CIRCULAR DATED 30 DECEMBER 2022

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

This Circular is issued by Federal International (2000) Ltd (the "**Company**", together with its subsidiaries, the "**Group**").

If you are in doubt in relation to this Circular to Shareholders of the Company or as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisors immediately.

If you have sold or transferred all your shares in the capital of the Company, you should at once hand this Circular, the Notice of Extraordinary General Meeting and the attached Proxy Form to the purchaser or transferee or to the bank, stockbroker or agent through whom you effected the sale or transfer, for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made, reports contained, or opinions expressed in this Circular.

This Circular together with the Notice of Extraordinary General Meeting and the Proxy Form can be accessed on the Company's corporate website at https://federal-int.com.sg and is also made available on SGXNet at https://www.sgx.com/securities/company-announcements.

A printed copy of this Circular will NOT be despatched to Shareholders.

Your attention is drawn to paragraph 11 (Actions to be taken by Shareholders) of this Circular in respect of actions to be taken if you wish to attend and vote at the Extraordinary General Meeting.

FEDERAL INTERNATIONAL (2000) LTD

Incorporated in the Republic of Singapore
(Company Registration No. 199907113K)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

THE PROPOSED DISPOSAL OF PROPERTIES LOCATED AT 47 GENTING ROAD, SINGAPORE 349489 AND 49 GENTING ROAD, SINGAPORE 349490

IMPORTANT DATES AND TIMES:

Last date and time for lodgement of Proxy Form	:	14 January 2023, Saturday at 10.00 a.m.
Date and time of Extraordinary General Meeting	:	16 January 2023, Monday at 10.00 a.m.
Place of Extraordinary General Meeting	:	12 Chin Bee Drive, Singapore 619868

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PROXY FORM

In this Circular, the following definitions apply throughout unless the context requires otherwise or unless otherwise stated:

"Amended Options"	:	As defined in paragraph 2.1.3 of this Circular
"Associate"	:	(a) In relation to any director, chief executive officer, substantial shareholder or controlling shareholder (being an individual) means: (i) his immediate family; (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more; and (b) In relation to a substantial shareholder or a controlling shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more
"Board"	:	The board of directors of the Company as at the date of this Circular or from time to time, as the case may be
"CDP"	:	The Central Depository (Pte) Limited
"Circular"	:	This Circular to Shareholders dated 30 December 2022 in relation to the Proposed Disposal of the Properties
"Companies Act"	:	The Companies Act 1967, as may be amended, supplemented or modified from time to time
"Company"	:	Federal International (2000) Ltd
"Consideration"	:	S$16,800,000 (exclusive of prevailing goods and services tax ("**GST**")). Further details on the Consideration for the Proposed Disposal of the Properties are set out in paragraph 3.2 of this Circular

"Controlling Shareholder"	:	a person who:- (a) holds directly or indirectly 15% or more of the total voting rights in the company. The SGX-ST may determine that a person who satisfies this paragraph is not a controlling shareholder; or (b) in fact exercises control over a company
"Director"	:	A director of the Company as at the date of this Circular or from time to time, as the case may be
"EGM"	:	The extraordinary general meeting of the Company to be convened and held, notice of which is set out on page N-1 of this Circular
"EPS"	:	Earnings per Share
"FY"	:	The financial year ended or ending 31 December, as the case may be
"Group"	:	The Company and its subsidiaries collectively
"Independent Valuer for the Properties" or "Valuer"	:	TEHO Property Consultants Pte. Ltd.
"Latest Practicable Date"	:	19 December 2022, being the latest practicable date prior to the printing of this Circular
"Listing Manual"	:	The listing manual of the SGX-ST, as may be amended, supplemented or modified from time to time
"Notice of EGM"	:	The notice of EGM which is set out on page N-1 of this Circular
"NTA"	:	Net tangible assets
"Original Options"	:	As defined in paragraph 2.1.3 of this Circular
"Ordinary Resolution"	:	The ordinary resolutions as set out in the Notice of EGM
"Properties"	:	The properties located at 47 Genting Road, Singapore 349489 and 49 Genting Road, Singapore 349490
"Proposed Disposal"	:	The proposed disposal of the Properties held by the Vendor to the Purchaser of the Properties
"Proxy Form"	:	The proxy form in respect of the EGM which is attached to this Circular

"Purchaser"	:	Markpoint Engineering Pte. Ltd.
"S$" and "Singapore cents"	:	Singapore dollars and cents respectively, the lawful currency of Singapore
"Securities Accounts"	:	The securities accounts maintained by Depositors with CDP, but not including the securities accounts maintained with a Depository Agent
"SFA"	:	The Securities and Futures Act 2001, as may be amended, supplemented or modified from time to time
"SGX-ST"	:	Singapore Exchange Securities Trading Limited
"Shareholders"	:	The registered holders of Shares, except that where the registered holder is CDP, the term "Shareholders" in relation to Shares held by CDP shall mean the persons named as Depositors in the Depository Register maintained by CDP and to whose Securities Accounts such Shares are credited
"Shares"	:	Ordinary shares in the capital of the Company
"Substantial Shareholder"	:	A person who has an interest or interests in one or more voting Shares in the Company and the total votes attached to that Share, or those Shares, is not less than 5% of the total votes attached to all the voting Shares in the Company
"Valuation Report"	:	The valuation report dated 19 October 2022 issued by the Independent Valuer for the Properties in relation to the Properties and is set out in **Appendix A** of this Circular
"Vendor"	:	Federal Hardware Engineering Co. Pte. Ltd.
"%"	:	Per centum or percentage

The terms "Depositor", "Depository Agent" and "Depository Register" shall have the same meanings ascribed to them respectively in Section 81SF of the SFA.

The terms "associated company" and "subsidiary" shall have the same meanings ascribed to them in the Listing Manual and the Companies Act, as the case may be.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word or term defined under the Companies Act, the SFA, the Listing Manual or any statutory modification thereof and used in this Circular shall, where applicable, have the same meaning ascribed to it under the Companies Act, the SFA, the Listing Manual or any statutory modification thereof, as the case may be, unless the context requires otherwise.

DEFINITIONS

Words importing the singular shall, where applicable, include the plural and vice versa, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to “persons” shall, where applicable, include corporations.

Any reference to a time of day or date in this Circular shall be a reference to Singapore time and dates, unless otherwise stated.

Any discrepancies in the figures in this Circular between the listed amounts and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures that precede them.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

LETTER TO SHAREHOLDERS

FEDERAL INTERNATIONAL (2000) LTD

(Incorporated in the Republic of Singapore)
(Company No. 199907113K)

Board of Directors

Koh Kian Kiong (Executive Chairman and Chief Executive Officer)
Maggie Koh (Executive Director)
Hoon Tai Meng (Lead Independent Director)
Heng Yeow Teck (Independent Director)
Murali Krishna Ramachandra (Independent Director)

Registered Office

12 Chin Bee Drive
Singapore 619868

30 December 2022

To: The Shareholders of the Company

Dear Sir/Madam,

THE PROPOSED DISPOSAL OF PROPERTIES LOCATED AT 47 GENTING ROAD, SINGAPORE 349489 AND 49 GENTING ROAD, SINGAPORE 349490

1. INTRODUCTION

1.1 Extraordinary General Meeting ("EGM")

1.1.1 The Board of Directors (the "**Board**") of the Company is convening an EGM to seek the Shareholders' approval for the Proposed Disposal of the Properties ("**Proposed Disposal**") located at 47 Genting Road, Singapore 349489 and 49 Genting Road, Singapore 349490 ("**Properties**").

1.1.2 Based on the relative figures computed on the bases set out in Rule 1006 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") ("**Listing Manual**"), the Proposed Disposal is classified as a "**Major Transaction**" under Chapter 10 of the Listing Manual. Accordingly, the Proposed Disposal is conditional upon approval by Shareholders in general meeting. Further details on the relative figures computed on the bases set out in Rule 1006 of the Listing Manual relating to the Proposed Disposal are set out in paragraph 5 of this Circular.

