

CIRCULAR DATED 6 JUNE 2022

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

This Circular is issued by Fortress Minerals Limited (the “**Company**”). **If you are in any doubt as to the action that you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser(s) immediately.**

If you have sold or transferred all your shares in the capital of the Company held through The Central Depository (Pte) Limited (“**CDP**”), you need not forward this Circular to the purchaser or transferee, as arrangements will be made by CDP for a separate Circular to be sent to the purchaser or transferee. If you have sold or transferred all your shares in the capital of the Company represented by physical share certificate(s), you should immediately forward this Circular, together with the Notice of Extraordinary General Meeting (“**EGM**”) and the enclosed Proxy Form to the purchaser or transferee or to the bank, stockbroker or agent through whom the sale or transfer was effected, for onward transmission to the purchaser or the transferee. Printed copies of this Circular, the Notice of EGM and the enclosed Proxy Form will NOT be sent to shareholders of the Company.

This Circular has been reviewed by the Company’s sponsor, PrimePartners Corporate Finance Pte. Ltd. (the “**Sponsor**”). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the “**Exchange**”) and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this Circular. The Sponsor has also not drawn on any specific technical expertise in its review of this Circular.

The contact person for the Sponsor is Ms Jennifer Tan, 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, sponsorship@ppcf.com.sg.



fortress
FORTRESS MINERALS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 201732608K)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

THE PROPOSED ADOPTION OF THE SHARE BUY-BACK MANDATE

IMPORTANT DATES AND TIMES:

Last date and time to pre-register online to attend the EGM	:	14 June 2022 at 11:30 a.m.
Last date and time for lodgement of Proxy Form	:	19 June 2022 at 11:30 a.m.
Date and time of the EGM	:	22 June 2022 at 11:30 a.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 11:00 a.m. on the same day)
Place of the EGM	:	The EGM will be held by way of electronic means

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DEFINITIONS

In this Circular, the following definitions apply throughout unless otherwise stated:

General

- “ACRA” or “Registrar of Companies”** : The Accounting and Corporate Regulatory Authority of Singapore
- “AGM”** : Annual general meeting
- “Alternative Arrangements Order”** : The COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020
- “Approval Date”** : The date of the EGM at which the Proposed Adoption of the Share Buy-Back Mandate is approved by Shareholders
- “Associate”** : (a) In relation to any Director, chief executive officer, Substantial Shareholder or Controlling Shareholder (being an individual) means:
- (i) his immediate family;
 - (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and
 - (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of thirty per cent. (30%) or more; and
- (b) In relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of thirty per cent. (30%) or more
- “Average Closing Market Price”** : The average of the closing market prices of the Shares over the last five (5) Market Days, on which transactions in the Shares were recorded before the day on which the purchases or acquisitions are made, and deemed to be adjusted for any corporate action that occurs during the relevant five (5)-day period and the day on which the purchases or acquisitions are made

DEFINITIONS

“Board” or “Board of Directors”	:	The board of directors of the Company
“Catalist Rules”	:	Any or all of the rules in the Listing Manual Section B: Rules of Catalist, as the case may be, as amended, supplemented or modified from time to time
“CDP”	:	The Central Depository (Pte) Limited
“Circular”	:	This circular dated 6 June 2022
“Company”	:	Fortress Minerals Limited
“Companies Act”	:	The Companies Act 1967 of Singapore (2020 Revised Edition), as may be amended, supplemented or modified from time to time
“Constitution”	:	The constitutive documents of the Company for the time being in force as originally framed, or as amended or modified from time to time
“Controlling Shareholder”	:	A person who: (i) holds directly or indirectly fifteen per cent. (15%) or more of the nominal amount of all voting shares in the Company. The SGX-ST may determine that a person who satisfies this paragraph (i) is not a controlling shareholder; or (ii) in fact exercises control over the Company
“Council”	:	The Securities Industry Council
“CPF”	:	The Central Provident Fund
“Depositor”	:	Has the meaning ascribed to it in Section 81SF of the SFA
“Depository Agent”	:	Has the meaning ascribed to it in Section 81SF of the SFA
“Depository Register”	:	Has the meaning ascribed to it in Section 81SF of the SFA
“Director”	:	A director of the Company from time to time
“EGM”	:	Extraordinary general meeting
“EPS”	:	Earnings per Share
“FY” or “Financial Year”	:	Financial year ending or ended 28 February or 29 February, as the case may be

DEFINITIONS

“FY2022”	:	Financial Year ended 28 February 2022
“Group”	:	The Company and its Subsidiaries
“Latest Practicable Date”	:	23 May 2022, being the latest practicable date prior to the release of this Circular
“Market Day”	:	A day on which the SGX-ST is open for trading of securities
“Maximum Price”	:	(a) In the case of an On-Market Share Buy-Back, 105 per cent. (105%) of the Average Closing Market Price of the Shares; and (b) in the case of an Off-Market Share Buy-Back, 120 per cent. (120%) of the Average Closing Market Price of the Shares
“NAV”	:	Net asset value
“Notice of EGM”	:	Notice of the EGM dated 6 June 2022
“NTA”	:	Net tangible assets
“Off-Market Share Buy-Back”	:	Off-market purchases (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as defined in Section 76C of the Companies Act as may be determined or formulated by the Directors as they may consider fit and in the best interests of the Company, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the Catalist Rules
“On-Market Share Buy-Back”	:	On-market purchases transacted on Catalist through the SGX-ST’s ready market or, as the case may be, any other stock exchange on which the Shares may, for the time being, be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose of the Share Buy-Back
“Proposed Adoption of the Share Buy-back Mandate”	:	The proposed adoption of the Share Buy-Back Mandate
“Proxy Form”	:	The proxy form in respect of the EGM
“Register of Directors’ Shareholdings”	:	A register of the shareholdings of the directors of the Company
“Register of Members”	:	A register of the members of the Company

