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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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**F J BENJAMIN HOLDINGS LTD**  
(Incorporated in the Republic of Singapore)  
(Company Registration Number: 197301125N)

*All capitalised terms in this Notice shall, unless otherwise defined in this Notice, bear the respective meanings ascribed thereto in the circular to shareholders dated 13 January 2022 (“Circular”) issued by the Company.*

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“**EGM**”) of F J BENJAMIN HOLDINGS LTD (“**Company**”) will be held by way of electronic means (including arrangements by which the EGM can be electronically accessed via “live” audio-visual webcast (“**LIVE WEBCAST**”) or “live” audio-only stream (“**AUDIO ONLY MEANS**”)), on **Friday, 28 January 2022 at 11 a.m.** for the purpose of considering and, if thought fit, passing (with or without modifications) the Resolution below:

**ORDINARY RESOLUTION – THE PROPOSED PLACEMENT OF 120,000,000 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AT AN ISSUE PRICE OF S\$0.025 FOR EACH PLACEMENT SHARE FOR AN AGGREGATE ISSUE PRICE OF S\$3,000,000 AND TRANSFER OF CONTROLLING INTEREST TO WESTERN PROPERTIES PTE LTD**

That:

- (a) pursuant to Section 161 of the Companies Act and Rules 805(1) and 812 of the Catalist Rules, approval be and is hereby given to the Directors to allot and issue 120,000,000 new Shares (“**Placement Shares**”) to Western Properties Pte Ltd, at the Issue Price of S\$0.025 for each Placement Share, on and subject to the terms of the Placement Agreement;
- (b) pursuant to Rule 803 of the Catalist Rules, approval be and is hereby given to the Company for the transfer of a controlling interest in the Company to Western Properties Pte Ltd arising from the allotment and issuance of the Placement Shares; and
- (c) the Directors and each of them be and are hereby authorised to complete, take such steps and to do all such acts and things as they may consider necessary, desirable or expedient to give effect to the transactions contemplated in this Resolution or in the interests of the Company, including without limitation, to negotiate, sign, execute and deliver all documents (if required), and, to the extent that any of the foregoing have been done, that they be and are hereby approved, confirmed and ratified.

BY ORDER OF THE BOARD  
**F J BENJAMIN HOLDINGS LTD**

Frank Benjamin  
Non-Executive Chairman  
13 January 2022

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### **Important Notice from the Company on COVID-19**

As the COVID-19 situation continues to evolve, the Company is closely monitoring the situation, including any precautionary measures which may be required or recommended by government agencies to minimise the risk of community spread of COVID-19. **Shareholders should note that the Company may be required (including at short notice) to make further changes to its EGM arrangements as the situation evolves, and Shareholders are advised to keep abreast of any such changes as may be announced by the Company as may be made from time to time on SGXNet.**

The Company apologises for any inconvenience caused and seeks the understanding and cooperation of all Shareholders to minimise the risk of community spread of COVID-19. The Company, Group, officers and employees shall have no liability whatsoever to Shareholders, corporate representatives or any other attendees arising out of or in connection with the Company taking precautionary measures at the Company's discretion in response to the COVID-19 situation.

