

FU YU CORPORATION LIMITED

(Registration Number: 198004601C)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of the Fu Yu Corporation Limited (the “Company”) will be convened and held via electronic means on Thursday, 20 April 2023 at 3.00 p.m. (or as soon thereafter following the conclusion or adjournment of the AGM to be held by way of electronic means at 2.00 p.m. on the same day) for the purpose of considering and, if thought fit, passing the Ordinary Resolution as set out below, with or without any amendment:

Unless herein defined, all terms defined in this Notice of EGM shall have the same meanings as those defined or construed in the Circular dated 29 March 2023 issued by the Company to Shareholders.

ORDINARY RESOLUTION: PROPOSED CHANGE OF AUDITORS FROM KPMG LLP TO BAKER TILLY TFW LLP

THAT:

- (a) Baker Tilly TFW LLP having consented to act, be and are hereby appointed as the Auditors, to hold office until the conclusion of the next annual general meeting of the Company for a fee and on such terms as may be agreed by the Directors with Baker Tilly TFW LLP; and
- (b) the Directors or any of them be and are hereby authorised to complete and do all acts and things (including executing all such documents as may be required) as they or he may in their discretion deem necessary, desirable or expedient or in the interests of the Company to give effect to the Proposed Change of Auditors of the Company and/or the transactions authorised by this Ordinary Resolution.
[see Explanatory Note (i)]

(Resolution 1)

BY ORDER OF THE BOARD

Huang Junli, Christopher
Non-Executive Chairman, Independent Director

29 March 2023

Explanatory Notes:

Shareholders should note that in accordance with the requirements of Rule 1203(5) of the Listing Manual:

- (a) the Company had received a copy of the professional clearance letter from KPMG LLP to Baker Tilly TFW LLP, confirming that they are not aware of any professional reasons why Baker Tilly TFW LLP should not accept appointment as the new Auditors of the Company;
- (b) the Company confirms that there were no disagreements with KPMG LLP on accounting treatments within the last 12 months from the date of this Circular;
- (c) the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders which has not been disclosed in the Circular;
- (d) the reasons for the Proposed Change of Auditors are disclosed in paragraph 2.1 of the Circular; and
- (e) the Board confirms that the Company is in compliance with Rules 712 and 715 of the Listing Manual in relation to the proposed appointment of Baker Tilly TFW LLP as its new Auditors, after taking into account the various factors in paragraph 2.3 and 2.4 of the Circular.

IMPORTANT: Please read notes below.**Notes:**

The EGM is being convened, and will be held, 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. Members will not be able to attend the EGM in person. Printed copies of the Circular, this Notice of EGM and the Proxy Form (collectively, the “**Documents**”) will not be sent to members. Instead, the Documents will be sent to members by way of electronic means via publication on the Company’s website at <https://www.fuyucorp.com/agmegm-2023> and on the SGXNet.

Alternative arrangements relating to: (a) attendance at the EGM via electronic means (including arrangements by which the EGM can be electronically accessed via “live” audio-visual webcast (“**Live EGM Webcast**”) or “live” audio-only stream (“**Live EGM Audio Stream**”)); (b) submission of questions in advance of or “live” at the EGM and addressing of substantial and relevant questions prior to, or “live” at the EGM; and (c) voting at the EGM (i) “live” by the shareholders themselves or their duly appointed proxy(ies) (other than the Chairman of the EGM) via electronic means; or (ii) by appointing the Chairman of the EGM as proxy, are set out in the accompanying Company’s announcement dated 29 March 2023 (“**EGM Alternative Arrangements Announcement**”). The EGM Alternative Arrangements Announcement, this Notice of EGM, the Annual Report of the Company and the proxy form may be accessed at the Company’s website at the URL <http://www.fuyucorp.com/annual-reports/> and <https://www.fuyucorp.com/agmegm-2023>, as well as at the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

Pre-registration of the EGM via Live EGM Webcast/Live EGM Audio Feed

The proceedings of the EGM will be broadcasted “live” through the Live EGM Webcast and the Live EGM Audio Feed. Members and investors holding shares in the Company through the Central Provident Fund (“**CPF**”) or Supplementary Retirement Scheme (“**SRS**”) (“**CPF/SRS investors**”) who wish to follow the proceedings through the Live EGM Webcast or the Live EGM Audio Feed must pre-register at <https://conveneagm.com/sg/fuyu2023> no later than 3.00 p.m. on 17 April 2023 (“**Registration Cut-Off Time**”). Members including CPF and SRS investors will be required to fill in their name, NRIC/Passport Number, shareholding type, email address and contact number during the pre-registration. Shareholders who have any queries on pre-registration may call the Singapore toll-free telephone number 800-852-3335 or email support@conveneagm.com for assistance.

Following verification, an email containing instructions on how to access the Live EGM Webcast and Live EGM Audio Feed of the proceedings of the EGM will be sent to authenticated members and CPF/SRS investors by 12.00 p.m. on 19 April 2023 (the “**Confirmation Email**”). Members and CPF/SRS investors who do not receive the Confirmation Email by 12.00 p.m. on 19 April 2023, but have registered by the Registration Cut-Off Time, should contact the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, at +65 6536 5355 during office hours for assistance.

Investors holding shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967) (other than CPF/SRS investors) will not be able to pre-register at <https://conveneagm.com/sg/fuyu2023> for the Live EGM Webcast or the Live EGM Audio Feed. If they wish to participate in the Live EGM Webcast or the Live EGM Audio Feed, they should instead approach their relevant intermediary as soon as possible in order for the relevant intermediary to make the necessary arrangements to pre-register. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/Passport number) to the Company, via email to AGM_EGM2023@fuyucorp.com no later than 3.00 p.m. on 17 April 2023.

