

DUTY FREE INTERNATIONAL LIMITED
(Company Registration Number: 200102393E)
(Incorporated in the Republic of Singapore)**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of Duty Free International Limited (the "Company") will be held at RNN Conference Centre, 137 Cecil Street, #04-01 Cecil Building, Singapore 069537 on Wednesday, 19 March 2025 at 11:30 a.m. for the purpose of considering and, if thought fit, passing (with or without any modification), the following resolution:

Unless otherwise defined, all terms in this Notice of EGM shall have the same meanings as those defined or construed in the circular to shareholders dated 4 March 2025 issued by the Company (the "Circular").

ORDINARY RESOLUTION

THE PROPOSED JOINT DEVELOPMENT ON A PARCEL OF LEASEHOLD LAND HELD UNDER H.S.(D) 605698, LOT NO. PTB 20379, BANDAR JOHOR BAHRU, DAERAH JOHOR BAHRU, NEGERI JOHOR, MALAYSIA BY KELANA MEGAH SDN. BHD., BEING A MAJOR TRANSACTION UNDER THE LISTING MANUAL OF THE SGX-ST

RESOLVED THAT:

- (a) approval be and is hereby given for the Proposed Joint Development on a parcel of leasehold land held under H.S.(D) 605698, Lot No. PTB 20379, Bandar Johor Bahru, Daerah Johor Bahru, Negeri Johor, Malaysia by Kelana Megah Sdn. Bhd., the Company's wholly-owned subsidiary, being a major transaction under the Listing Manual and that authority be and is hereby granted to the Directors to carry out and implement the Proposed Joint Development on the terms and subject to the conditions set out in the Agreement dated 10 September 2024 entered into between Kelana Megah Sdn. Bhd. and Chin Hin Property (Stulang) Sdn. Bhd. in relation to the Proposed Joint Development;
- (b) the Directors or any of them be and are hereby authorised to complete and do all acts and things (including, without limitation, enter into all transactions, arrangements and agreements and approve, sign, execute and deliver all such documents or agreements which they in their absolute discretion consider to be necessary, and to exercise such discretion as may be required, to approve any amendments, alterations or modifications to any document, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) and do all deeds and things as they or each of them may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to the matters contemplated by this Ordinary Resolution and the Proposed Joint Development, and implement any of the foregoing as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company; and
- (c) any acts and things done or performed, and/or any agreements and documents signed, executed, sealed and/or delivered by a Director in connection with this resolution and the Proposed Joint Development be and are hereby approved, confirmed and ratified.

BY ORDER OF THE BOARD

Thum Sook Fun
Company Secretary
Singapore, 4 March 2025

IMPORTANT NOTES:Format of Meeting

1. The EGM will be held in physical format at the venue, date and time as stated above. Shareholders, including investors who hold shares through Central Provident Fund Investment Scheme ("CPF Investors") and/or Supplementary Retirement Scheme ("SRS Investors"), and (where applicable) duly appointed proxies or representatives will be able to ask questions and vote at the EGM by attending the EGM in person. **There will be no option for shareholders to participate virtually.** Printed copies of this Notice of EGM, the accompanying Proxy Form and the form to request for a physical copy of the Circular ("**Request Form**") will be sent by post to members. These documents will also be published at the Company's corporate website at <https://ir.dfi.com.sg/> and SGXNet at <https://www.sgx.com/securities/company-announcements>.
 2. (a) A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM. Where such member's instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.
(b) A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument appointing a proxy or proxies.
- "**Relevant intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore (the "**Act**").
3. A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the EGM as his/her/its proxy.
 4. The instrument appointing proxy must be signed by the appointor, or his attorney duly authorised in writing. Where the instrument appointing proxy is executed by a corporation, it must be either under its common seal or under the hand of any duly authorised 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), if required by law, be duly stamped and attached together with the proxy form, falling which the proxy form may be treated as invalid.
 5. 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 Securities and Futures Act 2001 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company, you should insert that number of shares. If you have shares entered against your name in the Depository Register and the Register of Members of the Company, 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 of the Company. If no number is inserted, the instrument appointing a proxy, or proxies shall be deemed to relate held by you.
 6. The instrument appointing a proxy or proxies must be submitted to the Company in the following manners by 11:30 a.m. on Sunday, 16 March 2025, being not less than 72 hours before the time appointed for the EGM:
 - (i) if submitted by post, be deposited at the office of the Share Registrar of the Company at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
 - (ii) if submitted electronically, via email to srs.proxy@boardroomlimited.com.

