

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting (“**AGM**”) of **Forise International Limited** (the “**Company**”) will be held by way of electronic means on Thursday, 27 April 2023 at 2.30 p.m. Please refer to the notes below for further details.

This Notice of AGM and accompanying Proxy Form have been made available on SGXNET. Printed copies of these documents will NOT be despatched to members of the Company.

The AGM will be held for the following purposes:–

## AS ORDINARY BUSINESS

1. To receive and, if approved, adopt the Audited Accounts for the financial year ended 31 December 2022 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 2023, to be paid half-yearly in arrears. (2022: S\$99,000) **Resolution 2**
3. To re-elect Mr. Wan Jinn Woei in accordance with Regulation 117 of the Company’s Constitution, as Director of the Company.  
[See Explanatory Note (i)] **Resolution 3**
4. To re-elect Mr. Lee Ah Too in accordance with Regulation 117 of the Company’s Constitution, as Director of the Company.  
[See Explanatory Note (ii)] **Resolution 4**
5. To elect Mr. Heng Chee Song as a Director of the Company, to hold office from the date of the AGM.  
[See Explanatory Note (iii)] **Resolution 5**
6. To re-appoint CLA Global TS Public Accounting Corporation (formerly Nexia TS Public Accounting Corporation) as the Independent Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**
7. 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:–

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

That pursuant to Section 161 of the Companies Act 1967 (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-paragraphs (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 (iv)]

**Resolution 7**

## BY ORDER OF THE BOARD

PENG WEILE (LEO)  
EXECUTIVE DIRECTOR  
12 APRIL 2023  
SINGAPORE

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## Explanatory Notes:-

- (i) If re-elected under Ordinary Resolution 3, Mr. Wan Jinn Woei will remain as an Executive Director of the Company.
- (ii) If re-elected under Ordinary Resolution 4, Mr. Lee Ah Too will remain as an Independent Non-executive Director of the Company, the Chairman of the Remuneration Committee and the Nominating Committee, as well as a member of the Audit Committee.
- (iii) If elected under Ordinary Resolution 5, Mr. Heng Chee Song Peter will be an Independent Non-Executive Director of the Company, as well as a member of the Audit Committee, the Remuneration Committee and the Nominating Committee, with effect from the date of the AGM.
- (iv) Ordinary Resolution 7 proposed in item 8 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:-

1. **Printed copies of this Notice of AGM and the accompanying Proxy Form will not be sent to Members.** Instead, these documents are electronically disseminated to Members and may be accessed on SGXNET at <https://www.sgx.com/securities/company-announcements>.
2. The AGM will be convened and held by electronic means.
3. Alternative arrangements are put in place to allow Members to participate in the AGM by:
  - a. attending, asking questions and communicating "live" in real-time at the virtual AGM via electronic means. Members who wish to participate in the AGM proceedings as such will have to pre-register in the manner outlined in Note 5 below;
  - b. submitting questions to the Company in advance of or "live" at the virtual AGM. Please refer to Note 6 below for further details; and
  - c. voting by proxy or "live" in real-time at the virtual AGM via electronic means. Please refer to Note 7 below for further details.
4. In the case of Shares entered in the Depository Register, a Depositor's name must appear on the Depository Register maintained by CDP as at 72 hours before the time fixed for holding the AGM in order for the Depositor to be entitled to attend and vote at the AGM.

Members may participate at the AGM by taking note of the following steps:

### 5. Registration for Virtual AGM

A Member will be able to follow the proceedings of the AGM by watching and/or listening to the proceedings of the AGM through a "live" real-time webcast via mobile phone, tablet, computer or any such electronic device. Members will also be able to ask questions and communicate "live".

In order to do so, a Member must pre-register at the URL <https://conveneagm.com/sg/foriseinternational2023> by **no later than 2.30 p.m. on 25 April 2023** (that is, not less than 48 hours before the time fixed for holding the AGM) (the "**Registration Deadline**") for authentication of their status as Members.

Members who have been authenticated will receive email instructions to access the virtual AGM by **2.30 p.m. on 26 April 2023**. Members who have registered by the Registration Deadline but did not receive email instructions by 2.30 p.m. on 26 April 2023 should contact the Company by email at [contact@foriseinternational.com](mailto:contact@foriseinternational.com) for assistance, including details of their particulars (comprising full name (for individuals)/company name (for corporates), NRIC/passport number/company registration number, contact number, shareholding type and number of shares held).