Submission of Questions in Advance, or live at the EGM:

Members who wish to ask questions should do so in the following manner:

- (a) if attending the Live Webcast (and not the Live EGM Audio Feed), members will be able to ask questions at the EGM by submitting text-based questions via the Live ChatBox by selecting a resolution to enter the text-based question; or
- (b) by submitting questions related to the resolutions to be tabled for approval at the EGM in advance of the EGM.

Members and CPF/SRS investors are encouraged to submit questions relating to this Circular and the resolutions set out in the Notice of EGM, in advance of EGM, no later than 5.30 p.m. on 7 April 2023 (“**Cut-off Time**”):

- (a) via the pre-registration website at <https://conveneagm.com/sg/fuyu2023>;
- (b) by post to the registered office of the Company at 8 Tuas Drive 1, Singapore 638675; or
- (c) by email to AGM_EGM2023@fuyucorp.com.

To ensure that questions are received by the Company by the stipulated deadline, Members (including CPF and SRS investors) are strongly encouraged to submit questions via the pre-registration website or by email.

Members and CPF/SRS investors who wish to submit their questions in advance of the EGM are required to indicate their full names, NRIC/passport number, email address and contact numbers, shareholding types and number of Shares held. Contact numbers provided will help the Company to reach out more easily if clarification is required. Investors holding shares through relevant intermediaries (other than CPF and SRS Investors) should contact their respective relevant intermediaries through which they hold such Shares to submit their questions in advance of the EGM.

All substantive and relevant questions related to the resolution to be tabled for approval at the EGM received in advance of the EGM, will be addressed and published by 14 April 2023 via SGXNet and at the Company’s website at <https://www.fuyucorp.com/agmegm-2023>. This is to allow Members sufficient time and opportunity to consider the Company’s responses before the deadline for the submission of proxy form, which is 3.00 p.m. on 17 April 2023. Investors (other than CPF/SRS investors) will not be able to submit questions relating to the business of the EGM via the above means. Instead, they should approach their relevant intermediaries as soon as possible in order for the relevant intermediaries to make the necessary arrangements for them to submit questions in advance of the EGM. The minutes of the EGM will be published on the Company’s website and the SGXNet within one (1) month after the date of the EGM.

Submission of Proxy Forms to Vote:

A shareholder who is not a relevant intermediary is entitled to appoint not more than two (2) proxies. Where such shareholder’s proxy form appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument appointing the proxies.

A shareholder who is a relevant intermediary is entitled to appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such shareholder’s proxy form appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.

Members (whether individual or corporate) appointing proxy(ies) must give specific instructions as to their manner of voting, or abstentions from voting, in the proxy form, failing which the proxy(ies) will vote or abstain from voting at his/her/their discretion, as he/she/they may on any other matter arising at the AGM and at any adjournment thereof.

A proxy need not be a member of the Company.

The proxy form must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the proxy form is executed by a corporation, it must be executed either under its seal, executed as a deed in accordance with the Companies Act 1967 or under the hand of an attorney or an officer duly authorised, or in some other manner approved by the Directors. Where the proxy form is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the proxy form, failing which the proxy form may be treated as invalid.

The Proxy Form must be submitted to the Company in the following manner:

- (a) by post to the registered office of the Company at 8 Tuas Drive 1, Singapore 638675; or
- (b) by email to AGM_EGM2023@fuyucorp.com,

in each case, not less than 72 hours before the time appointed for holding the EGM, i.e. by 3.00 p.m. on 17 April 2023. A member who wishes to submit the Proxy Form 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. **Members are strongly encouraged to submit completed Proxy Forms electronically via email.**

Investors holding shares through relevant intermediaries (as defined in Section 181 of the Companies Act), (other than CPF/SRS investors), who wish to exercise their votes by appointing a proxy(ies) should approach their respective relevant intermediaries through which they hold such shares as soon as possible to submit their voting instructions in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint proxy(ies) to vote on their behalf by 3.00 p.m. on 17 April 2023.

CPF and SRS investors who wish to appoint proxy(ies) to vote on their behalf at the EGM should approach their respective CPF Agent Banks or SRS Operators to submit their voting instructions by 5.00 p.m. on 10 April 2023.

In the case of members whose shares are entered against their names in the Depository Register, the Company may reject the Proxy Form appointing proxy(ies) lodged if such members are not shown to have Shares entered against their names 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.

IMPORTANT NOTICE: Due to the evolving COVID-19 situation in Singapore, the Company may change the EGM arrangements at short notice. The Company will announce any changes to the holding or conduct of the EGM via the SGXNet. Members are advised to check the SGXNet regularly for updates on the EGM.

Personal Data Privacy:

By (a) submitting a proxy form appointing proxy(ies) to vote at the EGM and/or any adjournment thereof, or (b) submitting details for the registration to observe the proceedings of the EGM via the Live EGM Webcast or the Live EGM Audio Feed, or (c) submitting any question prior to the EGM in accordance with this 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 following purposes:

- (i) processing and administration by the Company (or its agents or service providers) of the appointment of proxy(ies) for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof);
- (ii) processing of the registration for purpose of granting access to members (or their corporate representatives in the case of members which are legal entities) to observe the proceedings of the EGM and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from members received before the EGM and if necessary, following up with the relevant members in relation to such questions; and
- (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines by the relevant authorities.

The member's personal data and its proxy's and/or representative's personal data may be disclosed or transferred by the Company to its Subsidiaries, its share registrar and/or other agents or bodies for any of the abovementioned purposes, and retained for such period as may be necessary for the Company's verification and record purposes.