1.2 Circular

1.2.1 The purpose of this Circular is to provide Shareholders with relevant information relating to, and to seek Shareholders' approval for, the Proposed Disposal. Shareholders' approval will be sought at the EGM to be convened and held, notice of which is set out on page N-1 of this Circular.

1.2.2 The SGX-ST assumes no responsibility for the correctness or accuracy of any of the statements or opinions made, reports contained, and opinions expressed in this Circular.

2. THE PROPOSED DISPOSAL OF THE PROPERTIES

2.1 Introduction

2.1.1 On 24 August 2022, the Company announced that its wholly-owned subsidiary Federal Hardware Engineering Co. Pte. Ltd. (the "**Vendor**") had, in consideration of total option fees of S$168,000 (the "**Total Option Fees**") paid by Markpoint Engineering Pte. Ltd. (the "**Purchaser"**), granted an option to purchase whereby the Vendor will sell the Properties for an aggregate consideration of S$16,800,000 (exclusive of prevailing goods and service tax ("**GST**")) ("**Consideration**").

2.1.2 On 19 October 2022, the Company announced that the option expiry date for the sale and purchase of the Properties had been extended, and which would be at or before 4pm on or before 28 October 2022, as agreed between the Vendor and the Purchaser.

2.1.3 On 28 October 2022, the Company announced, *inter alia*, that:

(1) on 27 October 2022 ("**Effective Date**"), the original option to purchase ("**No. 47 Genting Road Original Option**") in relation to the Property at No. 47 Genting Road, Singapore 349489 at a consideration of S$8,400,000 (exclusive of GST) was duly exercised by the Purchaser;

(2) on the Effective Date, the original option to purchase ("**No. 49 Genting Road Original Option**" which together with the No. 47 Genting Road Original Option shall hereinafter be referred to as the "**Original Options**") in relation to the Property at No. 49 Genting Road, Singapore 349490 at a consideration of S$8,400,000 (exclusive of GST) was duly exercised by the Purchaser; and

(3) on or before the Effective Date, the Vendor's solicitors and the Purchaser's solicitors had exchanged letters to confirm that the acceptance page of each of the Original Options was to be duly signed by the Purchaser with the amended marked up option (each an "**Amended Option**" and together, the "**Amended Options**") attached to the respective Original Option. Each Original Option will be deemed to be duly amended by the attached Amended Option for the respective property, and such amendments shall include without limitation the date of completion of the sale and purchase to 17 February 2023.

The exercise of the Original Options (as varied by their respective Amended Options) constitutes binding contracts for the sale and purchase of the Properties between the Vendor and the Purchaser respectively (collectively, the "**Binding Agreements**" and each a "**Binding Agreement**") at the Consideration and on the terms and conditions stated in the Original Options (as varied by their respective Amended Options). The Binding Agreements shall ipso facto come into force with effect from the Effective Date.

2.2 Information on the Purchaser

The information on the Purchaser stated below was provided to the Company by the Purchaser. In respect of such information, the Board has not conducted an independent review or verification of the accuracy and correctness of the statements and information below. The Board's responsibility is limited to the proper extraction and reproduction herein in the context that is being disclosed in this Circular.

The Purchaser is an independent third party incorporated in Singapore that was introduced by the marketing agent of the Vendor, PropNex Realty Pte Ltd. The Purchaser is principally engaged in the business of building construction and electrical, plumbing and sanitary, and gas works.

The Directors, Controlling Shareholders and their respective Associates do not have any connection (including business dealings) with the Purchaser.

2.3 Information on the Properties

2.3.1 Information on the Properties

Location	47 Genting Road, Singapore 349489 and 49 Genting Road, Singapore 349490
Registered Proprietor	Federal Hardware Engineering Co. Pte. Ltd.
Tenure	Estate in Fee Simple
Type of Property	A pair of 3-Storey Intermediate Terrace Factories
Land Area	810.9 sq. m (approximately 8,728 sq. ft) (based on Title)
Floor Area	Approximately 1,508.8 sq. m (16,241 sq. ft), subject to survey (according to site measurement)
Use of Property	The Vendor acquired the Properties in year 1984. The Properties were used for trading operations till May 2019 and fully rented out to a third party after the Group consolidated its operations to its current premises at 12 Chin Bee Drive, Singapore 619868.
Age	Circa 1980's. However, the property at 49 Genting Road, Singapore 349490 has since undergone additions and alteration works (A&A).

2.3.2 Valuation of the Properties

Pursuant to Rule 1014(5) of the Listing Manual, the Company must appoint a competent and independent valuer to value the Properties as certain relative figures computed on the bases set out in Rule 1006 of the Listing Manual for the Proposed Disposal exceeds 75%.

The Vendor commissioned TEHO Property Consultants Pte. Ltd. (the "**Valuer**") to conduct a valuation of the Properties. The Valuer is a valuation service company which offers valuation and consultancy services across the residential, commercial and industrial property sectors, including amongst others: vacant land, landed houses, condominiums, apartments, offices, warehouses, factories, and specialised properties comprising hotels & resorts, golf courses, hospitals, service apartments, shipyards, etc. The Valuer provides valuation, research and advisory services for a variety of statutory boards, MNCs, financial institutions, legal firms, real estate developers and real estate agencies, among others. The Group has engaged the services of the Valuer to conduct valuation of these properties for accounting purposes since financial year 2013. The Valuer is an independent third party.

The Valuation Report has been prepared by Richard Tay and Tran Le Van. Both are Licensed Appraisers under the Inland Revenue Authority of Singapore and are Fellow Member and Member of Singapore Institute of Surveyors and Valuers ("**SISV**") respectively.

According to the valuation report for the Properties issued by the Valuer on 19 October 2022 (the "**Valuation Report**"), the total value of both Properties is S$16,000,000. The "Market Comparison Approach" had been adopted by the Valuer as the basis of valuation, whereby transactions of comparable properties, the prevailing market condition and underlying economic factors which may influence the trend of the market value were taken into cognizance.

The Board is satisfied that the Valuation Report has been prepared in accordance with the International Valuation Standards Council (IVSC) (2022 Edition) definition of market value and adopted by SISV as confirmed by the Valuer in the Valuation Report and the Valuation Report complied with the Practice Note 2: Minimum Disclosure Requirements for Summary Valuation Letter issued by IVAS (see Regulator's Column dated 1 Mar 2022 titled "What SGX RegCo expects of business valuations for significant transactions").

A copy of the Valuation Report for the Properties is set out in Appendix A to this Circular. Shareholders are advised to refer to the full text of the Valuation Report for the Properties for further details.

3. PRINCIPAL TERMS OF THE OPTION

The salient terms and conditions of each of the Binding Agreements are as follows:

3.1 Conditions Precedent

3.1.1 The Proposed Disposal is subject to the following conditions, *inter alia*, being satisfied:

The sale and purchase herein is subject to and conditional upon the approval of the Shareholders of the Company being obtained by way of a resolution validly passed at an EGM to be duly convened for the said purpose, and if required, the sale and purchase herein is also subject to and conditional upon the approval of SGX-ST. If the approval of the Shareholders of the Company and/or the approval of SGX-ST (as the case may be) cannot be obtained by 26 January 2023, then the Vendor shall be at liberty to terminate the sale and purchase herein by written notice in that behalf to the Purchaser's solicitor where upon the sale and purchase herein shall be treated as cancelled and rescinded and deemed abortive. The Purchaser shall at its own cost and expense withdraw all caveats lodged by the Purchaser or its mortgagees against the Properties and return all title deeds or documents relating to the Properties and upon the same being effected, the Vendor shall refund to the Purchaser the Deposit received and GST thereon paid by the Purchaser here under free of interest and neither party shall have any further demand, claim, right or action against the other, whether for costs damages compensation or otherwise.

