

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting (“**AGM**”) of **Forise International Limited** (the “**Company**”) will be held by way of electronic means on Wednesday, 27 April 2022 at 10.30 a.m. Please refer to the section below on “**IMPORTANT NOTICE ON AGM ARRANGEMENTS IN LIGHT OF COVID-19**” for further details.

This Notice of AGM and accompanying Proxy Form have been made available on SGXNet. Printed copies of these documents will NOT be despatched to members of the Company.

The AGM will be held for the following purposes:–

## **AS ORDINARY BUSINESS**

1. To receive and, if approved, adopt the Audited Accounts for the financial year ended 31 December 2021 together with the Directors’ Statement and Independent Auditors’ Report thereon.  
**Resolution 1**
2. To approve the payment of Directors’ fees of S\$99,000 for the financial year ending 31 December 2022, to be paid half-yearly in arrears (2021: S\$109,250)  
**Resolution 2**
3. To re-elect Mr. Azman Hisham Bin Ja’afar who is retiring under Regulation 107 of the Company’s Constitution, as Director of the Company.  
**Resolution 3**
4. To re-elect Mr. Siow Chee Keong who is retiring under Regulation 117 of the Company’s Constitution, as Director of the Company.  
**Resolution 4**
5. To re-appoint Messrs Nexia TS Public Accounting Corporation, as the Independent Auditors of the Company and to authorise the Directors to fix their remuneration.  
**Resolution 5**
6. To transact any other ordinary business which may be properly transacted at an annual general meeting.

## **AS SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following resolution (with or without amendments) as Ordinary Resolution:–

### **7. General mandate to allot and issue new shares in the capital of the Company**

That pursuant to Section 161 of the Companies Act 1967 of Singapore (the “**Act**”) and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (“**Listing Manual**”), authority be and is hereby given to the Directors of the Company to:–

- (A) (i) issue shares in the capital of the Company (“**Shares**”) (whether by way of rights, bonus or otherwise); and/or
- (ii) 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) warrants, debentures or other instruments convertible or exchangeable into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

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- (B) (notwithstanding the authority conferred by this Resolution may have been ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that:

- (i) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed fifty per cent (50%) of the total issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed twenty per cent (20%) of the total issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the company (as calculated in accordance with sub-paragraph (ii) below);
- (ii) (subject to such manner of calculation and adjustments as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraphs (i) above, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Resolution is passed, after adjusting for:
- (a) new Shares arising from the conversion or exercise of any Instruments or any convertible securities;
- (b) new Shares arising from the exercise of share options or vesting of share awards, provided that the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual; and
- (c) any subsequent bonus issue, consolidation or subdivision of Shares.

Adjustments for (a) and (b) above are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

- (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Act and Constitution of the Company; and
- (iv) unless revoked or varied by the Company in a general meeting, the authority conferred by this Resolution 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 the earlier.

[See Explanatory Note (iii)]

**Resolution 6**

**BY ORDER OF THE BOARD**

PENG WEILE (LEO)  
EXECUTIVE DIRECTOR  
12 APRIL 2022  
SINGAPORE

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## Explanatory Notes:-

- (i) If re-elected under Resolution 3, Mr. Azman Hisham Bin Ja'afar will remain as an Independent Non-executive Director of the Company.
- (ii) If re-elected under Resolution 4, Mr. Siow Chee Keong will remain as an Independent Non-executive Director of the Company.
- (iii) The Ordinary Resolution 6 proposed in item 7 above, if passed, will empower the Directors of the Company, effective from the date of this AGM until the conclusion of the next 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 is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue shares and/or convertible securities in the Company up to a maximum of fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of which the aggregate number of shares and convertible securities to be issued other than on a pro-rata basis to existing shareholders shall not exceed twenty per cent (20%) of the total issued Shares (excluding treasury shares and subsidiary holdings).

## Notes:-

- (1) A member, including a relevant intermediary, entitled to vote at the AGM must appoint the Chairman of the AGM to act as proxy and direct the vote at the AGM.

"relevant intermediary" has the meaning ascribed to it in Section 181 of the Act.

- (2) The instrument or form appointing the Chairman of the AGM as proxy must be signed by the appointor or his/her/its attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorized. The instrument must be submitted not less than 72 hours before the time appointed for holding the AGM, in the manner specified in the section titled "**IMPORTANT NOTICE ON AGM ARRANGEMENTS IN LIGHT OF COVID-19**" below.

- (3) Where this instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the power of attorney or a notarially certified copy thereof (failing previous registration with the Company) must be lodged with this instrument of proxy, failing which this instrument of proxy may be treated as invalid.

- (4) **PERSONAL DATA PRIVACY** By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend and vote at the Annual General Meeting 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 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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) 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 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 (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.

## IMPORTANT NOTICE ON AGM ARRANGEMENTS IN LIGHT OF COVID-19

The AGM is being convened, and will be held, only by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice of AGM and the accompanying Proxy Form will not be sent to members of the Company. Instead, these documents will be made available on SGXNet at: <https://www.sgx.com/securities/company-announcements>.

