

FU YU CORPORATION LIMITED

Company Registration No. 198004601C
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**Annual General Meeting**” or the “**AGM**”) of **FU YU CORPORATION LIMITED** (the “**Company**”) will be held at Chartroom, Level 2, Raffles Marina, 10 Tuas West Drive, Singapore 638404 on Thursday, 30 April 2026 at 10.00 a.m. (Singapore time) for the purpose of transacting the following business:

ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements for the financial year ended 31 December 2025, together with the Auditors’ Report thereon. **(Resolution 1)**
2. To re-elect the following Directors of the Company who will be retiring by rotation pursuant to Regulation 110 of the Constitution of the Company and who, being eligible, offers themselves for re-election:
 - (a) Mr Gilbert L. Rodrigues; and *[See Explanatory Note (i)]* **(Resolution 2)**
 - (b) Mr Yang Zhenrong. *[See Explanatory Note (ii)]* **(Resolution 3)**
3. To re-elect Mr Lim Wei De, Victor who will be retiring pursuant to Regulation 115 of the Constitution of the Company and who, being eligible, offers himself for re-election. *[See Explanatory Note (iii)]* **(Resolution 4)**
4. To approve the payment of Directors’ fees of S\$118,615 for financial year ended 31 December 2025. **(Resolution 5)**
5. To approve the payment of Directors’ fees of S\$232,000 for the financial year ending 31 December 2026, payable quarterly in arrears. **(Resolution 6)**
6. To note that Baker Tilly TFW LLP will not seek re-appointment as the Auditors of the Company. *[See Explanatory Note (iv)]*

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions, with or without modifications:

7. Authority to allot and issue shares in the capital of the Company

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

- (a) issue shares in the Company (the “**Shares**”) whether by way of rights, bonus or otherwise; or
- (b) make or grant offers, agreements or options (collectively, the “**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 into Shares; and

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

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

provided that:

- (1) 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) does not exceed fifty per cent (50%) of the Company’s 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 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) does not exceed twenty per cent (20%) of the Company’s 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 Company's total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
- (i) new Shares arising from the conversion or exercise of the Instruments or any convertible securities;
 - (ii) new Shares arising from exercising share options or vesting of share awards, provided that the share options or share awards (as the case may be) were granted in compliance with the Listing Manual of the SGX-ST; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of Shares;
- provided further that adjustments in accordance with sub-paragraphs (2)(i) and (ii) 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 this Resolution, "**subsidiary holdings**" shall have the meaning ascribed to it in the Listing Manual of the SGX-ST;
- (4) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (5) (unless revoked or varied by the Company in 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 (v)]

(Resolution 7)

8. Proposed adoption of the Share Purchase Mandate

All capitalised terms in the Resolution 8 below and defined in the Letter to Shareholders dated 15 April 2026 (the "**Letter**") shall, unless otherwise defined herein, have the respective meanings ascribed thereto in the Letter.

THAT:

- (a) for the purposes of Sections 76C and 76E of the Companies Act 1967 (the "**Companies Act**"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares of the Company ("**Shares**") not exceeding in aggregate the Maximum Percentage, at such price or prices as may be determined by the Directors from time to time up to either the Maximum Market Purchase Price, or the Maximum Off-Market Purchase Price (as the case may be), whether by way of:
- (i) market purchase(s) ("**Market Purchases**") on the Singapore Exchange Securities Trading Limited ("**SGX-ST**") or on any other securities exchange on which the Shares may for the time being be listed and quoted ("**Other Exchange**"); and/or
 - (ii) off-market purchase(s) (if effected otherwise than on the SGX-ST or, as the case may be, Other Exchange) ("**Off-Market Purchases**"), in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,
- and otherwise in accordance with all other laws and regulations and rules of the SGX-ST or, as the case may be, the Other Exchange, as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Purchase Mandate**");
- (b) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:
- (i) the date on which the next annual general meeting of the Company is held;

- (ii) the date by which the next annual general meeting of the Company is required by law to be held; and
 - (iii) the date on which purchases and acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated; and
- (c) for purposes of this Resolution:
- (i) **“Average Closing Price”** means the average of the closing market prices of a Share over the last five (5) Market Days on which the Shares are transacted on the SGX-ST immediately preceding the day of the Market Purchase or, as the case may be, 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 during such five (5) Market Days period and the day on which the Market Purchase is made or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase;
 - (ii) **“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, stating the purchase price (which shall not be more than the Maximum Off-Market Purchase Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;
 - (iii) **“Market Day”** means a day on which the SGX-ST is open for trading in securities;
 - (iv) **“Maximum Market Purchase Price”** means in the case of a Market Purchase, 105% of the Average Closing Price of the Shares;
 - (v) **“Maximum Off-Market Purchase Price”** means in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price of the Shares; and
 - (vi) **“Maximum Percentage”** means 10% of the total number of issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares and subsidiary holdings (as defined in the Listing Manual of the SGX-ST)); and
- (d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.