3.1.2 The Proposed Disposal is subject to "The Singapore Law Society's Conditions of Sale 2020" (the "**General Conditions of Sale**") in so far as the General Conditions of Sale and the terms and conditions of the Agreement are not contrary to or in conflict with the following:

a. Conveyancing & Law of Property (Conveyancing) Rules 2011 as promulgated under the Conveyancing & Law of Property Act (Chapter 61 of Singapore); and/or

b. Singapore Academy of Law (Conveyancing Money) Rules 2011 as promulgated under the Singapore Academy of Law Act (Chapter 294A of Singapore) (if applicable).

Where the special conditions set out herein are in conflict with the General Conditions of Sale, the former shall prevail, and the General Conditions of Sale shall be deemed to be modified so far as is necessary to give full effect to the terms and conditions of this Agreement.

3.1.3 The Proposed Disposal is subject to the Purchaser's solicitor receiving satisfactory replies to all the usual legal requisitions and road and drainage interpretation plans sent by them to the various relevant government departments.

3.2 Consideration

3.2.1 The Consideration was arrived at on a willing-buyer, willing-seller basis, after taking into account, *inter alia*, the valuation and general market conditions.

3.2.2 The Consideration for the Properties shall be paid in cash and shall be satisfied in the following manner (i) S$168,000 being 1% non-refundable Total Option Fees in exchange for the grant of the Original Options (as varied by their respective Amended Options), (ii) S$672,000 being 4% of the Consideration upon exercise of the Original Options (as varied by their respective Amended Options) (which together with the Total Option Fees forms the "**Total Deposit**") and (iii) S$15,960,000 being 95% upon completion of the Proposed Disposal. As at the Latest Practicable Date, the Vendor has received the full payment of the Total Deposit amounting to S$840,000.

3.2.3 The Purchaser shall bear any stamp duty payable on the exercise of their respective Original Options (as varied by their respective Amended Options).

3.3 Completion

The scheduled date of completion for the sale and purchase of the Properties shall be on 17 February 2023.

4. RATIONALE FOR THE PROPOSED DISPOSAL AND USE OF PROCEEDS

The Board is of the view that the Proposed Disposal is in line with the Group's business plan to dispose non-core assets and to strengthen the Group's cash position. The Properties have a total book value of S$13,800,000 as at 30 June 2022. There is a profit on disposal of S$3,000,000 of the Consideration over the said book value.

In May 2019, the Group vacated the Properties and consolidated its business operations into its current premises owned by the Group at 12 Chin Bee Drive, Singapore 619868. Since then, the Properties are fully rented out to a third party. Since the Group is no longer utilizing the Properties, the Proposed Disposal will not affect the Group's existing core and main business.

The annual net cash inflow generated from renting out the Properties are S$227,000, which translate to a net annual yield of the Properties at 1.64% based on the total book value of S$13,800,000. The net annual yield is lower than the current weighted average interest rate for certain facilities granted to the Vendor, which is approximately 4% to 5% per annum.

The breakdown of annual net cash inflow are as follows:

	S$'000
Rental income	246
Less: Property tax	(19)
Annual net cash inflow from renting out the Properties	**227**

The Group estimates that there will be net proceeds of approximately **S$16,600,000** ("**Net Proceeds**"), arising from the Proposed Disposal, being the Consideration less estimated transactional expenses ("**Transactional Expenses**"), of approximately S$200,000. The Properties are part of assets pledged to a bank for bank facilities. To maintain an adequate amount of bank facilities, the Company currently intends to utilize approximately S$6,000,000 from the Net Proceeds to be placed with banks as collateral for bank facilities. Bank facilities include overdraft, term loans and trust receipts. The balance of approximately S$10,600,000 will be used for general working capital and future investments when opportunities arise.

The Company intends to use the Net Proceeds from the Proposed Disposal in the following proportions:

(a) Approximately 36% to be placed with banks as collateral for bank facilities; and

(b) Balance, approximately 64% to be used for general working capital and future investments when opportunities arise.

Transactional Expenses include commission payable of S$168,000, representing 1% of the Consideration, to the broker, PropNex Realty Pte Ltd, and estimated legal and professional fees of S$32,000.

The breakdown of Group's bank borrowings as at 30 June 2022 are as follows:

	Group Bank Borrowings S$'000	Remarks
Term Loans and Bank Overdraft	9,843	As the Properties form part of the assets pledged for the facilities (term loans and bank overdraft), the Company is in discussion and negotiation with the relevant bank on alternative collaterals to be placed with the bank.
Money Market Loan	3,000	Proceeds from the disposal of Tuas Property[(1)] will likely be applied to pay down this loan

	Group Bank Borrowings S$'000	Remarks
Trust Receipts	30,802	These are trade facilities granted for projects to be drawn on when required for trade purposes. Upon completion of the projects, the relevant facilities will be closed or cancelled. The Company is in discussion and negotiation with the relevant bank on cash collaterals to be placed with the bank for additional general trust receipts facilities (non-project) to facilitate its trading business.
Total	**43,645**	

Note:

(1) Refer to the Company's announcement dated 3 January 2022 in relation to the proposed disposal of property at 11 Tuas Avenue 1 Singapore 639496 ("**Tuas Property**")

5. RELATIVE FIGURES COMPUTED PURSUANT TO RULE 1006 OF THE LISTING MANUAL

The relative figures for the Proposed Disposal computed on the bases set out in Rule 1006 (a) to (e) of the Listing Manual based on the latest unaudited consolidated financial statements of the Group for the financial period ended 30 June 2022 ("**HY2022**") are as follows:

Listing Rule	Content	Relative Figure
1006 (a)	The net asset value of the assets to be disposed of compared with the group's net asset value.	21.38%(1)
1006 (b)	The net profits attributable to the assets acquired or disposed of, compared with the group's net profits.	4.21%(2)
1006 (c)	The aggregate value of the consideration given or received, compared with the issuer's market capitalisation based on the total number of issued shares excluding treasury shares.	91.87%(3)
1006 (d)	The number of equity securities issued by the issuer as consideration for an acquisition, compared with the number of equity securities previously in issue.	Not applicable
1006 (e)	The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the group's proved and probable reserves. This basis is applicable to a disposal of mineral, oil or gas assets by a mineral, oil and gas company, but not to an acquisition of such assets. If the reserves are not directly comparable, the Exchange may permit valuations to be used instead of volume or amount.	Not applicable

Notes:

(1) Computed based on the total net asset value of the Properties of S$13,800,000 and net asset value of the Group of S$64,536,000 as of 30 June 2022.

(2) Computed based on the total net profits attributable to the Properties of S$113,000 for HY2022 pertaining to rental income net of related cost and net profits of the Group of S$2,687,000 for HY2022.

(3) Computed based on Consideration of S$16,800,000, and the Company's market capitalisation of S$18,287,000. The Company's market capitalisation is determined by multiplying the 140,667,484 shares by the weighted average price of S$0.13 on 26 October 2022, being the last traded market day immediately preceding the date of the exercise of option.

Having regard to the above, as the relative figures computed on the base set out in Rule 1006 (a) and (c) of the Listing Manual exceeds 20%, the Proposed Disposal constitutes a "**Major Transaction**" under the Listing Manual. Accordingly, the Proposed Disposal is subject to the approval of Shareholders of the Company being obtained.

6. FINANCIAL EFFECTS OF THE PROPOSED DISPOSAL

The financial effects set out below are for illustrative purposes only and should not be taken as an indication of the actual financial performance or position of the Group following the Proposed Disposal. No representation is made as to the actual financial position and/or results of the Group after the completion of the Proposed Disposal. The financial effects set out below are based on the Group's audited financial statements for the most recently completed financial year ended 31 December 2021 ("**FY2021**").

