

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of FAR EAST GROUP LIMITED (the “**Company**”) will be convened and held by electronic means on Wednesday, 28 April 2021 at 11.00 a.m. (of which there will be a live webcast), for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and Audited Financial Statements for the financial year ended 31 December 2020 together with the Independent Auditor’s Report thereon. **(Resolution 1)**
2. To declare a final (tax exempt one-tier) dividend of 0.18 cent per ordinary share for the financial year ended 31 December 2020 (2019: Final (tax exempt one-tier) dividend of 0.18 cent per ordinary share). **(Resolution 2)**
3. To approve the payment of Directors’ fees of \$185,600 for the financial year ending 31 December 2021, payable half-yearly in arrears (2020: \$185,600). **(Resolution 3)**
4. To re-elect Loh Mun Yew, a Director retiring pursuant to Regulation 104 of the Company’s Constitution. (see *explanatory note 1*) **(Resolution 4)**
5. To re-elect Mak Yen-Chen Andrew, a Director retiring pursuant to Regulation 104 of the Company’s Constitution. (see *explanatory note 2*) **(Resolution 5)**
6. To re-elect Tan Hwee Kiong, a Director retiring pursuant to Regulation 104 of the Company’s Constitution. (see *explanatory note 3*) **(Resolution 6)**
7. To re-elect Ho Boon Chuan Wilson, a Director retiring pursuant to Regulation 114 of the Company’s Constitution. (see *explanatory note 4*) **(Resolution 7)**
8. To re-appoint Ernst & Young LLP as auditor of the Company and to authorise the Directors to fix its remuneration. **(Resolution 8)**

AS SPECIAL BUSINESS

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

9. Authority to issue Shares

That pursuant to Section 161 of the Companies Act, Chapter 50 (“**Companies Act**”) and Rule 806 of the Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), the Directors be authorised and empowered to: **(Resolution 9)**

- (a)
 - (i) allot and 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) options, warrants, debentures or other instruments convertible into Shares,

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

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

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provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued pursuant to this Resolution does not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued other than on a *pro rata* basis to shareholders of the Company does not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation 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 (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
 - (a) new Shares arising from the conversion or exercise of convertible securities;
 - (b) new Shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares;

Adjustments in accordance with sub-paragraphs (2)(a) and (2)(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;

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), the Companies Act and the Constitution for the time being of the Company; and
- (4) (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 AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

(see explanatory note 5)

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10. Renewal of Share Buyback Mandate

That for the purposes of Sections 76C and 76E of the Companies Act, the Directors be authorised to buy back Shares from time to time (whether by way of market purchases or off-market purchases on an equal access scheme) of up to 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) ascertained as at the time of passing of this Resolution, at the price of up to but not exceeding the Maximum Price as set out in the following Appendix to Shareholders and this mandate shall, unless revoked or varied by the Company in a general meeting, continue in force until the date that the next AGM of the Company is held or is required by law to be held or the date when purchases and acquisitions of Shares pursuant to the Share Buyback Mandate are carried out to the full extent mandated, whichever is the earlier.

(Resolution 10)

In this Resolution:

“Maximum Price” in relation to a Share to be purchased, means an amount (excluding applicable brokerage, stamp duties, commission, goods and services tax and other related expenses) not exceeding:

- (i) in the case of a market purchase, 105% of the Average Closing Price; and
- (ii) in the case of an off-market purchase pursuant to an equal access scheme, 120% of the Highest Last Dealt Price,

where:

“Average Closing Price” means the average of the closing market prices of a Share over the last five (5) market days on which transactions in the Shares were recorded, immediately preceding the day of the market purchase and deemed to be adjusted for any corporate action that occurs during the relevant five (5) market days and the day of the market purchase;

“Highest Last Dealt Price” means the highest price transacted for a Share as recorded on the market day on which there were trades in the Shares, immediately preceding the day of the making of the offer pursuant to the off-market purchase and deemed to be adjusted for any corporate action that occurs after the relevant market day; and

“day of the making of the offer” means the day on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from shareholders of the Company, stating the purchase price (which shall not be more than the Maximum Price for an off-market purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the off-market purchase.

11. That, subject to and contingent upon the passing of Resolution 5 by shareholders of the Company by appointing the Chairman of the AGM as proxy to vote at the AGM and the passing of Resolution 12 by shareholders of the Company by appointing the Chairman of AGM as proxy to vote at the AGM, excluding the Directors and the Chief Executive Officer of the Company, and their respective associates (as defined in the Catalist Rules):

(Resolution 11)

- (a) the continued appointment of Mak Yen-Chen Andrew as an independent Director, for purposes of Rule 406(3)(d)(iii)(A) of the Catalist Rules (which will take effect from 1 January 2022) be approved; and
- (b) the authority conferred by this Resolution shall continue in force until the earlier of the following: (i) the retirement or resignation of Mak Yen-Chen Andrew as a Director; or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution.

