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 by way of electronic means on Wednesday, 28 April 2021 at 10:00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2020 together with the Auditor's Report thereon. **(Resolution 1)**

2. (a) To re-elect Mr Koh Beng Guan, Don, a Director of the Company retiring pursuant to Regulation 91 of the Constitution of the Company. **(Resolution 2)**

(b) To note the retirement of Mr Yee Kee Shian, Leon, a Director of the Company retiring pursuant to Regulation 91 of the Constitution of the Company. Mr Yee Kee Shian, Leon, has decided not to seek for re-election and will retire at the conclusion of the forthcoming Annual General Meeting. [See Explantory Note (i)]

(c) To re-elect Mr Hoon Tai Meng, a Director of the Company retiring pursuant to Regulation 97 of the Constitution of the Company. [See Explanatory Note (ii)]

(Resolution 3)

3. To approve the Directors' fees of S$206,400 to Non-Executive and Independent Directors of the Company for the financial year ending 31 December 2021, to be paid quarterly in arrears (FY2020: S$240,000). **(Resolution 4)**

4. 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 5)**

5. 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:

6. Authority to issue shares

That pursuant to Section 161 of the Companies Act (Cap. 50) ("**Companies Act**") 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:

(a) (i) issue shares in 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) 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:

(1) 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 not exceed 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 (2) 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% 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 (2) below);

(2) (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, the total number of issued shares (excluding treasury shares and subsidiary holdings) 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 of the passing of this Resolution, after adjusting for:

(a) new shares arising from the conversion or exercise of any convertible securities;

(b) 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 of the Listing Manual of the SGX-ST; and

(c) any subsequent bonus issue, consolidation or subdivision of shares;

(3) 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

(4) 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. [See Explanatory Note (iii)]

(Resolution 6)

7. Approval for the continued appointment of Mr. Khoo Boo Yeow, Andrew, as an Independent Director, for the purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST

That, shareholders of the Company by appointing the Chairman of the Meeting as proxy to vote at the AGM and the passing of Resolution 8 by shareholders of the Company by appointing the Chairman of the Meeting as proxy to vote at the AGM, excluding the Directors and the chief executive officer of the Company, and their respective associates (as defined in the Listing Manual of the SGX-ST):

(a) the continued appointment of Mr. Khoo Boo Yeow, Andrew, as an Independent Director, for purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022) be and is hereby approved; and

(b) the authority conferred by this Resolution shall continue in force until the earlier of the following: (i) the retirement or resignation of Mr. Khoo Boo Yeow, Andrew, as a Director; or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution. [See explanatory note (iv)] **(Resolution 7)**

8. Approval for the continued appointment of Mr. Khoo Boo Yeow, Andrew, as an Independent Director, for the purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST

That, subject to and contingent upon the passing of Resolution 7:

(a) the continued appointment of Mr. Khoo Boo Yeow, Andrew, as an Independent Director, for purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022) be and is hereby approved; and

(b) the authority conferred by this Resolution shall continue in force until the earlier of the following: (i) the retirement or resignation of Mr. Khoo Boo Yeow, Andrew as a Director; or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution,

provided that this Resolution shall only be proposed and voted upon if Resolution 7 is passed by shareholders of the Company by appointing the Chairman of the Meeting as proxy to vote at the AGM. [See explanatory note (iv)] **(Resolution 8)**

In compliance with Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022), the Directors and the chief executive officer of the Company, and their respective associates (as defined in the Listing Manual of the SGX-ST), shall abstain from voting on Resolution 8.

By Order of the Board

Sam Kwai Hoong
Noraini Binte Noor Mohamed Abdul Latiff
Company Secretaries
Singapore, 12 April 2021

Explanatory Note

(i) Mr Yee Kee Shian, Leon, who is due to retire pursuant to Regulation 91 of the Constitution has decided not to seek for re-election and will therefore retire as a Director at the conclusion of the forthcoming Annual General Meeting. Upon his cessation as Director, Mr Yee Kee Shian, Leon will also cease to be the Lead Independent Director, the Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee of the Company.