6.1 Financial effect on net tangible assets ("NTA") per share

Assuming the Proposed Disposal had been completed on 31 December 2021, the financial effect of the Proposed Disposal on the NTA per share of the Group would be as follows:

	Before Proposed Disposal	After Proposed Disposal
NTA (S$'000)	60,248	63,048
Number of issued shares excluding treasury shares ('000)	140,667	140,667
NTA per share (Singapore cents)	42.83	44.82

6.2 Financial effect on earnings per share ("EPS")

Assuming the Proposed Disposal had been completed on 1 January 2021, the financial effect of the Proposed Disposal on the EPS of the Group would be as follows:

	Before Proposed Disposal	After Proposed Disposal
Net profit after tax attributable to owners of the Company (S$'000)	334	2,907
Weighted average number of issued shares excluding treasury shares ('000)	140,667	140,667
EPS (Singapore cents)	0.24	2.07

7. INTEREST OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

7.1 The interests of the Directors and Substantial Shareholders in the share capital of the Company as at the Latest Practicable Date are as follows:

	Direct Interests		Deemed Interests		Total Interests	
Directors	**No. of Shares**	**%**	**No. of Shares**	**%**	**No. of Shares**	**%**
Koh Kian Kiong[(iv)]	17,454,400	12.41	11,400,000	8.10	28,854,400	20.51
Maggie Koh	695,300	0.49	–	–	695,300	0.49
	Direct Interests		**Deemed Interests**		**Total Interests**	
Substantial Shareholders	**No. of Shares**	**%**	**No. of Shares**	**%**	**No. of Shares**	**%**
Fame Asia Limited[(i)]	16,055,989	11.41	–	–	16,055,989	11.41
Leung Kwok Hung, Jonathan[(ii)]	–	–	16,055,989	11.41	16,055,989	11.41
Yang Yi-Chung[(iii)]	9,736,174	6.92	–	–	9,736,174	6.92
Koh Kian Kiong[(iv)]	17,454,400	12.41	11,400,000	8.10	28,854,400	20.51

Notes:

(i) Fame Asia Limited has 16,055,989 ordinary shares held under the name of Citibank Nominees Singapore Pte Ltd.

(ii) Mr Leung Kwok Hung, Jonathan has a deemed interest in 16,055,989 ordinary shares held by Fame Asia Limited.

(iii) Mr Yang Yi-Chung has 9,736,174 ordinary shares held under the name of DBS Nominees Pte Ltd.

(iv) Mr Koh Kian Kiong has 11,400,000 ordinary shares held under the name of Philip Securities Pte Ltd.

7.2 Saved as disclosed, none of the Directors or the Controlling Shareholders of the Company or their respective Associates have any interests, direct or indirect, in the Proposed Disposal, other than through their respective shareholdings in the Company, if any.

8. DIRECTORS' RECOMMENDATION

The Board, having considered, *inter alia*, the rationale and information relating to the Proposed Disposal as set out in paragraphs 2 to 4 of this Circular, is of the opinion that the Proposed Disposal is in the best interests of the Company. Accordingly, the Board recommends that Shareholders vote in favour of the Ordinary Resolution relating to the Proposed Disposal at the EGM.

9. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Disposal, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

10. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on page N-1 of this Circular, will be held at the place and time as set out in the Notice of EGM for the purpose of considering and if thought fit, passing, with or without any modification, the Ordinary Resolution relating to the Proposed Disposal as set out in the Notice of EGM.

11. ACTIONS TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the EGM and who wish to appoint a proxy to attend and vote at the EGM on their behalf should complete, sign and return the proxy form attached to the Notice of EGM in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive (a) if in hard copy at the registered office of the Company at 12 Chin Bee Drive, Singapore 619868 or (b) if by email, to be received by FIshareholders_queries@federal-int.com.sg, not less than 48 hours before the time fixed for the EGM. The completion and return of the proxy form by such Shareholder will not prevent him from attending and voting in person at the EGM in place of his proxy should he subsequently wish to do so.

A Depositor will not be regarded as a member of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register as at 72 hours before the EGM.

12. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected at the registered office of the Company located at 12 Chin Bee Drive, Singapore 619868 during normal business hours for 3 months from the date of this Circular:

(a) the Original Options and the Amended Options; and

(b) the Valuation Report for the Properties.

Please contact the management office via email at FIshareholders_queries@federal-int.com.sg or by phone at +65 6747 8118 prior to making any visits to arrange for a suitable time slot for the inspection.

Yours faithfully,
For and on behalf of the Board of Directors of
Federal International (2000) Ltd

Mr Koh Kian Kiong
Executive Chairman and Chief Executive Office

VALUATION REPORT

47 / 49 GENTING ROAD
SINGAPORE 349489/90

www.tehoproperty.com.sg

TEHO PROPERTY CONSULTANTS PTE LTD
1 COMMONWEALTH LANE #09-23 ONE COMMONWEALTH SINGAPORE 149544
T 65 6744 8777 F 65 6472 5874
W WWW.TEHOPROPERTY.COM.SG E VALUATION@TEHOPROPERTY.COM.SG
BUSINESS REG. NO. 201019970H

Our Ref: 22/CORP/FR2876/LV/LV

19 October 2022

Federal Hardware Engineering Co Pte Ltd
12 Chin Bee Drive
Singapore 619868

Attention: **Mr Goh Chee Kong**

Dear Sir,

VALUATION OF 47 / 49 GENTING ROAD SINGAPORE 349489/90

1. INSTRUCTION

We refer to your instruction to value the above-mentioned properties to determine their market value for the purpose of intended sale.

2. BASES OF VALUATION

This valuation report has been prepared in accordance with the International Valuation Standards Council (IVSC) (2022 Edition) definition of market value and adopted by the Singapore Institute of Surveyors and Valuers (SISV), which is:

> *"Market Value is the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion".*

The term 'Market Value' is intended to mean the best price at which an interest in a property might reasonably be expected to be sold at the date of valuation assuming:-

a) a willing seller and a willing buyer;

b) a reasonable period within which to negotiate the sale, taking into consideration the nature of the property and the state of the market;

c) values will remain static throughout the period;

d) the property will be freely exposed to the market; and

e) no account is to be taken of an additional bid by a special purchaser.

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3. SOURCES OF INFORMATION

We have relied on information from government departments, in the public domain, and our own internal database. In the absence of readily available and reliable information from other sources for valuation purpose, and as agreed, we have relied considerably on information provided by you. We have assumed all such information provided by you to be true and accurate.

4. CAVEATS AND ASSUMPTIONS

This valuation report is confidential to and for use only by Federal Hardware Engineering Co Pte Ltd for the specific purpose to which it refers. No liability to any third party can be accepted for the whole or any part of the contents of this report. The whole nor any part of the valuation report nor any reference thereto may not be disclosed without prior written approval of TEHO Property Consultants Pte Ltd (TEHO).

TEHO will at all times keep all information relating to this valuation report confidential, and it will not be released to third parties without your written consent.

We have assumed all lease agreements are legally valid and enforceable, and the subject property has a proper legal title that can be freely transferred, leased or sub-leased in the property market. This valuation report is prepared on the basis that the premises and any works thereto comply with all relevant statutory regulations.

No site measurements, structural survey or environmental survey of the subject property has been carried out.

5. LOCATION

The subject properties are located along Genting Road, off MacPherson Road and Aljunied Road. The immediate vicinity comprises industrial developments which include Everich Industrial Building, Genting Building, Guan Hua Warehouse, Sindo Industrial Building, Tannery House, Elite Industrial Building I & II, Noble Logistics, Hoesteel Industrial Building, etc.