(see explanatory note 2)

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12. That, subject to and contingent upon the passing of Resolution 5: **(Resolution 12)**
- (a) the continued appointment of Mak Yen-Chen Andrew as an independent Director, for purposes of Rule 406(3)(d)(iii)(B) of the Catalist Rules (which will take effect from 1 January 2022) be approved; and
 - (b) the authority conferred by this Resolution shall continue in force until the earlier of the following: (i) the retirement or resignation of Mak Yen-Chen Andrew as a Director; or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution,
- provided that this Resolution shall only be proposed and voted upon if Resolution 11 is passed by shareholders of the Company by appointing the Chairman of the AGM as proxy to vote at the AGM.
- (see explanatory note 2)*
13. That, subject to and contingent upon the passing of Resolution 6 by shareholders of the Company by appointing the Chairman of the AGM as proxy to vote at the AGM and the passing of Resolution 14 by shareholders of the Company by appointing the Chairman of AGM as proxy to vote at the AGM, excluding the Directors and the Chief Executive Officer of the Company, and their respective associates (as defined in the Catalist Rules): **(Resolution 13)**
- (a) the continued appointment of Tan Hwee Kiong as an independent Director, for purposes of Rule 406(3)(d)(iii)(A) of the Catalist Rules (which will take effect from 1 January 2022) be approved; and
 - (b) the authority conferred by this Resolution shall continue in force until the earlier of the following: (i) the retirement or resignation of Tan Hwee Kiong as a Director; or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution.
- (see explanatory note 3)*
14. That, subject to and contingent upon the passing of Resolution 6: **(Resolution 14)**
- (a) the continued appointment of Tan Hwee Kiong as an independent Director, for purposes of Rule 406(3)(d)(iii)(B) of the Catalist Rules (which will take effect from 1 January 2022) be approved; and
 - (b) the authority conferred by this Resolution shall continue in force until the earlier of the following: (i) the retirement or resignation of Tan Hwee Kiong as a Director; or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution,
- provided that this Resolution shall only be proposed and voted upon if Resolution 13 is passed by shareholders of the Company by appointing the Chairman of the AGM as proxy to vote at the AGM.
- (see explanatory note 3)*
15. To transact any other business that may be properly transacted at an AGM.

BY ORDER OF THE BOARD

Wee Woon Hong
Francis Lai Kum Wai
Company Secretaries

13 April 2021
Singapore

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Explanatory Notes:

1. Mr Loh Mun Yew will, upon re-election as a Director, remain as the CEO and Executive Director of the Company. Please refer to the section entitled "Information on Directors Seeking Re-election" in the Corporate Governance Report of the Annual Report of the Company for the detailed information required pursuant to Rule 720(5) of the Catalyst Rules.
2. Mr Mak Yen-Chen Andrew will, upon re-election as a Director, remain as an independent Director, the Chairman of the Nominating Committee and a member of the Audit and Remuneration Committees of the Company. He is considered independent for the purposes of Rule 704(7) of the Catalyst Rules. Please refer to the section entitled "Information on Directors Seeking Re-election" in the Corporate Governance Report of the Annual Report of the Company for the detailed information required pursuant to Rule 720(5) of the Catalyst Rules.

Ordinary Resolutions 11 and 12 proposed in items 11 and 12 respectively above are in anticipation of Rule 406(3)(d)(iii) of the Catalyst Rules which will take effect from 1 January 2022 and provide that a director will not be independent if he has been a director for an aggregate period of more than nine years and his continued appointment as an independent director has not been sought and approved in separate resolutions by (a) all shareholders; and (b) shareholders excluding the directors and the chief executive officer of the company, and their respective associates.

Mr Mak Yen-Chen Andrew is an independent Director who has served for more than nine years from 28 June 2020. Since Mr Mak Yen-Chen Andrew is seeking re-election as a Director at the AGM, the Company is proposing to seek, at the same time, the requisite approvals from shareholders for his continued appointment as an independent Director. Please refer to the Corporate Governance Report at Provision 2.1 of the Annual Report of the Company for the Board's review of the independence of Mr Mak Yen-Chen Andrew.

If Ordinary Resolution 11 and/or Resolution 12 are not passed, Mr Mak Yen-Chen Andrew will be re-designated to non-executive director and will step down as chairman while remaining a member of the Nominating Committee, as the Group continues its search for new independent director to comply with the requirement of the Code of Corporate Governance 2018 and the Catalyst Rules.

