

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (“**AGM**”) of **Forise International Limited** (the “**Company**”) will be held at 4 Shenton Way SGX Centre 2 #17-01, Singapore 068807 on Friday, 26 April 2024 at 11.00 a.m. for the following purposes:–

AS ORDINARY BUSINESS

1. To receive and, if approved, adopt the Audited Accounts for the financial year ended 31 December 2023 together with the Directors’ Statement and Independent Auditors’ Report thereon.
Resolution 1
2. To approve the payment of Directors’ Fees of S\$99,000 for the financial year ending 31 December 2024, to be paid half-yearly in arrears (2023: S\$99,000).
Resolution 2
3. To re-elect Mr. Heng Chee Song Peter who is retiring under Regulation 107 of the Company’s Constitution, as Director of the Company.
[See Explanatory Note (i)]
Resolution 3
4. To re-elect Mr. Tang Kai Meng who is retiring under Regulation 117 of the Company’s Constitution, as Director of the Company.
[See Explanatory Note (ii)]
Resolution 4
5. To re-appoint Messrs CLA Global TS Public Accounting Corporation as the Independent Auditors of the Company and to authorise the Directors to fix their remuneration.
Resolution 5
6. To transact any other ordinary business which may be properly transacted at an annual general meeting.

AS SPECIAL BUSINESS

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

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

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

- (A) (i) issue shares in the capital of the Company (“**Shares**”) (whether by way of rights, bonus or otherwise); and/or
- (ii) make or grant offers, agreements, or options (collectively, “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible or exchangeable into Shares,

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

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

provided that:

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

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

- (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Act and Constitution of the Company; and
- (iv) unless revoked or varied by the Company in a general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.

[See Explanatory Note (iii)]

Resolution 6

BY ORDER OF THE BOARD

WAN JINN WOEI
EXECUTIVE DIRECTOR
11 APRIL 2024
SINGAPORE

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Explanatory Notes:-

- (i) If re-elected under Ordinary Resolution 3, Mr. Heng Chee Song Peter will remain as an Independent Non-executive Director of the Company, the Chairman of the Remuneration Committee, and a member of the Audit Committee and Nominating Committee.
- (ii) If re-elected under Ordinary Resolution 4, Mr. Tang Kai Meng will remain as an Independent Non-executive Director of the Company, and a member of the Audit Committee, Remuneration Committee and Nominating Committee.
- (iii) The Ordinary Resolution 6 proposed in item 7 above, if passed, will empower the Directors of the Company, effective from the date of this AGM until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue shares and/or convertible securities in the Company up to a maximum of fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of which the aggregate number of shares and convertible securities to be issued other than on a pro-rata basis to existing shareholders shall not exceed twenty per cent (20%) of the total issued Shares (excluding treasury shares and subsidiary holdings).

Notes:-

Attendance

- (1) Members of the Company are invited to attend physically at the AGM at the address stated above. **There will be no option for members to participate virtually.** This Notice, Proxy Form and Annual Report are available to members in physical copies and by electronic means via publication on SGXNet at the URL at <https://www.sgx.com/securities/company-announcements> or at the Company's website at the URL at <https://forise-international.com>. A member will need an internet browser and PDF reader to view these documents.
- (2) Please bring along your NRIC/passport to enable the Company to verify your identity.
- (3) In the event that you encounter Covid-19 like symptoms prior to the AGM, you are strongly encouraged to exercise social responsibility to rest at home and consider appointing a proxy(ies) to attend the Meeting. We encourage members to mask up when attending the AGM.