[See Explanatory Note (vi)]

(Resolution 8)

By Order of the Board

Ong Beng Hong
Lee Yuan
Company Secretaries
15 April 2026

Explanatory Notes:

- (i) **Ordinary Resolution 2** is to re-elect Mr Gilbert L. Rodrigues who will be retiring by rotation pursuant to Regulation 110 of the Constitution of the Company. Mr Gilbert L. Rodrigues will, upon re-election, remain as Independent Non-Executive Chairman and Member of each of the Audit, Remuneration and Nominating Committees. The Board of Directors considers Mr Gilbert L. Rodrigues to be independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.
- (ii) **Ordinary Resolution 3** is to re-elect Mr Yang Zhenrong who will be retiring by rotation pursuant to Regulation 110 of the Constitution of the Company. Mr Yang Zhenrong will, upon re-election, remain as Independent Non-Executive Director, Chairman of the Remuneration Committee and Member of the Nominating Committee.
- (iii) **Ordinary Resolution 4** is to re-elect Mr Lim Wei De, Victor who will be retiring pursuant to Regulation 115 of the Constitution of the Company. Mr Lim Wei De, Victor will, upon re-election, remain as Managing Director of the Company.

Detailed information of all retiring directors including information as set out in Appendix 7.4.1 of the Listing Manual can be found under “Board of Directors”, “Corporate Governance Report”, “Directors’ Statement” and “Additional Information on Directors Seeking Re-election” sections of the Company’s Annual Report.

- (iv) The auditors of the Company, Baker Tilly TFW LLP, have expressed their intention not to seek re-appointment at this AGM. The Board of the Company, in consultation with the Audit Committee, will be taking necessary steps to appoint another firm of auditors to act as the auditors of the Company, in place of Baker Tilly TFW LLP. In line with Rule 712(3) of the Listing Manual of the SGX-ST (the “**Listing Rules**”), the Company will seek shareholders’ approval for the appointment of the incoming auditors of the Company at an Extraordinary General Meeting of the Company to be held in due course, in any case, not more than 3 months after the date of this AGM, in accordance with the relevant Listing Rules and provisions of the Companies Act 1967 of Singapore. The Company will make further announcement(s) in due course.
- (v) **Ordinary Resolution 7**, if passed, will authorise and empower the Directors of the Company from the date of the AGM to issue Shares and to make or grant Instruments (such as warrants or debentures) convertible into Shares, and to issue Shares in pursuance of such Instruments, without seeking any further approval from shareholders in general meeting but within the limitation imposed by this Resolution, for such purposes as the Directors may consider would be in the best interests of the Company. The aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be allotted and issued would not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this resolution is passed, of which the total number of Shares that may be issued other than on a pro-rata basis to shareholders shall not exceed twenty per cent (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time the resolution is passed. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.
- (vi) **Ordinary Resolution 8**, if passed, will empower the Directors effective 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, to repurchase Shares by way of market purchases or off-market purchases of up to 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company as at the date of the AGM at which the Resolution is passed. The rationale for, the authority and limitation on, the sources of funds to be used for the purchase or acquisition including the amount of financing and the financial effects of the purchase or acquisition of Shares by the Company pursuant to the Share Purchase Mandate on the audited consolidated financial statements of the Company and its subsidiaries for FY2025 are set out in greater detail in the Letter.

Notes:

1. The Annual General Meeting will be held, in a **wholly physical format**, at Chartroom, Level 2, Raffles Marina, 10 Tuas West Drive, Singapore 638404 on Thursday, 30 April 2026 at 10.00 a.m.. **There will be no option for members of the Company (“Members”) to participate virtually.** Printed copies of this Notice of AGM, the accompanying proxy form and the Request Form will be sent by post to Members (collectively, the “**Documents**”). The Documents will also be published on the Company’s website at the URL <https://www.fuyucorp.com/investor-relations/annual-reports/> and <https://www.fuyucorp.com/investor-relations/agm-egm/>, as well as on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
2. A Member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies. Where such shareholder’s proxy form appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument appointing the proxies.
3. A Member who is a relevant intermediary is entitled to appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such shareholder’s proxy form appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.