DEFINITIONS

“Register of Substantial Shareholders”	:	A register of the Substantial Shareholders
“Relevant Period”	:	The period commencing on and from the Approval Date, up to the earliest of: <ul style="list-style-type: none">(i) the conclusion of the next AGM or the date by which such AGM is required by law to be held;(ii) the date on which the Share Buy-Backs are carried out to the full extent mandated; or(iii) the date on which the authority conferred by the Share Buy-Back Mandate is revoked or varied by the Shareholders in a general meeting
“Required Price”	:	In relation to the offer required to be made under the provisions of Rule 14.1 of the Take-over Code, the offer shall be in cash or be accompanied by a cash alternative at a price in accordance with Rule 14.3 which is the highest of the highest price paid by the offerors and/or person(s) acting in concert with them for the Company’s Shares (i) during the offer period and within the preceding six (6) months, (ii) acquired through the exercise of instruments convertible into securities which carry voting rights within six (6) months of the offer and during the offer period, or (iii) acquired through the exercise of rights to subscribe for, and options in respect of, securities which carry voting rights within six (6) months of the offer or during the offer period; or at such price as determined by the Council under Rule 14.3 of the Take-over Code
“Securities Accounts”	:	The securities account maintained with CDP, but not including the securities accounts maintained with a Depository Agent
“SFA”	:	The Securities and Futures Act 2001 of Singapore (2020 Revised Edition), as may be amended, supplemented or modified from time to time
“SGXNET”	:	A system network used by listed companies to send information and announcements to the SGX-ST or any other system network prescribed by the SGX-ST
“SGX-ST”	:	The Singapore Exchange Securities Trading Limited
“Share Buy-Back”	:	The purchase or acquisitions of Shares by the Company pursuant to the Share Buy-Back Mandate, which can be by way of an Off-Market Share Buy-Back or an On-Market Share Buy-Back

DEFINITIONS

“Share Buy-Back Guidance Note”	:	The share buy-back guidance note found in Appendix 2 of the Take-over Code, as may be amended, supplemented or modified from time to time
“Share Buy-Back Mandate”	:	The general mandate given by Shareholders to authorise the Directors to purchase or acquire Shares in accordance with the terms set out in this Circular and the rules and regulations set forth in the Companies Act and the Catalyst Rules
“Shareholders”	:	Registered holders of Shares except that where the registered holder is CDP, the term “Shareholders” in relation to Shares held by CDP shall, where the context admits, means the persons named as Depositors in the Depository Register maintained by CDP and to whose Securities Accounts such Shares are credited
“Shares”	:	Ordinary shares in the capital of the Company
“SRS”	:	Supplementary Retirement Scheme
“Subsidiary”	:	Has the meaning ascribed to it in Section 5 of the Companies Act
“Subsidiary Holdings”	:	Shares held by a Subsidiary in accordance with the Companies Act
“Substantial Shareholder”	:	A person who has an interest or interests (directly or indirectly) in voting Shares representing not less than five per cent. (5%) of all the voting Shares
“Take-over Code”	:	The Singapore Code on Take-overs and Mergers, as may be amended, supplemented or modified from time to time
“Treasury Shares”	:	Issued Shares which were (or are treated as having been) purchased or acquired by the Company in circumstances which Section 76H of the Companies Act applies and have, since they were so purchased or acquired, been continuously held by the Company since such Shares were so purchased or acquired

Currencies, units and others

“US\$” and “US\$ cents”	:	United States of America dollars and cents respectively, the lawful currency of the United States of America
“%” or “per cent.”	:	Percentage or per centum

DEFINITIONS

Any reference in this Circular to any enactment is a reference to that enactment for the time being in force, as may be amended or re-enacted. Any word defined under the Companies Act, the Catalist Rules, the SFA, the Take-over Code or any statutory modification thereof and used in this Circular shall have the meaning assigned to it under the Companies Act, Catalist Rules, SFA, Take-over Code or its statutory modification, as the case may be, unless the context otherwise requires.

Words importing the singular number shall include the plural number where the context admits and *vice versa*. Words importing the masculine gender shall include the feminine gender where the context admits. Reference to persons shall, where applicable, include corporations.

Any reference to any agreement or document shall include such agreement or document as amended, modified, varied, novated, supplemented or replaced from time to time.

Any reference to a time of day or date in this Circular is a reference to a time of day or date, as the case may be, in Singapore, unless otherwise stated.

Any discrepancies in this Circular between the sum of the figures stated and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures that precede them.

LETTER TO SHAREHOLDERS

FORTRESS MINERALS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 201732608K)

Directors:

Chew Wai Chuen (Independent Non-Executive Chairman)
Dato' Sri Ivan Chee (Executive Director and Chief Executive Officer)
Ng Mun Fey (Executive Director and Chief Operating Officer)
Willa Chee Keng Fong (Non-Executive and Non-Independent Director)
Teh Lip Kim (Non-Executive and Non-Independent Director)
Loong Ching Hong (Non-Executive and Non-Independent Director)
Anita Chew Cheng Im (Independent Non-Executive Director)
Goh Kah Im (Independent Non-Executive Director)

Registered Office:

77 Robinson Road,
#06-03, Robinson 77,
Singapore 068896

6 June 2022

To: **The Shareholders of Fortress Minerals Limited**

Dear Sir/Madam,

THE PROPOSED ADOPTION OF THE SHARE BUY-BACK MANDATE

1. INTRODUCTION

It is a requirement under the Companies Act and the Catalist Rules that a company that wishes to purchase or otherwise acquire its own shares must obtain the approval of its shareholders at a general meeting. Accordingly, approval is being sought from the Shareholders for the adoption of the Share Buy-Back Mandate at the upcoming EGM. If approved at the EGM, the Share Buy-Back Mandate will take effect from the date thereof and continue in force until the date of the next AGM of the Company or otherwise as set out in Section 2.2.2 below. The proposed renewal of the Share Buy-Back Mandate may be tabled at each subsequent AGM of the Company for Shareholders' approval, at the discretion of the Directors.