(ii) Mr Hoon Tai Meng will, upon re-election as a Director of the Company, remain as an Independent Director, the Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee of the Company. Mr Hoon Tai Meng will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.

(iii) Resolution 6, if passed, will empower the Directors of the Company, effective 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 or such authority is varied or revoked 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 aggregate 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% of the total number of issued shares (excluding treasury shares and subsidiary holdings) may be issued other than on a pro-rata basis to shareholders of the Company, 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 Resolution 6 is passed and any subsequent bonus issue, consolidation or subdivision of shares.

(iv) The proposed Ordinary Resolutions 7 and 8 are proposed in anticipation of Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which will take effect from 1 January 2022.

With effect from 1 January 2022, Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST will provide that a Director will not be independent if he has been a Director for an aggregate period of more than nine years and his continued appointment as an independent Director has not been sought and approved in separate resolutions by (a) all shareholders; and (b) shareholders excluding the Directors and the chief operating officer of the Company, and their respective associates.

Mr. Khoo Boo Yeow, Andrew is an Independent Director who has served for nine years. The Company is proposing to seek, at the same time, the requisite approval from shareholders for his continued appointment as an Independent Director via a Two-Tier Voting process for a three-year term, with effect from the passing of this resolution proposed at the forthcoming AGM, until the conclusion of the third AGM of the Company following the passing of this resolution.

The Board seeks to strike an appropriate balance between tenure of service, continuity of experience and refreshment of the Board. Such refreshment process of the Board will take some time and cannot happen overnight in order to maintain stability to the Board. Furthermore, the Company benefits from such Director who has, over time, gained valuable insights into the Group, its market and the industry.

The Nomination Committee and the Board have determined that Mr. Khoo Boo Yeow, Andrew remains objective and independent-minded in Board deliberations. His vast experience enables him to provide the Board and the various Board Committees on which he serves, with pertinent counsel and guidance to facilitate sound decision-making and that his length of service does not in any way interfere with his exercise of independent judgment nor hinder his ability to act in the best interests of the Company. Additionally, he fulfils the definition of an Independent Director in the SGX-ST Listing Rules and the Code. More importantly, the Board trusts that he is able to continue to discharge his duties independently with integrity and competency.

Mr. Khoo Boo Yeow, Andrew, will, upon re-election as an Independent Director of the Company, remain as the Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

Measures To Minimize Risk Of COVID-19

1. In compliance with the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the "**Order**"), the AGM will be held by way of electronic means and shareholders will NOT be allowed to attend the AGM in person. Printed copies of this Notice will not be sent to members. Instead, this Notice will be sent to members by electronic means via publication on the Company's corporate website www.federal-int.com.sg. This Notice will also be made available on the SGXNet.

2. Alternative arrangements are instead put in place to allow shareholders to participate in the AGM by: (a) observing and/or listening to the AGM proceedings via a live streaming. Shareholders who wish to participate as such will have to pre-register in the manner outlined in paragraphs 3 to 5 below; (b) submitting questions ahead of the AGM. Please refer to paragraphs 6 to 10 below for further details; and (c) voting by proxy at the AGM. Please refer to paragraphs 11 to 14 below for further details.

Participate in the AGM via live streaming

3. Shareholders or their corporate representatives (in the case of shareholders which are legal entities) will be able to observe and/or listen the AGM proceedings through a live streaming via their mobile phones, tablets or computers. To do so, they will need to complete the attached pre-registration form and mail the completed pre-registration form to the Company Secretary for verification of their status as shareholders (or the corporate representatives of such shareholders). All completed pre-registration forms must be submitted no later than 10.00 a.m. on 23 April 2021 ("**Registration Deadline**") by mailing or emailing such questions to the following addresses:

Mailing address: Federal International (2000) Ltd, 12 Chin Bee Drive, Singapore 619868

Email Address: federal-agm@federal-int.com.sg

4. Upon successful pre-registration, each such shareholder or its corporate representative will receive an email contain a link to access the streaming of the AGM proceedings, together with the relevant log in details and instructions. Shareholders (or corporate representatives) who do not receive an email by 12 p.m. 26 April 2021, but have pre-registered by the Registration Deadline should contact the Company at (65) 67478118.

