
NOTICE OF EGM

F J BENJAMIN HOLDINGS LTD

(Incorporated in the Republic of Singapore)

(Company Registration No.: 197301125N)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**” or the “**Meeting**”) of F J Benjamin Holdings Ltd (“**Company**”) will be held at Meeting Room 304, Level 3, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 on Wednesday, 29 October 2025 at 11.30 a.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at the same location on the same day at 10.30 a.m.), for the purpose of considering and, if thought fit, passing, with or without any amendments, the resolution below:

*Unless otherwise defined, all capitalised terms used in this Notice of EGM which are not defined herein shall have the same meanings ascribed to them in the circular to shareholders of the Company dated 7 October 2025 (the “**Circular**”).*

SPECIAL RESOLUTION: PROPOSED ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY

Resolved that:

- (a) the New Constitution submitted to this Meeting, as set out in Appendix B of the Circular, be approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the Existing Constitution; and
- (b) the Directors and each of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider desirable, necessary or expedient in the interests of the Company to give full effect to this Special Resolution.

By Order of the Board

Eli Manasseh (Nash) Benjamin
Executive Chairman

7 October 2025

Notes:

Access to Documents

- 1. The EGM will be held, in wholly physical format, on Wednesday, 29 October 2025 at 11.30 a.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at the same location on the same day at 10.30 a.m.) at Meeting Room 304, Level 3, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593. Shareholders of the Company (not being a Relevant Intermediary*) (“**Shareholders**”) are invited to attend physically, speak and vote at the EGM. **There will be no option for Shareholders to participate virtually.**
- 2. Printed copies of the Circular, this Notice of EGM and the accompanying proxy form will be sent by post to members. These documents will be made available on the Company’s website at the URL <https://fjbenjamin.com/pages/corporate-announcements> and may also access from the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.

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Submission of Questions in Advance

3. All Shareholders, including SRS investors, may submit questions related to the business of the EGM in advance of the EGM but no later than 5.00 p.m. on 23 October 2025 through one of the following means:

- (a) via email to main@zicoholdings.com; or
- (b) by post to B.A.C.S. Private Limited, 77 Robinson Road, #06-03 Robinson 77, Singapore 068896.

When submitting questions via email or by post, Shareholders are required to provide the following details: (i) the Shareholder's full name (for individuals)/company name (for corporates) as it appears on his/her/its CDP/SRS share records; (ii) the Shareholder's NRIC/passport number/company registration number, contact number, address and email address; and (iii) shareholding type (e.g. via CDP or SRS) and number of shares held.

The Company will endeavour to address the substantial and relevant questions prior to and/or at the EGM. The responses to questions from members will be posted on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <https://fjbenjamin.com/pages/corporate-announcements> soonest possible before the EGM, or if answered during the EGM, to be included in the minutes of the EGM which will be published on the SGXNet and the Company's website within one (1) month after the date of the EGM.

Where substantially similar questions are received, the Company will consolidate such questions and consequently, not all questions may be individually addressed.

Submission of Proxy Form to Vote

- 4. 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's instrument appointing a proxy(ies) appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.
- 5. 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's instrument appointing a proxy(ies) 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.
- 6. **"Relevant intermediary"** has the meaning ascribed to it in Section 181(6) of the Companies Act 1967 of Singapore. A member who wishes to appoint a proxy(ies) must complete the instrument appointing a proxy(ies), before submitting it in the manner set out below.
- 7. A proxy need not be a member of the Company.
- 8. The instrument appointing a proxy(ies) must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy(ies) is executed by a company, it must be either under its common seal or signed on its behalf by a duly authorised officer or attorney.
- 9. In the case of a Shareholder whose shares are entered against his/her name in the Depository Register, the Company may reject any instrument appointing the Chairman of the EGM as proxy lodged if such Shareholder, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.
- 10. The instrument appointing a proxy(ies), together with the power of attorney or other authority under which it is signed (if applicable) or a notarially certified copy thereof, must be submitted to the Company in one (1) of the following means:

- (a) via email to main@zicoholdings.com; or
- (b) by post to B.A.C.S. Private Limited, 77 Robinson Road, #06-03 Robinson 77, Singapore 068896,

in either case, not less than 48 hours before the time appointed for holding the EGM, i.e. no later than 11.30 a.m. on 27 October 2025.

A Shareholder who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

Shareholders are strongly encouraged to submit completed proxy forms electronically via email.

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Personal Data Privacy

11. By submitting (a) the proxy form appointing a proxy(ies) to attend, speak and vote at the EGM and/or any adjournment thereof; or (b) any questions in advance in relation to any resolution set out in the Notice of EGM, a Shareholder:
- (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 and administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable legislation, the Listing Manual of SGX-ST and/or 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 and agrees to provide the Company such 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.

Photographic, sound and/or video recordings of the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a Shareholder may be recorded by the Company (or its agents or service providers) for such purposes.

*This notice has been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "**Sponsor**").*

*This notice has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.*

The contact person for the Sponsor is Ms Goh Mei Xian, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone: (65) 6636 4201.