The purpose of this Circular is to provide Shareholders with the relevant information relating to, and to seek Shareholders' approval for the Proposed Adoption of the Share Buy-Back Mandate. The Notice of EGM has been, or will be, made available to Shareholders on the same date as the date of this Circular via SGXNET and may also be accessed via the Company's website at <https://www.fortress.sg>.

The Directors of the Company propose to convene an EGM to be held on 22 June 2022 at 11:30 a.m. (or as soon thereafter following the conclusion or adjournment of the AGM of the Company to be held at 11:00 a.m. on the same day) by electronic means to seek Shareholders' approval for the Proposed Adoption of the Share Buy-Back Mandate.

If you are in any doubt as to the course of action to take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

LETTER TO SHAREHOLDERS

2. THE PROPOSED ADOPTION OF THE SHARE BUY-BACK MANDATE

2.1 Rationale for the Proposed Adoption of the Share Buy-Back Mandate

The Company proposes to seek Shareholders' approval for the Proposed Adoption of the Share Buy-Back Mandate to give the Directors the flexibility to undertake Share Buy-Backs at any time when circumstances permit, with the objective of increasing Shareholders' value and to improve, *inter alia*, the return of equity of the Group. A Share Buy-Back made at an appropriate price level is one of the ways through which the return on equity of the Group may be enhanced.

The Directors believe that the Share Buy-Back Mandate provides the Company with a mechanism to facilitate the return of surplus cash over and above the Group's working capital requirements in an expedient and cost efficient manner. Share Buy-Backs also allow the Directors to exercise control over the Company's share structure and, depending on market conditions, may lead to an enhancement of the EPS and/or NTA per Share. The Directors further believe that Share Buy-Backs may also help to mitigate short-term market volatility and offset the effects of share price speculation.

If and when circumstances permit, the Directors will decide whether to effect the Share Buy-Backs via On-Market Share Buy-Backs or Off-Market Share Buy-Backs, after taking into account the amount of surplus cash available, the then prevailing market conditions and the most cost effective and efficient approach.

Share Buy-Backs will only be undertaken as and when the Directors consider it to be in the best interests of the Company and/or Shareholders. Shareholders should note that although the Share Buy-Back Mandate will authorise purchases or acquisitions of Shares to be carried out up to the 4.67 per cent. (4.67%) limit as elaborated in Section 2.2.1 below, the Company may not fully utilise the 4.67 per cent. (4.67%) limit. No Share Buy-Backs will be made in circumstances which the Directors believe will have or may have a material adverse effect on the public float, the liquidity and the orderly trading of the Shares, or the financial position, working capital requirements and gearing level of the Company and the Group.

2.2 Authority and limits of the Share Buy-Back Mandate

The authority and limitations placed on the Share Buy-Backs by the Company under the Share Buy-Back Mandate, if adopted at the upcoming EGM, are summarised below.

2.2.1 Maximum number of Shares

Only Shares that are issued and fully paid-up may be purchased or acquired by the Company pursuant to the Share Buy-Back Mandate.

In order to maintain the free float of the Shares, the total number of Shares that may be purchased or acquired by the Company pursuant to the Share Buy-Back Mandate during the Relevant Period is limited to that number of Shares representing not more than 4.67 per cent. (4.67%) of the total issued ordinary share capital of the Company (excluding Treasury Shares and Subsidiary Holdings, as ascertained as at the Approval Date, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act at any time during the Relevant Period, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered). For further details, please refer to Section 2.8 of this Circular.

LETTER TO SHAREHOLDERS

For the purposes of calculating the percentage of issued Shares above, any of the Shares which are held as Treasury Shares and any Subsidiary Holdings will be disregarded.

For illustrative purposes only, based on the existing issued and paid-up capital of the Company as at the Latest Practicable Date of US\$22,463,273 comprising 500,000,000 Shares, after disregarding nil Shares held as Treasury Shares and nil Subsidiary Holdings held, and assuming that no further Shares are issued on or prior to the EGM, not more than 23,344,700 Shares (representing 4.67 per cent. (4.67%) of the issued ordinary share capital of the Company as at the date of the EGM, excluding Treasury Shares and Subsidiary Holdings) may be purchased or acquired by the Company pursuant to the Share Buy-Back Mandate.

2.2.2 Duration of authority

Under the Share Buy-Back Mandate, Share Buy-Backs may be made, at any time and from time to time, on and from the Approval Date, up to the earliest of:

- (i) the conclusion of the next AGM or the date by which such AGM is required by law to be held;
- (ii) the date on which the Share Buy-Backs are carried out to the full extent mandated; or
- (iii) the date on which the authority conferred by the Share Buy-Back Mandate is revoked or varied by the Shareholders in a general meeting.

The authority conferred on the Directors by the Share Buy-Back Mandate to purchase or acquire Shares may be renewed at each AGM or other general meeting of the Company. When seeking the approval of the Shareholders for the Proposed Adoption of the Share Buy-Back Mandate, the Company is required to disclose details pertaining to any Share Buy-Backs made during the previous twelve (12) months, including both Off-Market Share Buy-Backs and On-Market Share Buy-Backs, the total number of Shares purchased or acquired, the purchase price per Share or the highest and lowest prices paid for such Share Buy-Backs, where relevant, the total consideration paid for such Share Buy-Backs and whether the Shares purchased or acquired by the Company will be cancelled or kept as Treasury Shares.

2.2.3 Manner of Share Buy-Backs

Share Buy-Backs may be made by way of, *inter alia*:

- (i) on-market purchases transacted (i) on the Catalist through the SGX-ST's trading system or, as the case may be, any other stock exchange on which the Shares may, for the time being, be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for such purpose (the "**On-Market Share Buy-Back**"); and/or
- (ii) off-market purchases (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as defined in Section 76C of the Companies Act, as may be determined or formulated by the Directors as they may consider fit and in

LETTER TO SHAREHOLDERS

the best interests of the Company, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the Catalist Rules (the “**Off-Market Share Buy-Back**”).