Voting by Proxy

- (4) A member who is unable to attend the AGM physically and wishes to appoint proxy(ies) to attend, speak and vote at the AGM on his/her/its behalf should complete, sign and return the instrument of proxy in accordance with the instructions printed thereon.
- (5) A member of the Company, which is a corporation, may appoint authorise by a resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with Section 179 of the Companies Act 1967 of Singapore.
- (6) A proxy need not be a member of the Company.
- (7) A member (whether individual or corporate) can appoint the Chairman of the AGM as his/her/its proxy but this is not mandatory.
 - (a) If a member wishes to appoint the Chairman of the AGM as proxy, such member must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the AGM as proxy. If no specific instructions are given in respect of a resolution in the form of proxy, the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.
 - (b) If a member wishes to appoint a proxy who is not the Chairman of the AGM, such member should give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument of proxy. If no specific instructions are given in respect of a resolution in the form of proxy, or in the event of any other matter arising at the AGM and at any adjournment thereof, the proxy, being someone other than the Chairman of the AGM, may vote or abstain from voting at his/her/their discretion.
- (8)
 - (a) A member of the Company who is entitled to attend and vote at the AGM and who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend and vote in his/her/its stead. Where such member appoints more than one (1) proxy, he/she/it shall specify the proportion of his/her/its shareholding to be represented by each proxy. If the appointer is a corporation, the proxy must be executed under seal or the hand of its duly authorized officer or attorney.
 - (b) A member of the Company who is entitled to attend and vote at the AGM and who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend and vote in his/her/its stead. Where such member appoints more than one (1) proxy, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

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- (9) The instrument appointing a proxy or proxies must be under the hand of the appointor or of his/her/its attorney duly authorised in writing. Where the instrument appointing a proxy or proxies 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 instrument appointing a proxy 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 instrument of proxy, failing which the instrument of proxy shall be treated as invalid.
- (10) The instrument appointing a proxy, duly executed, together with the letter or power of attorney or other authority under which it is signed or a duly certified copy thereof (if applicable), must be submitted to the Company in the following manner:
- (a) **by email** to admin@forise-international.com or
- (b) in hard copy **by post** to the Company's registered office at 15 Scotts, 15 Scotts Road, #04-08, Singapore 228218.
- in any case, **by no later than 11.00 a.m. on 24 April 2024**, being **at least 48 hours before** the time fixed for holding the AGM (and at any adjournment thereof) in order for the proxy to be entitled to attend and vote at the AGM, failing which the instrument appointing the proxy shall be treated as invalid.

Members are strongly encouraged to submit the completed and signed instrument appointing his/her/its proxy(ies) by email.

SRS Investors

- (11) For investors who hold shares through relevant intermediaries, including Supplementary Retirement Scheme ("**SRS**") investors (such as investors, the "**SRS Investors**") should approach their respective agents, including SRS Agent Banks to submit their votes **by no later than 5.00 p.m. on 16 April 2024**, being **at least seven (7) working days before** the AGM. SRS Investors should also contact their respective SRS Agent Banks for any queries they may have with regard to the appointment of proxy for the AGM.

Submission of Questions Before the AGM

- (12) Members are strongly encouraged to submit any questions they may have in relation to the resolutions to be tabled for approval at the AGM, in advance of the AGM:
- (a) **by email** to admin@forise-international.com; or
- (b) in hard copy **by post** to the Company's registered office at 15 Scotts, 15 Scotts Road, #04-08, Singapore 228218,
- in any case, by **11.00 a.m. on 19 April 2024**, being at least 7 calendar days after the date of this notice (the "**Cut-off Time**").
- (13) For verification purposes, when submitting any questions by post or via email, Members MUST provide the Company with their particulars (comprising full name (for individuals) or company name (for corporates), email address, contact number, NRIC/passport number/company registration number, shareholding type and number of shares held).
- (14) The Company will endeavour to address all substantial and relevant questions (determined by the Company in its sole discretion) as soon as possible and in any case, no later than **11.00 a.m. on 22 April 2024**, being no later than 48 hours before the closing date and time for the lodgement of the instruments of proxy.
- (15) Any subsequent clarifications sought by Members after the Cut-off Time will be addressed at the AGM. Members may also ask questions during the AGM.
- (16) The minutes of the AGM will be published on SGXNet within one (1) month after the date of the AGM.
- (17) Investors who hold shares through relevant intermediaries as defined in Section 181 of the Companies Act, including SRS Investors, can submit their questions in relation to any resolution set out in the Notice of AGM upon pre-registration. They should also inform their respective agents including SRS operators, as soon as possible, so that the necessary arrangements can be made by the relevant agents for their participation in the AGM.

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Personal Data Policy

- (18) By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.