5. Shareholders are reminded that the AGM proceedings are private. Instructions on access to the live streaming of the AGM proceedings should therefore not be shared with anyone who is not a shareholder of the Company or otherwise not authorised to attend the AGM. Recording of the live streaming in whatever form is also strictly prohibited.

Submission of questions ahead of AGM

6. Shareholders may submit questions related to the resolutions to be tabled for approval at the AGM or the Company's businesses and operations they wish for the Company to consider addressing during the live streaming of the AGM proceedings.

7. All questions must be submitted no later than 10.00 a.m. on 22 April 2021 ("**Submission Deadline**") by mailing or emailing such questions to the following addresses:

Mailing address: Federal International (2000) Ltd, 12 Chin Bee Drive, Singapore 619868

Email Address: federal-agm@federal-int.com.sg

Attention to: Sam Kwai Hoong, Group CFO

Shareholders are also reminded to provide their full names and identification numbers when writing in, along with their email addresses and mobile contact numbers.

8. Please note that shareholders will not be able to ask questions at the AGM and accordingly, it is important for shareholders to submit their questions by the Submission Deadline.

9. Due to the time limit of the AGM, the Company's Board of Directors shall only address important and substantial questions (as may be determined by the Company in its sole discretion) received from shareholders prior to the date of the AGM.

10. The Company will publish the minutes of the AGM on SGXNet and the Company's website within one month after the date of AGM, together responses from the Board and Management in relation to substantial and relevant comments or queries from shareholders relating to the resolutions to be tabled for approval at the AGM.

Voting by proxy

11. Shareholders will not be able to vote online at the AGM. Instead, if shareholders (whether individuals or corporates) wish to exercise their votes, they must submit a proxy form to appoint the "Chairman of the Meeting" to vote on their behalf.

12. Shareholders (whether individuals or corporates) appointing the "Chairman of the Meeting" 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 and votes will be treated as invalid.

13. The proxy form must be submitted to the Company no later than 10.00 a.m. on 26 April 2021 (being 48 hours before the time appointed for the AGM) by mailing or emailing the proxy form to the following addresses:

Registered address: 12 Chin Bee Drive, Singapore 619868

Email Address: federal-agm@federal-int.com.sg

14. Shareholders who hold their shares through relevant intermediaries and who wish to exercise their votes by appointing the "Chairman of the Meeting" as proxy should approach their respective relevant intermediaries (including their respective CPF Agent Banks or SRS Approved Banks) to submit their voting instructions at least seven (7) working days prior to the date of the AGM.

Notes:

(1) A member of the Company who is entitled to attend and vote at the AGM is entitled to appoint the "Chairman of the Meeting" as a proxy to vote in his/her/its stead.

(2) The instrument appointing the "Chairman of the Meeting" as proxy must be duly deposited at the registered office of the Company at 12 Chin Bee Drive, Singapore 619868 not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting of the Company.

PERSONAL DATA PRIVACY

By (a) submitting any question ahead of the AGM or (b) submitting an instrument appointing the "Chairman of the Meeting" as proxy to vote at the AGM and/or any adjournment thereof in accordance with paragraphs 6 to 14 of the section "Measures to Minimize Risk of COVID-19" (the "**COVID-19 Notice**") or (c) submitting the pre-registration form in accordance with paragraphs 3 to 5 of the COVID-19 Notice, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purposes of:

(i) the processing and administration by the Company (or its agents or service providers) of proxy forms appointing the "Chairman of the Meeting" as proxy for the AGM (including any adjournment thereof);

(ii) processing the pre-registration forms for purposes of granting access to members (or their corporate representatives in the case of members who are legal entities) to view the live streaming of the AGM proceedings and providing viewers with any technical assistance where necessary;

(iii) addressing selected questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions;

(iv) the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof); and

(v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.