Members are strongly encouraged to submit the completed proxy form electronically via email.

7. If a member wishes to appoint the Chairman of the EGM as proxy, such member (whether individual or corporate) must give specific instruction as to voting for, against or abstentions from voting on, each resolution in the instrument appointing the Chairman of the EGM as proxy. If no specific direction as to voting or abstentions from voting in respect of a resolution in the form of proxy, the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.
8. CPF and SRS investors:
 - (a) may vote at the EGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the EGM by 5:00 p.m. on Friday, 7 March 2025.
9. 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, in accordance with Section 179 of the Act.
10. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed, 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 a member whose shares are entered against his/her name in the Depository Register, the Company may reject any instrument of proxy lodged if such member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register 72 hours before the time appointed for holding the EGM, as certified by the Depository to the Company.
11. Completion and return of the Proxy Form by a member will not prevent him/her from attending, speaking and voting at the EGM if he/she so wishes. The appointment of proxy(ies) for the EGM will be deemed to be revoked if the member attends the EGM in person and in such event, the Company reserves the right to refuse to admit any person or persons appointed during the relevant instrument appointing a proxy(xies) to the EGM.

Submission of Questions

12. Members and their proxy(ies) attending the EGM may ask questions in person at the EGM.
13. Members, including CPF Investors and SRS Investors, can also submit substantial and relevant questions relating to the Ordinary Resolution to be tabled at the EGM in advance by 5:00 p.m. on Tuesday, 11 March 2025:
 - (i) if submitted by post, be deposited at the office of the Share Registrar of the Company at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
 - (ii) if submitted electronically, via email to srs.teamE@boardroomlimited.com.
14. When submitting questions by post or via email, members **MUST** provide their particulars as follows for verification purposes:
 - (a) Full name (for individuals)/company name (for corporates) as per CDP/SRS account records;
 - (b) National Registration Identity Card Number or Passport Number (for individuals) / Company Registration Number (for corporates);
 - (c) The manner in which the members hold shares in the Company (e.g. via CDP, CPF or SRS or etc);
 - (d) Contact number; and
 - (e) Email address.
15. The Company will endeavour to address all substantial and relevant questions (which are related to the Ordinary Resolution to be tabled for approval at the EGM) received from members by 5:00 p.m. on Tuesday, 11 March 2025 by publishing its responses to such questions on the Company's corporate website at <https://ir.dfi.com.sg/> and SGXNet at <https://www.sgx.com/securities/company-announcements> at least 48 hours prior to the closing date and time of the lodgement /receipt of the instruments appointing a proxy(ies). Where substantial and relevant questions submitted by members are unable to be addressed prior to the EGM, the Company will address them at the EGM. Where questions overlap, we may consolidate such questions and address them by topic. Consequently, some questions may not be individually addressed.

Access to Documents

16. The Circular, this Notice of EGM, the accompanying Proxy Form and the Request Form may be accessed at the Company's corporate website at <https://ir.dfi.com.sg/> or SGXNet at <https://www.sgx.com/securities/company-announcements>.

A member who wishes to request for a printed copy of the Circular may do so by completing and submitting the Request Form by 5:00 p.m. on Tuesday, 11 March 2025 in the following manner:

- (i) if submitted by post, be deposited at the office of the Share Registrar of the Company at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
- (ii) if submitted electronically, via email to srs.requestform@boardroomlimited.com.

Personal Data Privacy

"Personal data" in this notice of EGM has the same meaning as "personal data" in the Personal Data Protection Act 2012 of Singapore, which includes the member's name and its proxy's and/or representative's name, address and NRIC/Passport number. Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM of the Company 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed 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), and in order for the Company (or its agents) 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), 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) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, (iii) undertakes that the member will only use the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iv) 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. The member's personal data and the 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 Purposes, and retained for such period as may be necessary for the Company's verification and record purposes.

Photographic, sound and/or video recordings of the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a member of the Company (such as his/her name, his/her presence at the EGM and any questions he/she may raise or motions he/she proposes/seconds) may be recorded by the Company for such purpose.