Public transportation is easily available along Tannery Road, MacPherson Road and Aljunied Road. In addition, the Mattar MRT Station and Potong Pasir MRT Station are located a few bus stops away. Vehicular access to the city and other parts of Singapore is facilitated by its close proximity to Pan Island Expressway (PIE) and Kallang Paya Lebar Expressway (KPE).

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6. DETAILS OF SUBJECT PROPERTIES

i) Type : A Pair of 3-Storey Intermediate Terrace Factories

ii) Date of Inspection : 17 October 2022

iii) Legal Description / Land Area / Property Tax :

No	Address	Legal Description	Land Area *(Based on Titles)*	Property Tax from 01/01/2022 to 31/12/2022 *(Based on tax rate of 10%)*
1	47 Genting Road	MK24 – 5613V	405.6 sq m	$9,610/-
2	49 Genting Road	MK24 – 5614P	405.3 sq m	$9,610/-
		Total Area	810.9 sq m (Approx. 8,728 sq ft)	

iv) Floor Area : Approximately 1,508.8 sq m (16,241 sq ft), *subject to survey (according to site measurement)*

v) Tenure : Estate In Fee Simple

vi) Registered Proprietor : Federal Hardware Engineering Co Pte Ltd

vii) Master Plan 2019 : Business 1 with plot ratio of 2.5

viii) Age : Circa 1980's. However, the factory at 49 Genting Road has since undergone addition & alteration works (A&A).

ix) Condition : Above average

7. THE SUBJECT PROPERTIES

The buildings are constructed of reinforced concrete frame with brick in-fill walls, reinforced concrete floors and flat roof, with appropriate water proofing and insulation.

Facilities provided in the properties include car / lorry parking lots, fire-fighting facilities, goods lift (at 49 Genting Road), bin centres, etc.

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8. ACCOMMODATION / FINISHES / FIXTURES / FITTINGS

i) Accommodation :

1st Storey

Production areas, office room and toilets.

2nd Storey (47 Genting Road)

Office rooms.

2nd Storey (49 Genting Road)

Storage area, office / conference rooms, pantry and toilets.

3rd Storey

Storage area, office rooms, pantry and toilets.

ii) Finishes :

Floors

Carpet / Vinyl flooring / Ceramic tiles / Mosaic / Epoxy / Cement screed generally.

Walls

Ceramic tiles / Partition boards / Wallpapers / Emulsion paint generally.

Ceilings

False ceiling with downlights / Ceiling boards / Emulsion paint generally.

iii) Fixtures / Fittings : Centralized / cassette / window / split unit air-conditioners, ceiling / wall / ventilation fans, shelves, cabinets, solid vanity tops with low cabinets, aluminium framed glass windows, louvered windows, metal grilles, timber / glass / PVC doors, timber framed glass doors, roller shutters, metal collapsible gates, etc.

iv) Other Improvements : Nil.

9. TENANCY

The subject properties were tenanted as at the date of inspection.

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10. REMARKS

Nil.

11. METHOD OF VALUATION

The Market Comparison Approach has been adopted in formulating our opinion on the market value of the subject properties.

Market Comparison Approach

For the Market Comparison Approach, we have taken into cognizance transactions of comparable properties, the prevailing market condition and underlying economic factors which may influence the trend of the market values. (Please see the list of sale evidences in our enclosures)

12. VALUERS

This valuation report has been prepared by Richard Tay and Tran Le Van. Both are Licensed Appraisers under the Inland Revenue Authority of Singapore (IRAS) and are Fellow Member and Member of SISV respectively.

Neither the valuers nor TEHO Property Consultants Pte Ltd are aware of any pecuniary interest or conflict of interest that could reasonably be regarded as being capable of affecting the ability to give an unbiased and objective opinion of the market value of the subject properties.

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13. VALUATION

In view of the aforementioned and having taken into consideration the prevailing market conditions and relevant factors, we are of the opinion that the value of the subject properties free from all encumbrances is as follows:-

Market Value : S$16,000,000/-

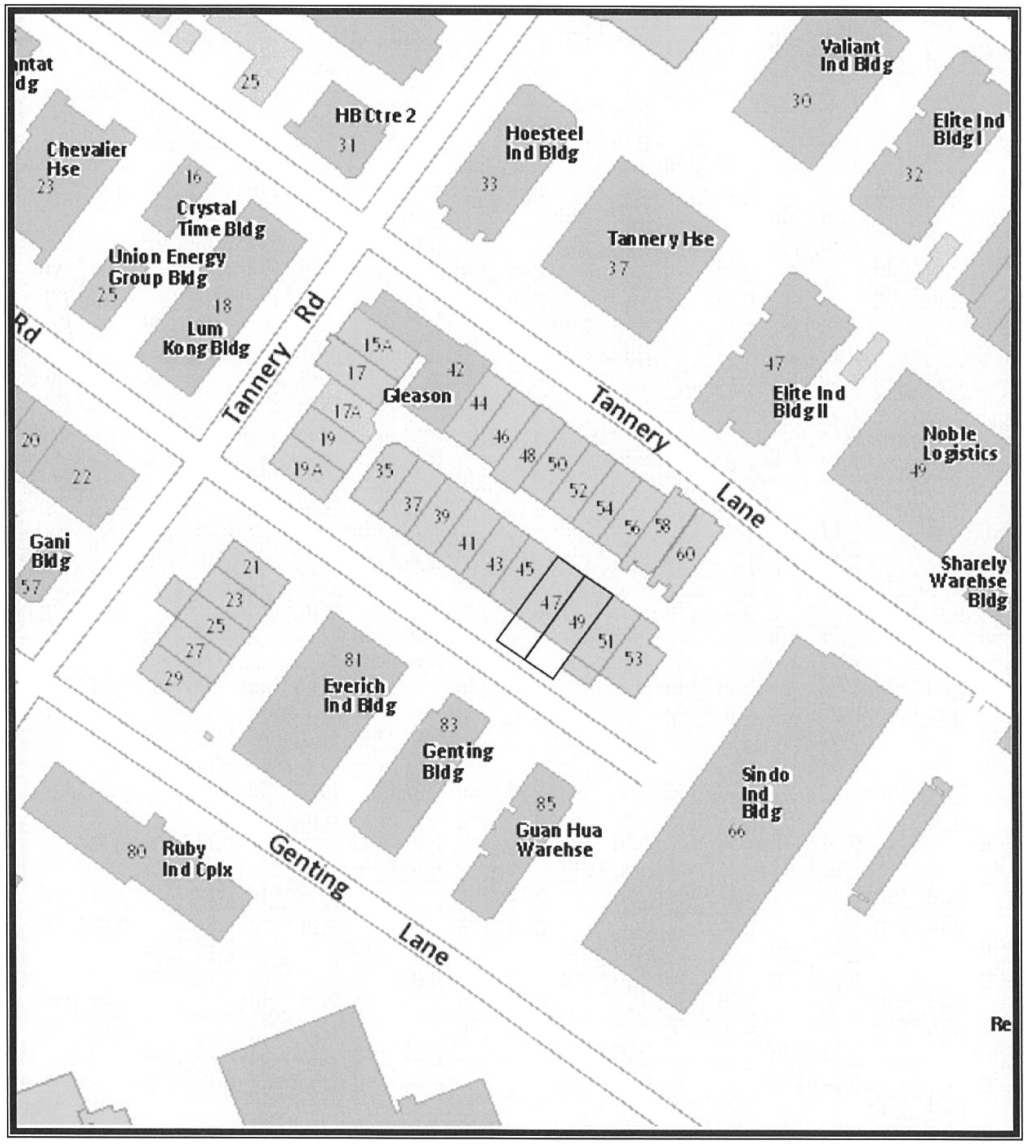
Yours faithfully,
For and On Behalf of
TEHO PROPERTY CONSULTANTS PTE LTD

Richard Tay
Senior Director, Valuation & Consultancy
BRE (Valuation), FSISV
(Licence No. AD041-2009476K)

Enclosures: Location Map, Site Plan, Photographs, Comparable Sales and Limiting Conditions.