The Directors may impose such terms and conditions, which are not inconsistent with the Share Buy-Back Mandate, the Catalist Rules and the Companies Act, as they consider fit, in the interests of the Company in connection with, or in relation to, any equal access scheme(s). Under the Companies Act, an equal access scheme must satisfy all of the following conditions:

- (a) offers for the Share Buy-Backs shall be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;
- (b) all of those persons shall be given a reasonable opportunity to accept the offers made to them; and
- (c) the terms of all the offers are the same, except that there shall be disregarded, where applicable:
 - (I) differences in consideration attributable to the fact that the offers relate to Shares with different accrued dividend entitlements;
 - (II) differences in consideration attributable to the fact that the offers relate to Shares with different amounts remaining unpaid; and
 - (III) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

In addition, the Catalist Rules provides that, in making an Off-Market Share Buy-Back, the Company must issue an offer document to all Shareholders that must contain at least the following information:

- (a) the terms and conditions of the offer;
- (b) the period and procedures for acceptances;
- (c) the reasons for the proposed Share Buy-Back;
- (d) the consequences, if any, of Share Buy-Backs by the Company that will arise under the Take-over Code or other applicable take-over rules;
- (e) whether the Share Buy-Back, if made, would have any effect on the listing of the Shares on the Catalist;
- (f) details of any Share Buy-Back made by the Company in the previous twelve (12) months (whether by way of On-Market Share Buy-Backs or Off-Market Share Buy-Backs), giving the total number of Shares purchased or acquired, the purchase price per Share or the highest and lowest prices paid for such Share Buy-Backs (where relevant) and the total consideration paid for such Share Buy-Backs; and
- (g) whether the Shares purchased or acquired by the Company will be cancelled or kept as Treasury Shares.

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2.2.4 Maximum purchase price to be paid for the Shares

The purchase price (excluding brokerage, commission, stamp duties, applicable goods and services tax and other related expenses) to be paid for the Shares will be determined by the Directors.

However, the purchase price to be paid for a Share pursuant to a Share Buy-Back, as determined by the Directors, must not exceed:

- (i) in the case of an On-Market Share Buy-Back, 105 per cent. (105%) of the Average Closing Market Price (as defined below) of the Shares; and
- (ii) in the case of an Off-Market Share Buy-Back, 120 per cent. (120%) of the Average Closing Market Price of the Shares,

(the “**Maximum Price**”) in either case, excluding related expenses of the Share Buy-Back.

For the above purposes, the term “**Average Closing Market Price**” means the average of the closing market prices of the Shares over the last five (5) Market Days, on which transactions in the Shares were recorded before the day on which the purchases or acquisitions are made, or as the case may be, the day of the making of the offer pursuant to the Off-Market Share Buy-Back, and deemed to be adjusted for any corporate action that occurs during the relevant five (5)-day period and the day on which the purchases or acquisitions are made.

The term “**day of the making of the offer**” means the day on which the Company announces its intention to make an offer for an Off-Market Share Buy-Back, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Share Buy-Back calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Share Buy-Back.

2.3 **Status of purchased Shares under the Share Buy-Back Mandate**

A Share purchased or acquired by the Company under the Share Buy-Back Mandate is deemed to be cancelled immediately on purchase or acquisition (and all rights and privileges attached to the Share will expire on such cancellation) unless such Share is held by the Company as a Treasury Share.

2.4 **Cancellation of purchased Shares**

Any Share which is purchased or acquired by the Company shall, unless held as a Treasury Share to the extent permitted under the Companies Act, be deemed cancelled immediately on purchase or acquisition, and all rights and privileges attached to that Share shall expire on cancellation. The total number of Shares will be diminished by such number of Shares purchased or acquired by the Company and which are not held as Treasury Shares.

Any Shares purchased or acquired by the Company (other than Treasury Shares held by the Company to the extent permitted by the Companies Act) and cancelled will be automatically de-listed by the SGX-ST and (where applicable) all certificates in respect thereof will be cancelled and destroyed by the Company as soon as reasonably practicable following the settlement of any such purchase or acquisition.

LETTER TO SHAREHOLDERS

2.5 Purchased Shares held as Treasury Shares

Under the Companies Act, Shares purchased or acquired by the Company may be held or dealt with as Treasury Shares. Some of the provisions on Treasury Shares under (i) the Catalist Rules and (ii) the Companies Act, are summarised below.

2.5.1 Maximum holdings

The number of Shares held as Treasury Shares cannot at any time exceed ten per cent. (10%) of the total number of issued Shares.

In the event that the Company holds more than ten per cent. (10%) of the total number of its issued Shares as Treasury Shares, the Company shall cancel or dispose of the excess Treasury Shares in the manner set out under Section 2.5.3 below within six (6) months beginning with the day on which that contravention occurs, or such further period as the Registrar of Companies may allow.

2.5.2 Voting and other rights

The Company cannot exercise any right in respect of Treasury Shares. In particular and for the purposes of the Companies Act, the Treasury Shares shall be treated as having no voting rights and as such, the Company cannot exercise any right to attend or vote at meetings. Any purported exercise of such a right is void.

In addition, no dividend may be paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to members on a winding up) may be made to the Company in respect of Treasury Shares. However, the allotment of Shares as fully paid bonus shares in respect of Treasury Shares is allowed. Also, a subdivision or consolidation of any Treasury Share into Treasury Shares of a smaller or larger amount is allowed so long as the total value of the Treasury Shares after the subdivision or consolidation is the same as before.