3. Mr Tan Hwee Kiong will, upon re-election as a Director, remain as an independent Director, the Chairman of the Remuneration Committee and a member of the Audit and Nominating Committees of the Company. He is considered independent for the purposes of Rule 704(7) of the Catalyst Rules. Please refer to the section entitled "Information on Directors Seeking Re-election" in the Corporate Governance Report of the Annual Report of the Company for the detailed information required pursuant to Rule 720(5) of the Catalyst Rules.

Ordinary Resolutions 13 and 14 proposed in items 13 and 14 respectively above are in anticipation of Rule 406(3)(d)(iii) of the Catalyst Rules which will take effect from 1 January 2022 and provide that a director will not be independent if he has been a director for an aggregate period of more than nine years and his continued appointment as an independent director has not been sought and approved in separate resolutions by (a) all shareholders; and (b) shareholders excluding the directors and the chief executive officer of the company, and their respective associates.

Mr Tan Hwee Kiong is an independent Director who has served for more than nine years from 28 June 2020. Since Mr Tan Hwee Kiong is seeking re-election as a Director at the AGM, the Company is proposing to seek, at the same time, the requisite approvals from shareholders for his continued appointment as an independent Director. Please refer to the Corporate Governance Report at Provision 2.1 of the Annual Report of the Company for the Board's review of the independence of Mr Tan Hwee Kiong.

If Ordinary Resolution 13 and/or Resolution 14 are not passed, Mr Mak Yen-Chen Andrew will be re-designated to non-executive director and will step down as chairman while remaining a member of the Nominating Committee, as the Group continues its search for new independent director to comply with the requirement of the Code of Corporate Governance 2018 and the Catalyst Rules.

4. Mr Ho Boon Chuan Wilson will, upon re-election as a Director, remain as the Lead Independent Director, the Chairman of the Audit Committee and a member of the Nominating and Remuneration Committees of the Company. He is considered independent for the purposes of Rule 704(7) of the Catalyst Rules. Please refer to the section entitled "Information on Directors Seeking Re-election" in the Corporate Governance Report of the Annual Report of the Company for the detailed information required pursuant to Rule 720(5) of the Catalyst Rules.
5. Ordinary Resolution 9 proposed in item 9 above, if passed, will empower the Directors, effective 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 earliest, to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings), of which up to 50% may be issued other than on a *pro rata* basis to shareholders of the Company.

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Measures to Minimize Risk of Community Spread of 2019 Novel Coronavirus (“COVID-19”):

Printed copies of this notice and the accompanying Annual Report and Proxy Form will NOT be sent to members. These documents will be sent to members by electronic means via publication on the Company’s website at the URL <http://www.fareastgroup.com.sg/> and on the SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.

Alternative arrangements relating to members’ participation at the AGM are: (a) observing the AGM proceedings contemporaneously via a live webcast and live audio feed of the AGM proceedings (“**Live AGM Webcast**” and “**Live AGM Audio Feed**”, respectively); (b) submitting questions in advance in relation of the resolutions set out in the Notice of AGM; and (c) appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM.

Members will be able to participate in the AGM in manner set out in the paragraphs below.

Live AGM Webcast and Live AGM Audio Feed:

1. The Live AGM Webcast and the Live AGM Audio Feed will take place on Wednesday, 28 April 2021 at 11.00 a.m. in place of the physical AGM. **Members will be able to watch or listen to the AGM proceedings through the Live AGM Webcast or the Live AGM Audio Feed via mobile phone, tablet, computer or any such electronic device. The Company will not accept any physical attendance by members. Any member seeking to attend the AGM physically in person will be turned away.**
2. In order to do so, members must pre-register online the Company’s website at www.fareastgroup.com.sg (the “**Registration Link**”) by 11.00 a.m. on 26 April 2021 (the “**Registration Deadline**”), being not less than 48 hours before the time appointed for holding the AGM, to enable the Company to verify their members’ status. Following verification and upon closure of pre-registration, authenticated members will receive email instructions to access the Live AGM Webcast and the Live AGM Audio Feed of the AGM proceedings by 11.00 a.m. on 27 April 2021 (being 24 hours before the time appointed for the holding of the AGM). Members are reminded that the AGM proceedings are private. Accordingly, members must not forward the abovementioned email instructions to any other person who is not a member and who is not entitled to attend the AGM. Only one person will be allowed to the Live AGM Webcast per registration.
3. Members who register by the Registration Deadline but do not receive the abovementioned email instructions by 11.00 a.m. on 27 April 2021 may contact the Company’s technical support by email at FEGAGM@fareastref.com.sg for assistance.
4. Persons who hold shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act), including investors who buy shares using SRS monies (“**SRS Investors**”), and who wish to participate in the AGM should, in addition to pre-registering online, contact their respective relevant intermediaries (which would include SRS Operators) through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.