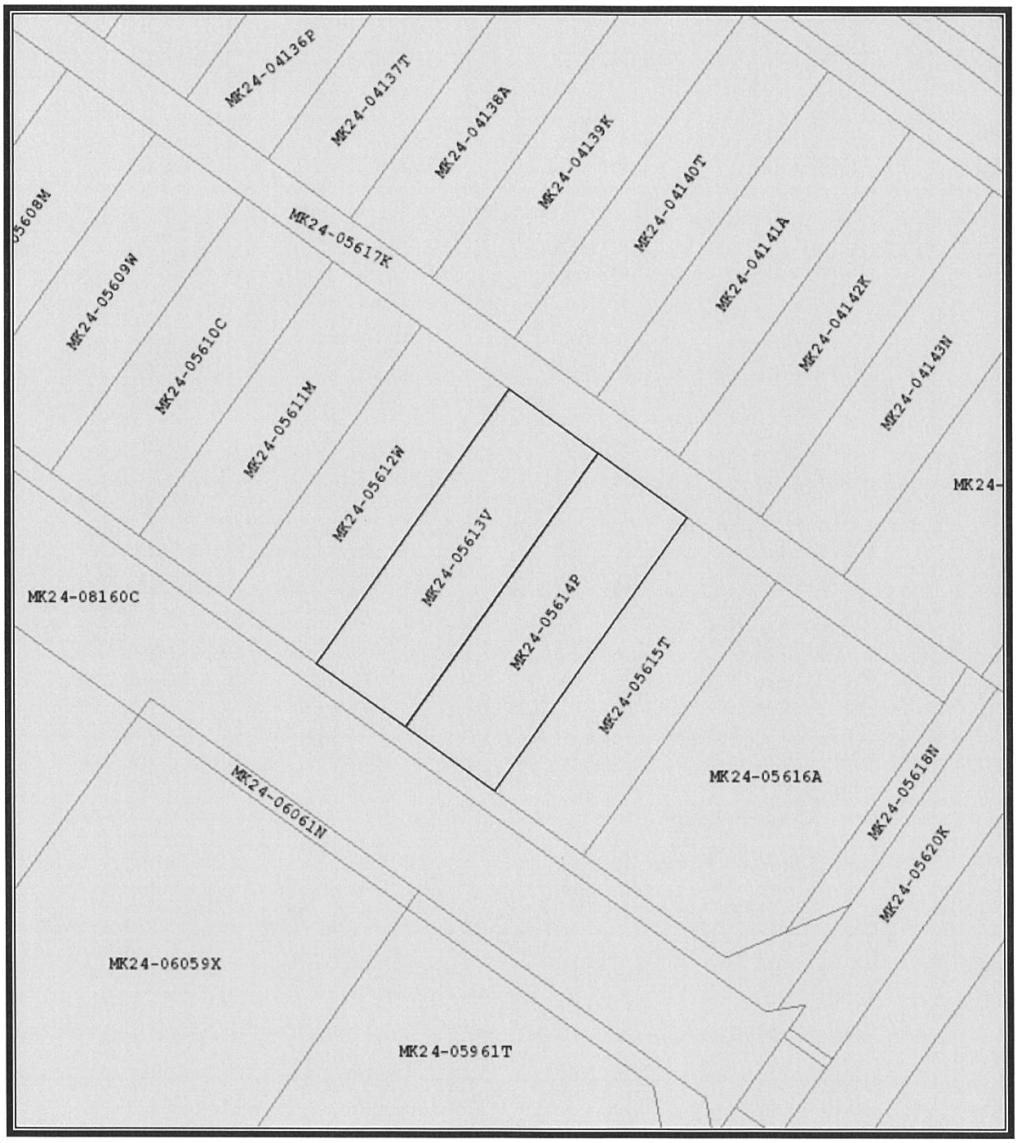
47 / 49 GENTING ROAD
SINGAPORE 349489/90