2.5.3 Disposal and cancellation

Where Shares are held as Treasury Shares, the Company may at any time but subject always to the Take-over Code:

- (i) sell the Treasury Shares (or any of them) for cash;
- (ii) transfer the Treasury Shares (or any of them) for the purposes of or pursuant to any share scheme, whether for its employees, Directors or other persons;
- (iii) transfer the Treasury Shares (or any of them) as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (iv) cancel the Treasury Shares (or any of them); or
- (v) sell, transfer or otherwise use the Treasury Shares for such other purposes as may be prescribed by the Minister of Finance of Singapore.

The Shares purchased or acquired under the Share Buy-back Mandate will be held as Treasury Shares or cancelled by the Company taking into consideration the then prevailing circumstances and requirements of the Company at the relevant time.

LETTER TO SHAREHOLDERS

2.5.4 Reporting obligation under the Catalist Rules

Pursuant to the Catalist Rules, the Company shall announce all purchases or acquisitions of its Shares via SGXNET not later than 9:00 a.m.:

- (i) in the case of a Market Purchase, on the Market Day following the day on which the Market Purchase was made; and
- (ii) in the case of an Off-Market Purchase, on the second Market Day after the close of acceptance of the offer for the Off-Market Purchase.

The notification of such purchases or acquisition of Shares to the SGX-ST shall be in such form and shall include such details that the SGX-ST may prescribe.

Pursuant to Catalist Rule 704(31), the Company must immediately announce any sale, transfer, cancellation and/or use of Treasury Shares, stating the following:

- (i) date of the sale, transfer, cancellation and/or use;
- (ii) purpose of such sale, transfer, cancellation and/or use;
- (iii) number of Treasury Shares sold, transferred, cancelled and/or used;
- (iv) number of Treasury Shares before and after such sale, transfer, cancellation and/or use;
- (v) percentage of the number of Treasury Shares against the total number of shares outstanding in a class that is listed before and after such sale, transfer, cancellation and/or use; and
- (vi) value of the Treasury Shares sold, transferred, cancelled and/or used.

2.6 **Source of funds for the Share Buy-Backs**

In undertaking Share Buy-Backs, the Company may only apply funds legally available for such purchases or acquisitions in accordance with the Constitution of the Company, the Catalist Rules and the applicable laws in Singapore. The Company may not purchase or acquire its Shares for a consideration other than cash or, in the case of an On-Market Share Buy-Back, for settlement other than in accordance with the trading rules of the SGX-ST.

Pursuant to the Constitution of the Company and the Companies Act, any payment made by the Company in consideration for Share Buy-Backs may only be made out of the Company's capital or profits so long as the Company is solvent. For this purpose, pursuant to Section 76F(4) of the Companies Act, a company is "solvent" if the following conditions are satisfied:

- (a) there is no ground on which the company could be found to be unable to pay its debts;

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- (b) the company will be able to pay its debts as they fall due during the period of 12 months immediately after the date of the payment; and
- (c) the value of the company's assets is not less than the value of its liabilities (including contingent liabilities) and will not, after the proposed purchase, acquisition, variation or release (as the case may be), become less than the value of its liabilities (including contingent liabilities).

Where the consideration paid by the Company for the Share Buy-Backs is made out of profits, such consideration (excluding related brokerage, goods and services tax, stamp duties and clearance fees) will correspondingly reduce the amount of profits available for the distribution of cash dividends by the Company. However, where the consideration paid by the Company for the Share Buy-Backs is made out of capital, the amount of profits available for the distribution of cash dividends by the Company will not be reduced.

The Company intends to use its internal resources and/or external borrowings or a combination of both to finance its Share Buy-Backs. In considering the option of external borrowings to finance the Share Buy-Backs, the Directors will consider factors such as the cost of such financing and the prevailing gearing level of the Group.

2.7 Financial effects of the Share Buy-Back Mandate

It is not possible for the Company to realistically calculate or quantify the impact of Share Buy-Backs that may be made pursuant to the Proposed Adoption of the Share Buy-Back Mandate as the financial effects on the Company and the Group arising from the Share Buy-Backs will depend on, *inter alia*, the aggregate number of Shares purchased or acquired, whether the Share Buy-Backs are made by way of On-Market Share Buy-Backs or Off-Market Share Buy-Backs, the price at which the Share Buy-Backs are made, the amount (if any) borrowed by the Company to fund the Share Buy-Backs and whether the Shares are cancelled or held as Treasury Shares.

For illustrative purposes only, the financial effects on the Company and the Group arising from the Share Buy-Backs, based on the unaudited financial statements of the Company and the Group for FY2022, are prepared based on the assumptions set out below:

- (a) having regard to the public float of approximately 14.67% as at the Latest Practicable Date, the financial effects on the purchase or acquisition of Shares by the Company are based on the Company purchasing a maximum of 4.67% of the current share capital to ensure that the public float does not fall below 10% after the Share Buy-Backs;
- (b) in the case of On-Market Share Buy-Backs, assuming the Company meeting the minimum public float of 10% after the share buy-back at the Maximum Price of US\$0.335 (being five per cent. (5%) above the average of the closing market prices of the Shares for the last five (5) Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum number of Shares (rounded down to the nearest 100 Shares) which can be purchased or acquired by the Company is 23,344,700 Shares representing

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approximately 4.67% of the total number of Shares in issue (excluding Treasury Shares and Subsidiary Holdings) as at 28 February 2022. Accordingly, the maximum amount of funds required for effecting such On-Market Share Buy-Backs (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses), would amount to approximately US\$7,820,475;