Submission of Questions in Advance:

1. **Please note that members will not be able to raise questions at the AGM during the Live AGM Webcast or the Live AGM Audio Feed, and therefore it is important for members to pre-register their participation in order to be able to submit their questions in advance of the AGM.**
2. Members may submit questions relating to the items on the resolutions set out in the Notice of AGM in advance:
 - (a) by post to the Company’s appointed polling agent, Boardroom Corporate & Advisory Services Pte Ltd, at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or
 - (b) via the Registration Link.All questions must be submitted by 11.00 a.m. on 25 April 2021 (being 72 hours before the time appointed for the holding of the AGM).
3. A member who wishes to submit his questions by post is required to indicate his full name (for individuals)/company name (for corporates), NRIC/passport number/company registration number, contact number, shareholding type and number of shares held together with his submission of questions, to the office address provided.
4. Persons who hold shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act), including SRS Investors, can also submit their questions related to the resolutions to be tabled for approval at the AGM based on the abovementioned instructions.
5. Responses to questions from members will be posted on the SGXNET and the Company’s website before the AGM, or if answered during the AGM, to be included in the minutes of the AGM which will be published on the SGXNET and the Company’s website within one (1) month after the date of the AGM.

Submission of Proxy Forms to Vote:

1. **Members will not be able to vote online or through the Live AGM Webcast or the Live AGM Audio Feed on the resolutions to be tabled for approval at the AGM. Members who wish to exercise their votes must submit a proxy form to appoint the Chairman of the AGM to cast votes on their behalf.** Members (whether individual or corporate) appointing the Chairman of the AGM as proxy must give specific instructions as to his manner of voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid. The Chairman of the AGM, as proxy, need not be a member of the Company. The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, it must be executed either under its common seal or signed by its attorney or officer duly authorised.

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2. The proxy form, duly executed together with the power of attorney or other authority, if any, under which the instrument of proxy is signed or a notarially certified copy of that power of attorney or other authority (failing previous registration with the Company), must be submitted:
 - (a) by post to the Company's appointed polling agent, Boardroom Corporate & Advisory Services Pte Ltd, at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or
 - (b) by email to proxyform@fareastref.com.sg, in each case, not less than 72 hours before the time appointed for holding the AGM, i.e. by 11.00 a.m. on 25 April 2021.
3. A member who wishes to submit the proxy form must download, complete and sign the proxy form, then submit by post to the address provided above, or sending it by email to the email address provided above. **Members are strongly encouraged to submit completed Proxy Forms electronically via email.**
4. Investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act), including SRS Investors, who wish to exercise their votes by appointing the Chairman of the AGM as proxy should approach their respective relevant intermediaries (which would include SRS Operators) through which they hold such shares in order to submit their voting instructions at least seven (7) working days before the AGM (i.e. by 11.00 a.m. on 21 April 2021) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the AGM to vote on their behalf by 11.00 a.m. on 25 April 2021.
5. The Company shall be entitled to reject the instrument appointing the Chairman of the AGM as proxy 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 the Chairman of the AGM as proxy (such as in the case where the appointor submits more than one instrument of proxy).
6. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time appointed for holding the AGM in order for the Depositor to be entitled to attend and vote at the AGM.

IMPORTANT NOTICE: Due to the evolving COVID-19 situation in Singapore, the Company may change the AGM arrangements at short notice. The Company will announce any changes to the holding or conduct of the AGM via the SGXNET. Members are advised to check our Company website at www.fareastgroup.com.sg or the SGXNET at <https://www.sgx.com/securities/company-announcements> regularly for updates on the AGM.

The Company wishes to thank all shareholders for their patience and co-operation in enabling the Company to hold the AGM with the optimum safe distancing measures amidst the current COVID-19 pandemic.

Personal Data Privacy:

By (a) submitting a form appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, or (b) submitting details for the registration to observe the proceedings of the AGM via the Live AGM Webcast or the Live AGM Audio Feed, or (c) submitting any question prior to the AGM in accordance with this notice, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

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

The member's personal data and its 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 abovementioned purposes, and retained for such period as may be necessary for the Company's verification and record purposes.

This notice has been reviewed by the Company's sponsor, SAC Capital Private Limited (the "Sponsor"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (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 Lee Khai Yinn (Tel: (65) 6232 3210) at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.