LOCATION MAP



47 / 49 GENTING ROAD
SINGAPORE 349489/90

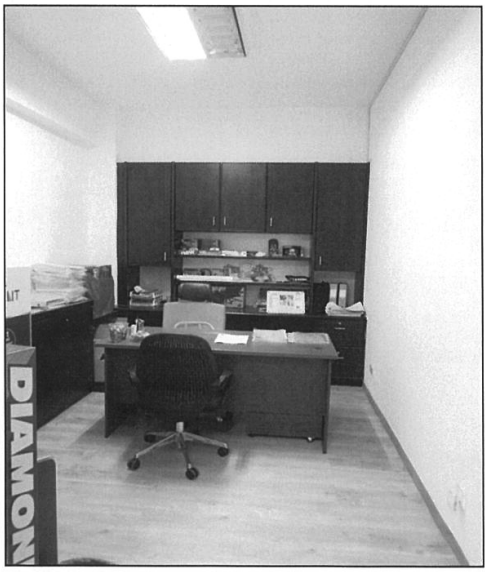
SITE PLAN



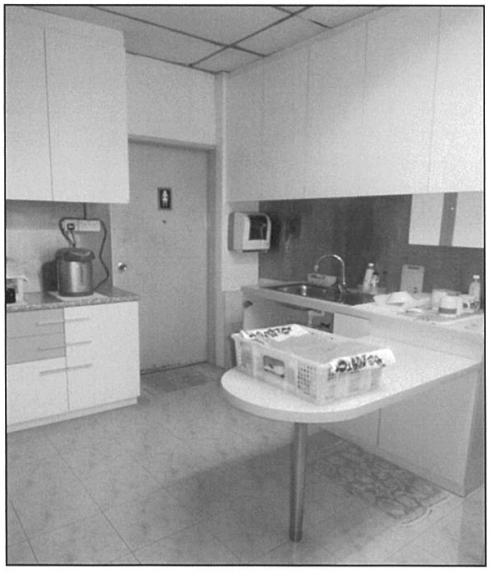
47 GENTING ROAD
SINGAPORE 349489

47 GENTING ROAD

PRODUCTION AREA

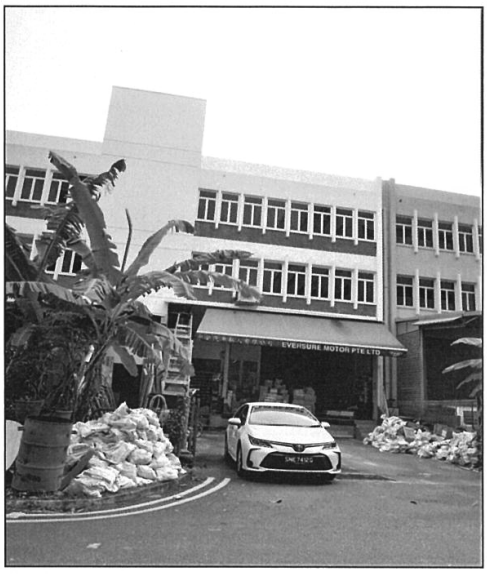


OFFICE ROOM

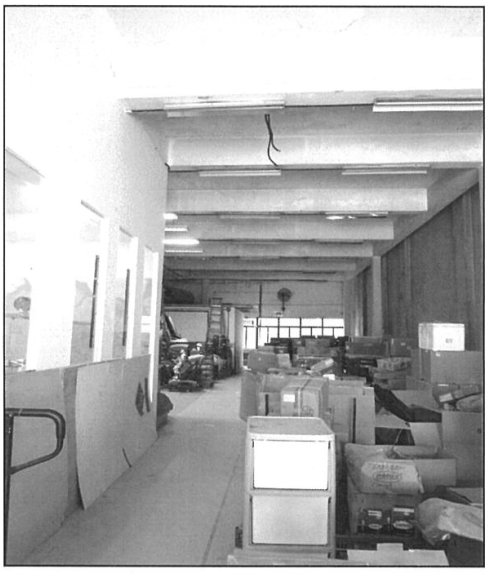


PANTRY

49 GENTING ROAD
SINGAPORE 349490

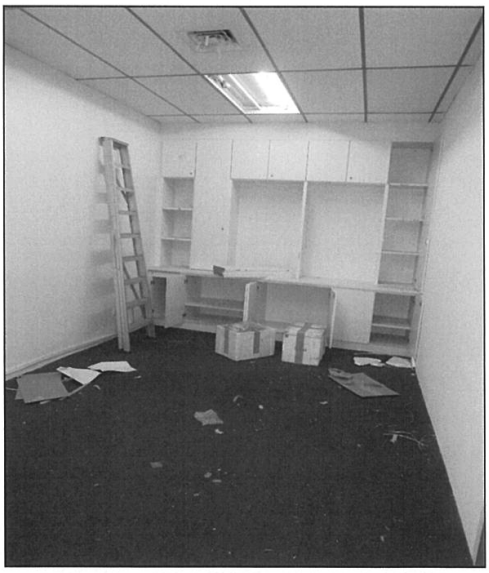


49 GENTING ROAD



PRODUCTION AREA

STORAGE AREA



OFFICE ROOM

COMPARABLE SALES

PROPERTY INFORMATION	COMPARABLE 1	COMPARABLE 2	COMPARABLE 3
Address	17 Tannery Road	45 Genting Road	46 Tannery Lane
Property Type	A 4-Storey Factory	A 3-Storey Factory with Mezzanine	A 2-Storey Factory
Tenure	Freehold	Freehold	Freehold
Age (approximately)	Circa late 2000's	Circa 1980's. The subject property underwent addition & alteration (A&A) works in late 2010's	Circa 1980's
Land area (sq m)	383 sq m	406 sq m	448 sq m
Master Plan	B1 with plot ratio 2.5	B1 with plot ratio 2.5	B1 with plot ratio 2.5
Contract Date	Mar-2022	Apr-2022	Sep-2022
Purchase Price	$10,180,000	$9,900,000	$ 8,480,000
Remarks	Approved secondary workers' dormitory (for 40 pax) from 24/11/2017 to 23/11/2022	Approved secondary workers' dormitory (for 46 pax) till 13/02/2023	

LIMITING CONDITIONS

This valuation report has been prepared subject to the following limiting conditions:-

1. This valuation report is restricted to the use of our client or person(s) to whom this valuation report is specifically addressed to and for the specific purpose stated therein and to be used within a reasonable time. We disclaim any liability should it be used by other person(s) or for any other purpose(s) or beyond a reasonable time.

2. Neither the whole or any part of this valuation report or any reference to it may be included in any document, circular or statement or be published in any way without our prior written consent to the form and context in which it may appear. We shall bear no responsibility for any unauthorized inclusion or publication.

3. Where it is stated in the Report that information has been supplied to the Valuer by another party or obtained by the Valuer from any enquiries, searches or investigations made from any government or statutory bodies, this information is believed to be reliable. The Valuer accepts no responsibility if this should prove not to be so.

4. Unless otherwise instructed, we do not normally carry out requisitions with the various public authorities to confirm that the property is not adversely affected by any public schemes. No requisition on road or drainage proposals has been made.

5. Unless expressly instructed, we do not carry out structural survey, nor do we test the building services. We will not be able to report that the building is free from rot, infestations or other hidden defects.

6. Our valuation assumes that as at the date of valuation, the property is free and clear of all mortgages, encumbrances and other outstanding premiums, charges and liabilities.

7. The title to the property is presumed to be good and marketable and, unless mentioned in this report, be free from any encumbrances, restrictions and other legal impediments. We accept no responsibility for investigations into title, searches and requisitions and other such legal matters.

8. Any sketch, plan or map in this report is for identification purposes only and should not be treated as certified copies of areas or other particulars contained therein.

9. The report was prepared on the basis that we are not required to give testimony or appear in court or any other tribunal or to any government agency by reason of this valuation report or with reference to the property in question unless prior arrangements have been made and we be properly reimbursed.

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NOTICE OF EXTRAORDINARY GENERAL MEETING

FEDERAL INTERNATIONAL (2000) LTD

(Company Registration No. 199907113K)
(Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the "**EGM**") of **FEDERAL INTERNATIONAL (2000) LTD** (the "**Company**") will be held at 12 Chin Bee Drive, Singapore 619868 on 16 January 2023 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without any modifications, the following ordinary resolution:

All capitalised terms used in this notice of EGM which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 30 December 2022 (the "**Circular**") in relation to the Proposed Disposal of the Properties.

Ordinary Resolution: The Proposed Disposal of the Properties

That:

(i) The proposed disposal of the properties located at 47 Genting Road, Singapore 349489 and 49 Genting Road, Singapore 349490 (the "**Properties**") by the Company's wholly-owned subsidiary Federal Hardware Engineering Co. Pte. Ltd (the "**Vendor**") to Markpoint Engineering Pte Ltd (the "**Purchaser**") in accordance with the terms and conditions of the option to purchase granted by the Vendor for each of the Properties and accepted by the Purchaser on 27 October 2022 (the "**Proposed Disposal**") which constitutes as a "**Major Transaction**" under Chapter 10 of the Listing Manual of the Singapore Exchange Securities Trading Limited be and is hereby approved; and

(ii) the Directors and/or any of them be and are/is hereby authorised and empowered to approve, complete and do all such acts and things (including approving, modifying, ratifying, signing, sealing, executing and delivering all such agreements, contracts, documents, notices, deeds or instruments as may be required) as they and/or he may consider expedient, desirable or necessary or in the interests of the Company to give effect to the matters considered in this Ordinary Resolution.

By Order of the Board of Directors of
FEDERAL INTERNATIONAL (2000) LTD
Koh Kian Kiong
Executive Chairman and Chief Executive Officer

30 December 2022
Singapore

Notes:

The EGM is being convened and will be held physically pursuant to the COVID-19 (Temporary Measures) (Control Order) Regulations 2020 and the latest guidelines under the SGX Regulator's Column ("Physical EGM").

1. Access to Documents or Information Relating to the EGM

Printed copies of this Notice of EGM, Proxy Form, and Circular will NOT be sent to members. These documents are available to members by electronic means only via publication on the SGX website at https://www.sgx.com/securities/company-announcements or at https://federal-int.com.sg.

2. Submission of Proxy Form to Vote

A member of the Company entitled to attend and vote at the EGM is entitled to appoint not more than 2 proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.

A member who is not a relevant intermediary (as defined in section 181 of the Singapore Companies Act 1967) is entitled to appoint not more than 2 proxies and where 2 proxies are appointed, shall specify the proportion of shareholding to be represented by each proxy.

A member who is a relevant intermediary is entitled to appoint more than 2 proxies and where such member's proxy form appoints more than 1 proxy, the number of and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form. Each proxy must be appointed to exercise the rights attached to the different share or shares held by such member.

In any case where more than 1 proxy is appointed, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form. If no such proportion or number is specified, the first named proxy may be treated as representing 100 per cent of the shareholding and any second named proxy as an alternate to the first named.

Investors holding shares under the Central Provident Fund Investment Schemes ("**CPF Investors**") and/or Supplementary Retirement Scheme ("**SRS Investors**") should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least 7 working days before the EGM (ie. by 10.00 a.m. on 5 January 2023). CPF/SRS Investors should contact their respective CPF Agent Banks or SRS Operators for any queries they may have with regard to the appointment of proxy for the EGM.