- (c) in the case of Off-Market Share Buy-Backs, assuming the Company meeting the minimum public float of 10% after the share buy-back at the Maximum Price of US\$0.383 (being twenty per cent. (20%) above the average of the closing market prices of the Shares for the last five (5) Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum number of Shares (rounded down to the nearest 100 Shares) which can be purchased or acquired by the Company is 23,344,700 Shares representing approximately 4.67% of the total number of Shares in issue (excluding Treasury Shares and subsidiary holdings) as at 28 February 2022. Accordingly, the maximum amount of funds required for effecting such Off-Market Share Buy-Backs (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses), would amount to approximately US\$8,941,020;
- (d) the Share Buy-Backs were financed by the Group's internal resources of funds available as at 28 February 2022 and the remaining by external borrowings of US\$2,910,046 in On-Market Share Buy-Backs and US\$4,030,591 in Off-Market Share Buy-Backs;
- (e) cash of US\$4,301,233 had been disbursed from the Company's Subsidiaries to the Company prior to the Share Buy-Back pursuant to the Share Buy-Back Mandate;
- (f) the Share Buy-Backs pursuant to the Share Buy-Back Mandate had taken place on 1 March 2021 for the purpose of computing the financial effects on the Shareholders' equity, NAV per Share, EPS and gearing of the Group and the Company;
- (g) transaction costs incurred during the Share Buy-Backs pursuant to the Share Buy-Back Mandate are assumed to be insignificant and have thus been ignored for the purposes of computing the financial effects; and
- (h) where Shares purchased or acquired are held as Treasury Shares, the maximum number of Shares permitted under the Companies Act to be held in treasury are held in treasury.

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For illustrative purposes only, based on the assumptions set out in subparagraphs (a) to (h) above, the financial effects of the purchase or acquisition of Shares based on the following scenarios are set out below:

Scenario A

Share Buy-Backs with the Shares cancelled thereafter

	Group			Company		
	Before Share Buy-Backs	After Share Buy-Backs		Before Share Buy-Backs	After Share Buy-Backs	
		On-Market Share Buy-Back US\$	Off-Market Share Buy-Back US\$		On-Market Share Buy-Back US\$	Off-Market Share Buy-Back US\$
US\$	US\$	US\$	US\$	US\$	US\$	
As at 28 February 2022						
Share capital	22,463,273	14,642,798	13,522,253	22,463,273	14,642,798	13,522,253
Shareholders' fund (NAV)	56,784,727	49,460,325	48,339,780	35,715,014	27,894,539	26,773,994
Current assets	17,771,178	12,860,749	12,860,749	10,109,992	9,500,796	9,500,796
Current liabilities	(15,045,713)	(17,955,759)	(19,076,304)	(5,374,650)	(12,585,929)	(13,706,474)
Cash and cash equivalents ⁽¹⁾	6,911,225	2,000,796	2,000,796	2,609,992	2,000,796	2,000,796
Total borrowings	24,601,542	27,511,588	28,632,133	17,080,916	19,990,962	21,111,507
Net borrowings ⁽²⁾	17,690,317	25,510,792	26,631,337	14,470,924	17,990,166	19,110,711
Profit attributable to owners of the Company	13,892,410	13,892,410	13,892,410	11,071,368	11,071,368	11,071,368
Number of Shares as at 28 February 2022	500,000,000	476,655,300	476,655,300	500,000,000	476,655,300	476,655,300
Weighted average number of Shares as at 28 February 2022	500,000,000	476,719,258	476,719,258	500,000,000	476,719,258	476,719,258
Financial Ratios						
NAV per Share (cents) ⁽³⁾	11.36	10.38	10.14	7.14	5.85	5.62
Gross gearing (times) ⁽⁴⁾	0.43	0.56	0.59	0.48	0.72	0.79
Net gearing (times) ⁽⁵⁾	0.31	0.52	0.55	0.41	0.64	0.71
Current ratio (times) ⁽⁶⁾	1.18	0.72	0.67	1.88	0.75	0.69
EPS (cents) ⁽⁷⁾	2.78	2.91	2.91	2.21	2.32	2.32

Notes:

- (1) Based on the assumption that the Company will partially finance the Share Buy-Backs from funds within the Group.
- (2) "Net borrowings" represents total borrowings less cash and cash equivalents.
- (3) "NAV per Share" represents NAV divided by the number of Shares as at the Latest Practicable Date.
- (4) "Gross gearing" represents total borrowings divided by total equity.
- (5) "Net gearing" represents net borrowings divided by total equity.
- (6) "Current ratio" represents current assets divided by current liabilities.
- (7) "EPS" represents net profit attributable to owners of the Company for FY2022 divided by the weighted average number of Shares for FY2022.

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Scenario B

Share Buy-Backs with the Shares held as Treasury Shares

	Group			Company		
	Before Share Buy-Backs	After Share Buy-Backs		Before Share Buy-Backs	After Share Buy-Backs	
		On-Market Share Buy-Back	Off-Market Share Buy-Back		On-Market Share Buy-Back	Off-Market Share Buy-Back
	US\$	US\$	US\$	US\$	US\$	US\$
As at 28 February 2022						
Share capital	22,463,273	22,463,273	22,463,273	22,463,273	22,463,273	22,463,273
Shares held in Treasury	–	(7,820,475)	(8,941,020)	–	(7,820,475)	(8,941,020)
Shareholders' fund (NAV)	56,784,727	49,460,325	48,339,780	35,715,014	27,894,539	26,773,994
Current assets	17,771,178	12,860,749	12,860,749	10,109,992	9,500,796	9,500,796
Current liabilities	(15,045,713)	(17,955,759)	(19,076,304)	(5,374,650)	(12,585,929)	(13,706,474)
Cash and cash equivalents ⁽¹⁾	6,911,225	2,000,796	2,000,796	2,609,992	2,000,796	2,000,796
Total borrowings	24,601,542	27,511,588	28,632,133	17,080,916	19,990,962	21,111,507
Net borrowings ⁽²⁾	17,690,317	25,510,792	26,631,337	14,470,924	17,990,166	19,110,711
Profit attributable to owners of the Company	13,892,410	13,892,410	13,892,410	11,071,368	11,071,368	11,071,368
Number of Shares as at 28 February 2022	500,000,000	476,655,300	476,655,300	500,000,000	476,655,300	476,655,300
Number of Treasury Shares as at 28 February 2022	–	23,344,700	23,344,700	–	23,344,700	23,344,700
Weighted average number of Shares as at 28 February 2022	500,000,000	476,719,258	476,719,258	500,000,000	476,719,258	476,719,258
Financial Ratios						
NAV per Share (cents) ⁽³⁾	11.36	10.38	10.14	7.14	5.85	5.62
Gross gearing (times) ⁽⁴⁾	0.43	0.56	0.59	0.48	0.72	0.79
Net gearing (times) ⁽⁵⁾	0.31	0.52	0.55	0.41	0.64	0.71
Current ratio (times) ⁽⁶⁾	1.18	0.72	0.67	1.88	0.75	0.69
EPS (cents) ⁽⁷⁾	2.78	2.91	2.91	2.21	2.32	2.32