Members must not forward the abovementioned email instructions to other persons who are not Members and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the AGM platform.

Members are reminded that the AGM proceedings are private, and recording of the proceedings in whatever form is strictly prohibited.

Investors who hold shares through relevant intermediaries as defined in Section 181 of the Companies Act, including investors under the Supplementary Retirement Scheme ("**SRS Investors**"), may attend and cast their votes at the AGM by pre-registering. If they would like to vote but are unable to attend the AGM, they should approach their respective agents, including SRS operators, as soon as possible, so that the necessary arrangements can be made by the relevant agents to appoint the Chairman to act as their proxy, in which case, the investor shall be precluded from attending the AGM personally.

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## 6. Members' Queries

Members of the Company are encouraged to submit questions relating to the resolutions tabled for approval at the AGM in advance:

- (a) **via the pre-registration website** at the URL <https://conveneagm.com/sg/foriseinternational2023>;
- (b) **by email** to [contact@foriseinternational.com](mailto:contact@foriseinternational.com); or
- (c) in hard copy **by post** to the Company's registered office at 15 Scotts, 15 Scotts Road, #04-08, Suite 22, Singapore 228218, in any case, by **2.30 p.m. on 19 April 2023** (the "**Cut-off Time**").

For verification purpose, when submitting any questions by post or via email, Members **MUST** provide the Company with their particulars (comprising full name (for individuals)/company name (for corporates), email address, contact number, NRIC/passport number/company registration number, shareholding type and number of shares held).

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 **2.30 p.m. on 23 April 2023** (that is, no later than 48 hours before the closing date and time for the lodgement of the Proxy Forms).

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.

The minutes of the AGM will be published on SGXNet within one (1) month after the date of the AGM.

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.

## 7. Proxy Voting or Voting "live" at the AGM

A Member may personally attend and vote "live" at the AGM.

Alternatively:

- (a) a member of the Company entitled to attend and vote at the AGM and who is not a relevant intermediary may appoint not more than two (2) proxies to attend and vote in his/her stead; and
- (b) a member of the Company entitled to attend and vote at the AGM and who is a relevant intermediary may appoint more than two (2) proxies provided that each proxy is appointed to exercise the rights attached to different shares held by such member.

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

A proxy need not be a Member.

If a proxy is to be appointed, the instrument appointing the proxy must be signed by the appointor or his/her/its attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised. The Proxy Form has been uploaded together with this Notice of AGM on SGXNET on the same day.

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

Members (whether individual or corporate) appointing a proxy must give specific instructions as to his/her/its manner of voting, or abstentions from voting, in the Proxy Form, failing which the appointment may be treated as invalid.

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

- (a) **by email** to [contact@foriseinternational.com](mailto:contact@foriseinternational.com); or
- (b) in hard copy **by post** to the Company's registered office at 15 Scotts, 15 Scotts Road, #04-08, Suite 22, Singapore 228218,

in any case, **not less than 48 hours** before the time appointed for holding the AGM (and at any adjournment thereof), i.e. **by no later than 2.30 p.m. on 25 April 2023**.

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**A Member who wishes to submit a Proxy Form must first download the Proxy Form, which is available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>, 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. Members are strongly encouraged to submit completed proxy forms electronically via email.**

Investors who hold shares through relevant intermediaries as defined in Section 181 of the Companies Act, including SRS Investors, who wish to appoint a proxy, should approach their respective agents, including SRS operators, to submit their votes at least seven (7) working days before the AGM, i.e. **by 5.00 p.m. on 17 April 2023**.

The Company shall be entitled to reject a Proxy Form 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 (such as in the case where the appointor submits more than one instrument of proxy).

In the case of Shares entered in the Depository Register, a Depositor's name must appear on the Depository Register maintained by CDP as at 72 hours before the time fixed for holding the AGM in order for the Depositor to be entitled to appoint the proxy.

## 8. COVID-19 Measures

The Company will continue to monitor the ongoing COVID-19 situation and reserves the right to take further measures as appropriate and at short notice, in order to comply with the various government and regulatory advisories from time to time. Any changes to the manner of conduct of the AGM will be announced on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>. Members are advised to check SGXNET regularly for updates on the AGM.

## Personal Data Privacy:

"**Personal data**" in this Notice of AGM has the same meaning as "personal data" in the Personal Data Protection Act 2012, which includes, *inter alia*, the Member's name and its proxy's and/or representative's name, address and NRIC/Passport number. By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend 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.