credited with ordinary shares of the Company at 5:00 p.m. on 11 May 2017 will be entitled to the proposed first and final dividend and special dividend.

By Order of the Board

Loh Chee Meng  
Noraini Binte Noor Mohamed Abdul Latiff  
Yvette Lim Pei Yung  
Company Secretaries  
Singapore, 13 April 2017

#### Explanatory Note

- The Ordinary Resolution 9 in item 9 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting ("AGM") of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority (revoked) or by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding the aggregated of (i) 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to shareholders of the Company (the General Limit) and (ii) additional 50% for Renounceable Rights Issues, of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (the Additional Limit), provided that the total number of shares which may be issued pursuant to (i) and (ii) shall not exceed 100% of the issued shares (excluding treasury shares and subsidiary holdings) at the time Ordinary Resolution 9 is passed, after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

The Board is of the view that the Enhanced Rights Issue Limit is in the interests of the Company and its shareholders as:

- Given the challenges arising from the prolonged low and volatile oil prices, having the Enhanced Rights Issue Limit will provide the Company with more fund raising options;
- The Company will be able to secure more projects and its shareholders will stand to benefit from the returns from these projects when the Company is able to raise funds expediently;
- The Enhanced Rights Issue Limit would allow the Company the flexibility to raise more funds as may be required to finance new projects as well as for general working capital purposes;
- The Enhanced Rights Issue Limit will also provide investors and shareholders with a wider range of options to participate in the Company's fund raising exercises; and
- The Enhanced Rights Issue Limit may also serve to expand the base of shareholders.

The Enhanced Rights Issue Limit will be exercised only if the Directors believe that to do so would be likely to promote the success of the Company for the benefit of shareholders as a whole.

#### Notes

- A member of the Company who is not a relevant intermediary (defined under Section 181 of the Companies Act, Chapter 50 of Singapore) entitled to attend and vote at the Annual General Meeting of the Company is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead at the Annual General Meeting of the Company. A proxy need not be a member of the Company. Where a member of the Company appoints more than one proxy, the member shall specify the number of shares to be represented by each proxy.
- A member of the Company who is a relevant intermediary (defined in Section 181 of the Companies Act, Chapter 50 of Singapore) entitled to attend and vote at the Annual General Meeting of the Company is entitled to appoint more than two (2) proxies to attend and vote at the Annual General Meeting of the Company. A proxy need not be a member of the Company. Where a member of the Company appoints more than one proxy, the member shall specify the number of shares to be represented by each proxy.
- If the appointor is a corporation, the instrument appointing a proxy or proxies must be executed under its seal or under the hand of an officer or attorney duly authorised in writing.
- The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 47 Genting Road, Singapore 349489 not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting of the Company.

#### Personal Data Privacy

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting of the Company 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 proxy(ies) and/or representative(s) appointed for the Annual General Meeting of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Annual General Meeting of the Company (including any adjournment thereof), in 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.