Notes:

- (1) Based on the assumption that the Company will partially finance the Share Buy-Backs from funds within the Group.
- (2) "Net borrowings" represents total borrowings less cash and cash equivalents.
- (3) "NAV per Share" represents NAV divided by the number of Shares as at the Latest Practicable Date.
- (4) "Gross gearing" represents total borrowings divided by total equity.

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- (5) "Net gearing" represents net borrowings divided by total equity.
- (6) "Current ratio" represents current assets divided by current liabilities.
- (7) "EPS" represents net profit/(loss) attributable to owners of the Company for FY2022 divided by the weighted average number of Shares for FY2022.

The Directors do not propose to exercise the Share Buy-Back Mandate to such an extent that it would have a material adverse effect on the financial condition, the liquidity and the orderly trading of the Shares, or the working capital requirements and gearing level of the Company and the Group. The Share Buy-Backs will only be effected after taking into consideration both financial factors (such as cash surplus, debt position and working capital requirements of the Group) and non-financial factors (such as market conditions and performance of the Shares).

Shareholders should note that the financial effects set out above are for illustrative purposes only. In particular, it is important to note that the above analysis is based on the unaudited financial statements of the Company and the Group for FY2022 and is not necessarily representative of the future financial performance of the Company and the Group.

Although the Proposed Adoption of the Share Buy-Back Mandate would authorise the Company to purchase or acquire up to 4.67 per cent. (4.67%) of the Company's issued Shares (excluding Treasury Shares and Subsidiary Holdings), the Company may not necessarily buy back or be able to buy back 4.67 per cent. (4.67%) of the issued Shares in full. In addition, the Company may cancel all or part of the Share Buy-Backs or hold all or part of the Share Buy-Backs as Treasury Shares.

2.8 Catalyst Rules

Under the Catalyst Rules, a listed company may only purchase or acquire shares by way of a market acquisition at a price which is not more than five per cent. (5%) above the Average Closing Market Price. The Maximum Price for a Share in relation to market purchases by the Company, referred to in Section 2.2.4 of this Circular, conforms to this restriction.

While the Catalyst Rules does not expressly prohibit any purchase or acquisition of shares by a listed company during any particular time or times, because the listed company would be regarded as an "insider" in relation to any proposed purchase or acquisition of its issued shares, the Company will not undertake any purchase or acquisition of Shares pursuant to the Share Buy-Back Mandate at any time after a price sensitive development has occurred or has been the subject of a decision until the price sensitive information has been publicly announced. In particular, in compliance with Rule 1204(19)(c) of the Catalyst Rules, the Company will not purchase or acquire any Shares through Share Buy-Backs during the period commencing two (2) weeks before the announcement of the Company's financial statements for each of the first three (3) quarters of the Financial Year and one (1) month before the announcement of the Company's full year financial statements.

Rule 723 of the Catalyst Rules requires a listed company to ensure that at least ten per cent. (10%) of any class of its listed securities are held by public shareholders. The term "public", as defined in the Catalyst Rules, refers to persons other than the Directors, Chief Executive Officer, Substantial Shareholders or Controlling Shareholders of the Company or its subsidiary companies, as well as the Associates of such persons.

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For illustrative purposes only, as at the Latest Practicable Date, approximately 14.67 per cent. (14.67%) of the issued share capital of the Company (excluding Treasury Shares) is held by public Shareholders. Assuming that the Company undertakes Share Buy-Backs up to the maximum of 4.67 per cent. (4.67%) pursuant to the Proposed Adoption of the Share Buy-Back Mandate, the percentage of Shares held by the public would be approximately 10.00 per cent. (10.00%).

Accordingly, the Company is of the view that there are sufficient Shares in issue held by public Shareholders which would permit the Company to undertake Share Buy-Backs up to the 4.67 per cent. (4.67%) limit pursuant to the Share Buy-Back Mandate without adversely affecting the listing status of the Shares on the SGX-ST, and that the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or to affect orderly trading.

2.9 Tax implications

Shareholders who are in doubt as to their respective tax positions or the tax implications of the Share Buy-Backs by the Company or who may be subject to tax whether in or outside of Singapore should consult their own professional advisers.

2.10 Take-over Code implications arising from Share Buy-Backs

Appendix 2 of the Take-over Code contains the Share Buy-Back Guidance Note applicable as at the Latest Practicable Date. The take-over implications arising from any purchase or acquisition by the Company of its Shares are set out below:

2.10.1 Obligation to make a take-over offer

If, as a result of Share Buy-Backs, the proportionate interest in the voting capital of the Company of a Shareholder and persons acting in concert with him increases, such an increase will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code. If such an increase results in the change of effective control, or, as a result of such increase, a Shareholder or group of Shareholders acting in concert obtains or consolidates effective control of the Company, such Shareholder or group of Shareholders acting in concert could become obliged to make a mandatory take-over offer for the Company under Rule 14 of the Take-over Code.

2.10.2 Persons acting in concert

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), co-operate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of that company.