The instrument appointing a proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a duly certified copy thereof, must be submitted in the following manner:

(a) if submitted by post, be deposited to the registered office of the Company at 12 Chin Bee Drive, Singapore 619868; or

(b) if submitted by email, be sent to FIshareholders_queries@federal-int.com.sg using a clear scanned signed form in PDF,

in each case, by 10.00 a.m. on 14 January 2023 being not less than 48 hours before the time appointed for the holding of the EGM.

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of shares entered in the Depository Register (as defined in Section 81F of the SFA), the Company may reject any instrument appointing a proxy or proxies lodged if the member, 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 (i.e. by 10.00 a.m. on 13 January 2023), as certified by The Central Depository (Pte) Limited to the Company.

A corporation which is a member of the Company may authorise by resolutions of its directors or other governing body, such person as it thinks fit to act as its representative at the meeting.

The instrument appointing a proxy must be signed by the appointor or his/her attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it shall be executed either under its common seal or under the hand of any officer or attorney duly authorised. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company) shall be attached to the instrument of proxy, failing which the instrument may be treated as invalid.

3. Submission of Questions in Advance

Members may submit their questions in relation to the business of the EGM by email to FIshareholders_queries@federal-int.com.sg. All questions must be submitted at least 7 calendar days from the date of this Notice of EGM, i.e. **by 10.00 a.m. on 9 January 2023** ("**Cut-Off Time**"). After the Cut-Off Time, if there are subsequent clarifications or follow-up on the questions submitted, these will be addressed at the Physical EGM.

The Company will endeavor to address questions which are substantial and relevant and received from members who are verifiable against the Depository Register or the Register of Members.

Verified members and Proxy(ies) attending the Physical EGM will be able to ask questions in person at the EGM venue. The Company will, within 30 days after the date of the EGM, publish the minutes of the EGM on SGXNET and the Company's website and the minutes will include the responses to the questions referred to above.

4. General

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his/her name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the EGM of the Company, as certified by The Central Depository (Pte) Limited to the Company.

Due to the COVID-19 situation, the Company may restrict the number of attendees at the Physical EGM to such number as the Directors may determine in compliance with the prevailing Ministry of Health ("**MOH**") advisory. Members are strongly encouraged to submit completed proxy forms electronically via email.

Personal data privacy:

By attending the Physical EGM and/or any adjournment thereof and/or submitting the Proxy Form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Physical EGM and/or any adjournment thereof, a member of the Company (a) 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 by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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**"), and (b) 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 (c) 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.

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PROXY FORM

FEDERAL INTERNATIONAL (2000) LTD

(Company Registration No. 199907113K)
(Incorporated in the Republic of Singapore)

PROXY FORM
This form of proxy has been made available on SGXNet and the Company's website and can be accessed at https://federal-int.com.sg. A printed copy of this form of proxy will NOT be despatched to members.

IMPORTANT
This Proxy Form is not valid for use by investors who hold shares in the Company through relevant intermediaries (as defined in Section 181 of the Singapore Companies Act), including CPF/SRS investors, and shall be ineffective for all intents and purposes if used or purported to be used by them. Such investors (including CPF/SRS investors), if they wish to vote, should contact their respective relevant intermediaries as soon as possible to specify voting instructions. CPF/SRS investors should approach their respective CPF Agent Banks or SRS Operators at least 7 working days before the EGM to specify voting instructions.

I/We* _____ (Name)

_____ (NRIC/Passport/Company Registration Number*)

of _____ (Address)
being a member/members* of **Federal International (2000) LTD** (the **"Company"**), hereby appoint:

Name	Address	NRIC/Passport Number	Proportion of Shareholdings	
			No. of Shares	%

*and/or (delete as appropriate)

Name	Address	NRIC/Passport Number	Proportion of Shareholdings	
			No. of Shares	%

or failing him/her, the Chairman of the extraordinary general meeting ("**EGM**") of the Company, as my/our proxy/proxies to attend and to vote for me/us on my/our behalf at the EGM to be held on Monday, 16 January 2023, at 10.00 a.m. at 12 Chin Bee Drive, Singapore 619868 and at any adjournment thereof.

I/We direct my/our proxy/proxies to vote for or against the resolution to be proposed at the EGM as indicated hereunder. In the absence of specific directions, the proxy/proxies will vote or abstain as he/she/they may think fit, as he/she/they will on any other matters arising at the EGM.

The Ordinary Resolution will be put to vote at the EGM by way of poll.

Ordinary Resolution	For*	Against*	Abstain*
To approve the Proposed Disposal of the Properties.			

* If you wish to exercise all your votes "For" or "Against" of "Abstain", please tick (√) within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this _____ day of _____ 2023.

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

_____
Signature(s) of Shareholder(s) or
Common Seal of Corporate Shareholder

IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM.

PROXY FORM

Notes:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the SFA), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, this Proxy Form shall be deemed to relate to all the Shares held by you.

2. A member of the Company entitled to attend and vote at the EGM is entitled to appoint 1 or 2 proxies to attend and vote in his/her stead. A proxy need not be a member of the Company. Where a member appoints more than 1 proxy, the member must specify the proportion of shareholdings (expressed as a percentage of the whole) to be represented by each proxy. If no proportion of shareholdings is specified, the proxy whose name appears first shall be deemed to carry 100% of the shareholdings of his/her appointor and the proxy whose name appears after shall be deemed to be appointed in the alternate.

3. If the instrument appointing a proxy is returned without any indication as to how the proxy shall vote, the proxy will vote or abstained as he/she thinks fit. If the instrument appointing a proxy is returned without the name of the proxy indicated, the instrument appointing a proxy shall be invalid.

4. If the appointor is an individual, the instrument appointing a proxy shall be signed by the appointor or his/her attorney. If the appointor is a corporation, the instrument appointing a proxy shall be either given under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM.

5. The signature on the instrument appointing a proxy need not be witnessed. Where an instrument appointing a proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument appointing a proxy, failing which the instrument may be treated as invalid.

6. CPF or SRS investors who wish to vote should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the EGM in order to allow sufficient time for their respective relevant intermediaries to submit a proxy form to vote on their behalf by the cut-off date. "Relevant intermediary" has the meaning as defined in section 181 of the Singapore Companies Act.

7. The instrument appointing a proxy of the Meeting must be submitted to the Company in the following manner:

   (a) if in hard copy by post, be lodged at the registered office of the Company located at 12 Chin Bee Drive, Singapore 619868; or

   (b) if by email, be received by FIshareholders_queries@federal-int.com.sg.

   in either case, no later than 10.00 a.m., on 14 January 2023.

   A member 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 scanning and sending it by email to the email address provided above.

8. Due to the COVID-19 situation, the Company may restrict the number of attendees at the Physical EGM to such number as the Directors may determine in compliance with the prevailing Ministry of Health ("**MOH**") advisory. Members are strongly encouraged to submit completed proxy forms electronically via email.

9. The instrument appointing a proxy must be under the hand of the appointor or of his attorney duly authorised in writing and where such instrument is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.

   Where an instrument appointing a proxy is submitted by email, it must be authorised in the following manner:

   (a) by way of the affixation of an electronic signature by the appointor or his duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation; or

   (b) by way of the appointor or his duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation signing the instrument under hand and submitting a scanned copy of the signed instrument by email.

   Where an instrument appointing a proxy is signed or, as the case may be, authorised on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument appointing the Chairman of the Meeting as proxy, failing which the instrument may be treated as invalid.

10. Terms not specifically defined herein shall have the same meanings ascribed to them in the circular to shareholders of the Company dated 30 December 2022.

General:

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies (including any related attachment) (such as in the case where the appointor submits more than one instrument appointing a proxy or proxies) In addition, in the case of members whose shares are entered against their names in the depository register, the Company may reject any instrument appointing a proxy or proxies 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 the EGM, as certified by The Central Depository (Pte) Limited to the Company.

Personal data privacy:

By submitting an instrument appointing a proxy or proxies, the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 30 December 2022.