This notice sets out the Company's arrangements relating to, among others, attendance at the AGM via electronic means (including arrangements by which the AGM can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the AGM in advance, addressing of substantial and relevant questions prior to or at the AGM and/or voting by appointing the Chairman of the AGM as proxy.

**In light of the current COVID-19 situation and the related safe-distancing measures put in place in Singapore, a member (including a relevant intermediary\*) will not be able to attend the AGM in person. A member (whether individual or corporate) must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM.**

\* "relevant intermediary" has the meaning ascribed to it in Section 181 of the Act.

Members may participate at the AGM by following the steps set out below:

### 1. Registration for Live Webcast

Members will be able to follow the proceedings of the AGM through a live audio-visual webcast or live audio-only stream (collectively, "**Live Webcast**") via mobile phone, tablet, computer or any such electronic device.

To do so, a member must pre-register **by no later than 10.30 a.m. on 25 April 2022** ("**Registration Deadline**"), at the URL: <https://conveneagm.com/sg/foriseinternational2022> for authentication of their status as members.

Members who have been authenticated will receive email instructions to access the Live Webcast of the proceedings of the AGM by 10.30 a.m. on 26 April 2022. Members who have registered by the Registration Deadline but have not received email instructions by 10.30 a.m. on 26 April 2022 may contact the Company by email at [contact@foriseinternational.com](mailto:contact@foriseinternational.com) for assistance.

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Members must not forward the abovementioned email instructions to other persons who are not members and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the Live Webcast.

Investors who hold shares through relevant intermediaries (as defined in Section 181 of the Act) who wish to participate in the AGM should, in addition to pre-registering, approach their respective agents as soon as possible, so that the necessary arrangements can be made by the relevant agents for their participation in the AGM.

## 2. Members' Queries

Members will not be able to speak or ask questions during the Live Webcast. It is important to note that any questions must be submitted in advance of the AGM.

All questions must be submitted **by no later than 11.59 p.m. on 19 April 2022** to the Company:

- (a) **via the pre-registration website** at the URL: <https://conveneagm.com/sg/foriseinternational2022>
- (b) in hard copy **by post** to the registered office of the Company at 15 Scotts, 15 Scotts Road, #04-08, Suite 22, Singapore 228218, or
- (c) **via email** to [contact@foriseinternational.com](mailto:contact@foriseinternational.com).

For verification purposes, when submitting any questions by post or via email, members **MUST** provide the Company with their particulars (comprising: full name (for individuals)/company name (for corporations), email address, contact number, NRIC/passport number/company registration number, shareholding type and number of shares held).

The Company will endeavour to address the substantial queries from members prior to the AGM and upload the Company's responses on SGXNet after the close of SGX-ST's trading hours on 22 April 2022. The minutes of the AGM shall thereafter be published on SGXNet, within one (1) month from the conclusion of the AGM.

Investors who hold shares through relevant intermediaries (as defined in Section 181 of the Act) can submit their questions in relation to any resolution set out in the Notice of AGM upon pre-registration, however, they should, in addition to pre-registering, approach their respective agents as soon as possible, so that the necessary arrangements can be made by the relevant agents for their participation in the AGM.

## 3. Proxy Voting

A member (including a relevant intermediary) will not be able to attend the AGM physically in person. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM. The instrument appointing the Chairman of the AGM as proxy has been uploaded together with this Notice of AGM on SGXNet on the same day.

Members (whether individual or corporate) appointing the Chairman of the AGM as proxy must give specific instructions as to his/her/its manner of voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid.

The instrument appointing the Chairman of the AGM as proxy must be submitted to the Company in the following manner:

- (a) in hard copy **by post** to the registered office of the Company at 15 Scotts, 15 Scotts Road, #04-08, Suite 22, Singapore 228218, or
- (b) **via email** to [contact@foriseinternational.com](mailto:contact@foriseinternational.com)

in any case **not less than 48 hours** before the time for holding the AGM and at any adjournment thereof.

**A member who wishes to submit an instrument of proxy by (b) and (c) must first download the proxy form, which is available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>, complete and sign the proxy form, before submitting it by post to the address provided above, or scanning and sending it by email to the email address provided above. In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.**

Investors who hold shares through relevant intermediaries (as defined in Section 181 of the Act) and wish to appoint the Chairman of the AGM as proxy, should approach their respective agents to submit their votes **by 5.00 p.m. on 14 April 2022**.

The Company shall be entitled to reject the instrument appointing the Chairman of the AGM as proxy 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 Chairman of the AGM as proxy (such as in the case where the appointor submits more than one instrument of proxy).

In the case of shares entered in the Depository Register, a Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the AGM in order for the Depositor to be entitled to appoint the Chairman of the AGM as proxy.

The Annual Report 2021 has been uploaded on SGXNet on **12 April 2022**. There will be no hardcopy of Annual Report to be despatched to members of the Company.

**IMPORTANT: Due to the evolving COVID-19 situation, the Company may change the AGM arrangements at short notice. Any changes will be announced by the Company on SGXNet and Shareholders are advised to check SGXNet for updates prior to the AGM.**