### **Notes**

1. The EGM is being convened, and will be held by way of electronic means pursuant to the COVID-19 Act and the COVID-19 Order. Printed copies of this Notice of EGM will not be sent to Shareholders, instead, this Notice of EGM will be sent to Shareholders by way of electronic means via publication on the SGXNet and the Company's website at <https://www.fibenjamin.com/media-announcements.php>.
2. Due to the current COVID-19 restriction orders in Singapore, Shareholders will not be able to attend the EGM in person. Alternative arrangements relating to attendance at the EGM via electronic means (via LIVE WEBCAST or AUDIO ONLY MEANS), submission of questions in advance of or live at the EGM, addressing of substantial and relevant questions in advance of or live at the EGM, and/or voting by electronic means live at the EGM or via appointment of the Chairman of the EGM as proxy prior to the EGM, are set out in the Company's announcement dated 13 January 2022 ("**Announcement**"), which has been uploaded together with the Notice of EGM on SGXNet on the same day. The Announcement may also be accessed on the Company's website at <https://www.fibenjamin.com/media-announcements.php>. For the avoidance of doubt, the aforesaid Announcement is circulated together with and forms part of this Notice of EGM in respect of the EGM.
3. **Questions Relating to the Agenda of the EGM:**
  - (a) Shareholders can submit questions in advance relating to the agenda of the EGM either (i) via electronic mail to [SRS.TeamE@boardroomlimited.com](mailto:SRS.TeamE@boardroomlimited.com) or (ii) via the pre-registration website at <https://smartagm.sg/FJBENJAMIN2022EGM>. Questions submitted in this manner must be submitted by 11 a.m. on 20 January 2022. The Company will endeavour to respond to substantial and relevant questions received from Shareholders prior to the EGM via SGXNET and the Company's website at <https://www.fibenjamin.com/media-announcements.php> or live during the EGM.
  - (b) Shareholders who pre-registered and are verified to attend the EGM will be able to ask questions relating to the agenda of the EGM by submitting text-based questions during the EGM within a certain prescribed time limit. The Company will endeavour to respond to questions as far as reasonably practicable. Where there are substantially similar questions, the Company will consolidate such questions; consequently not all questions may be individually addressed.
4. **Voting:**
  - (a) **Live Voting:** Shareholders (except a Relevant Intermediary (as defined below)) may cast their votes for each resolution live at the EGM. Unique access details for live voting will be provided to Shareholders who pre-registered and are verified to attend the EGM.
  - (b) **Voting via appointment of Chairman of the EGM:**
    - (i) As an alternative to live voting, a Shareholder (whether individual or corporate and including a Relevant Intermediary (as defined below)) may appoint the Chairman of the EGM in as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM, if such Shareholder wishes to exercise his/her/its voting rights at the EGM. In appointing the Chairman of the EGM as proxy, a Shareholder (whether individual or corporate and including a Relevant Intermediary (as defined below)) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.
    - (ii) The Chairman of the EGM, as proxy, need not be a Shareholder.
    - (iii) In the case of Shares entered in the Depository Register, the Company may reject any instrument appointing the Chairman of the EGM as proxy lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the EGM (i.e. by 11 a.m. on 25 January 2022), as certified by The Central Depository (Pte) Limited to the Company.
    - (iv) The instrument appointing the Chairman of the EGM as 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 (i) if submitted by email, to [SRS.TeamE@boardroomlimited.com](mailto:SRS.TeamE@boardroomlimited.com); or (ii) if submitted by post, be lodged at the address of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, in either case, by 11 a.m. on 26 January 2022 (being not less than forty-eight (48) hours before the time appointed for holding the EGM) (or any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.
    - (v) **In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for Shareholders to submit completed proxy forms by post, Shareholders are strongly encouraged to submit completed proxy forms electronically via email.**

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(vi) The form of an instrument appointing a proxy, which may be used to vote at the EGM, can be found at the end of this document.

(c) **Investors who hold through Relevant Intermediaries:** Investors who hold shares under the Central Provident Fund Investment Scheme (“**CPF Investor**”) and/or the Supplementary Retirement Scheme (“**SRS Investor**”) who wish to vote at the EGM should approach their respective agent banks to submit their votes at least seven (7) working days before the date of the EGM (i.e. by 5 p.m. on 19 January 2022). CPF Investors and SRS Investors should not directly appoint the Chairman of the EGM as proxy to direct the vote.

\* A “**Relevant Intermediary**” is:

- (a) a banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

### **Personal Data Privacy**

By (a) submitting a proxy form appointing the Chairman of the EGM as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, (b) registering to attend and/or vote live at the EGM via LIVE WEBCAST or AUDIO ONLY MEANS, and/or (c) submitting any question prior to or live at the EGM in accordance with this Notice of EGM, a Shareholder consents to the collection, use and disclosure of the Shareholder’s personal data by the Company (or its agents or service providers) for the following purposes:

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

Photographic, sound, video and/or other data 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 Shareholder (such as his name, his presence at the EGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.

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*This notice has been prepared by the Company and its contents have been reviewed by the Company’s sponsor (the “**Sponsor**”), ZICO Capital Pte. Ltd., in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) Listing Manual Section B: Rules of Catalist.*

*This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice including the correctness of any of the statements or opinions made or reports contained in this notice.*

*The contact person for the Sponsor is Ms Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 8 Robinson Road #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.*