“**Relevant intermediary**” has the meaning ascribed to it in Section 181 of the Companies Act 1967.
4. A proxy need not be a Member. A Member may choose to appoint the Chairman of the Meeting as his/her/its proxy.
5. CPF and SRS investors:
 - (a) may vote at the Annual General Meeting 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 Meeting as proxy to vote on their behalf at the Annual General Meeting, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 20 April 2026.
6. The proxy form must be submitted to the Company in the following manner:
 - (a) if submitted by post, be lodged at the registered office of the Company at 8 Tuas Drive 1, Singapore 638675; or
 - (b) if submitted electronically, be submitted via email to the Company at agm@fuyucorp.com.

in either case, by 10.00 a.m. on 27 April 2026, being not less than 72 hours before the time appointed for holding the AGM.

A Member who wishes to submit the proxy form must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above. **Members are strongly encouraged to submit completed proxy forms electronically via email.**

7. The proxy form must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the proxy form is executed by a corporation, it must be executed either under its seal, executed as a deed in accordance with the Companies Act or under the hand of an attorney or an officer duly authorised, or in some other manner approved by the Directors. Where the proxy form 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 proxy form, failing which the proxy form may be treated as invalid.
8. In the case of Members whose Shares are entered against their names in the Depository Register, the Company may reject any proxy form lodged if such members are not shown to have Shares entered against their names in the Depository Register, as at 72 hours before the time appointed for holding the AGM as certified by The Central Depository (Pte) Limited to the Company.
9. Members, including CPF and SRS investors, may submit substantial and relevant questions related to the resolutions to be tabled for approval at the Annual General Meeting in advance of the Annual General Meeting:
 - (a) by post to the registered office of the Company at 8 Tuas Drive 1, Singapore 638675; or
 - (b) via email to the Company at agm@fuyucorp.com.

When submitting questions by post or via email, Members should also provide the following details: (i) the Member's full name; (ii) the Member's address; and (iii) the manner in which the Member holds shares in the Company (e.g., via CDP, CPF, SRS and/or scrip), for verification purposes. All questions submitted in advance must be received by 5.00 p.m. on 23 April 2026.

10. All substantive and relevant questions related to the resolutions to be tabled for approval at the AGM received in advance of the AGM by 5.00 p.m. on 23 April 2026, will be addressed and published at least 48 hours prior to the deadline for the submission of the proxy form on the Company's website at <https://www.fuyucorp.com/investor-relations/agm-egm/> and the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. The Company will respond to questions or follow-up questions submitted after 5.00 p.m. on 23 April 2026 either within a reasonable timeframe before the AGM, or at the AGM itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.
11. Members, including CPF and SRS investors, and (where applicable) duly appointed proxies and representatives can also ask the Chairman of the Meeting substantial and relevant questions related to the resolutions to be tabled for approval at the AGM, at the AGM itself.
12. The Annual Report for the financial year ended 31 December 2025 (the "**Annual Report 2025**") and the Letter to Shareholders dated 15 April 2026 in relation to the proposed adoption of the share purchase mandate (the "**Letter**") have been published and may be accessed at the Company's website as follows:
 - (a) the Annual Report 2025 may be accessed at the URL <https://www.fuyucorp.com/investor-relations/annual-reports/> by clicking on "2025 Annual Report"; and
 - (b) the Letter may be accessed at the URL <https://www.fuyucorp.com/investor-relations/agm-egm/> by clicking on "Letter to Shareholders".

The above documents may also be accessed at the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. Members may request for printed copies of these documents by completing and submitting the Request Form sent to them by post together with printed copies of this Notice and the accompanying proxy form, or otherwise made available on the Company's website at the URL <https://www.fuyucorp.com/investor-relations/agm-egm/> and the SGX website at the URL <https://www.sgx.com/securities/company-announcements>, by 5.00 p.m. on 23 April 2026.

Personal data privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a Member (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, take-over 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 to provide the Company with written evidence of such prior consent upon reasonable request.