Unless the contrary is established, the following persons will, *inter alia*, be presumed to be acting in concert:

- (a) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts);

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- (b) a company with its parent company, subsidiaries, its fellow subsidiaries, any associated companies of the aforementioned companies, any company whose associated companies include any of the foregoing companies, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing companies for the purchase of voting rights. For this purpose, a company is an associated company of another company if the second company owns or controls at least twenty per cent. (20%) but not more than fifty per cent. (50%) of the voting rights of the first-mentioned company;
- (c) a company with any of its pension funds and employee share schemes;
- (d) a person with any investment company, unit trust or other fund whose investment such person manages on a discretionary basis, but only in respect of the investment account which such person manages;
- (e) a financial or other professional adviser, including a stockbroker, with its client in respect of the shareholdings of the adviser and the persons controlling, controlled by or under the same control as the adviser and all the funds which the adviser manages on a discretionary basis, where the shareholdings of the adviser and any of those funds in the client total ten per cent. (10%) or more of the client's equity share capital;
- (f) directors of a company, together with their close relatives, related trusts and companies controlled by any of such directors, their close relatives and related trusts, which is subject to an offer or where the directors have reason to believe a *bona fide* offer for their company may be imminent;
- (g) partners; and
- (h) an individual, his close relatives, his related trusts, any person who is accustomed to act according to his instructions, companies controlled by any of the aforementioned, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing persons for the purchase of voting rights.

The circumstances under which Shareholders (including Directors) and persons acting in concert with them, respectively, will incur an obligation to make a take-over offer under Rule 14 of the Take-over Code after a Share Buy-Back by the Company are set out in Appendix 2 of the Take-over Code.

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2.10.3 Effect of Rule 14 and Appendix 2 of the Take-over Code

Under Appendix 2 of the Take-over Code, a Shareholder not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 of the Take-over Code if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder in the Company would increase to thirty per cent. (30%) or more, or, if such Shareholder holds between thirty per cent. (30%) and fifty per cent. (50%) of the Company's voting rights, the voting rights of such Shareholder would increase by more than one per cent. (1%) in any period of six (6) months. Such Shareholder need not abstain from voting in respect of the resolution authorising the Proposed Adoption of the Share Buy-Back Mandate, unless so required under the Companies Act, e.g. for a shareholder whose shares are to be bought via a selective share buy-back by an unlisted public company.

With regard to Directors and persons acting in concert with them, if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Directors and their concert parties would increase to thirty per cent. (30%) or more, or if the voting rights of such Directors and their concert parties fall between thirty per cent. (30%) and fifty per cent. (50%) of the Company's voting rights, the voting rights of such Directors and their concert parties would increase by more than one per cent. (1%) in any period of six (6) months, such Directors and persons acting in concert with them will be exempted from the requirement to make a take-over offer under Rule 14 of the Take-over Code, subject to the following conditions:

- (a) this Circular to contain advice to the effect that by voting for the Proposed Adoption of the Share Buy-Back Mandate, Shareholders are waiving their right to a general offer at the required price from Directors and parties acting in concert with them who, as a result of the Company buying back its Shares, would increase their voting rights to thirty per cent. (30%) or more, or, if they together hold between thirty per cent. (30%) and fifty per cent. (50%) of the Company's voting rights, would increase their voting rights by more than one per cent. (1%) in any period of six (6) months; and the names of such Directors and persons acting in concert with them, their voting rights at the time of the resolution and after the proposed Share Buy-Back to be disclosed in this same Circular;
- (b) the resolution to authorise the Proposed Adoption of the Share Buy-Back Mandate to be approved by a majority of those Shareholders present and voting at the meeting on a poll who could not become obliged to make an offer as a result of the Proposed Adoption of the Share Buy-Back Mandate;
- (c) Directors and/or persons acting in concert with them to abstain from voting for and/or recommending Shareholders to vote in favour of the resolution to authorise the Proposed Adoption of the Share Buy-Back Mandate;
- (d) within seven (7) days after the passing of the resolution to authorise the Proposed Adoption of the Share Buy-Back Mandate, each of the Directors to submit to the Council a duly signed form as prescribed by the Council;

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(e) Directors and/or persons acting in concert with them not to have acquired and not to acquire any Shares between the date on which they know that the announcement of the Share Buy-Back proposal is imminent and the earlier of:-

- the date on which the authority of the Share Buy-Back Mandate expires; and
- the date on which the Company announces it has bought back such number of Shares as authorised by Shareholders at the latest general meeting or it has decided to cease buying back its Shares, as the case may be,

if such acquisitions, taken together with the Share Buy-Back, would cause their aggregate voting rights to increase to thirty per cent. (30%) or more; and

(f) Directors and/or persons acting in concert with them, together holding between thirty per cent. (30%) and fifty per cent. (50%) of the Company's voting rights, not to have acquired and not to acquire any Shares between the date on which they know that the announcement of the Share Buy-Back proposal is imminent and the earlier of:-

- the date on which the authority of the Share Buy-Back Mandate expires; and
- the date on which the Company announces it has bought back such number of Shares as authorised by Shareholders at the latest general meeting or it has decided to cease buying back its Shares, as the case may be,

if such acquisitions, taken together with the Share Buy-Back, would cause their aggregate voting rights to increase by more than one per cent. (1%) in the preceding six (6) months.

It follows that where the aggregate voting rights held by a Director and persons acting in concert with him increase by more than one per cent. (1%) solely as a result of the Share Buy-Back and none of them has acquired any Shares during the Relevant Period, then such Director and/or persons acting in concert with him would be eligible for Council's exemption from the requirement to make a general offer under Rule 14, or where such exemption had been granted, would continue to enjoy the exemption.

Shareholders (including Directors) and their concert parties who hold more than fifty per cent. (50%) of the Company's voting rights are under no obligation to make a take-over offer if the voting rights of such Shareholders and their concert parties were to increase as a result of the Company purchasing or acquiring Shares.

If the Company decides to cease the Share Buy-Backs before it has purchased or acquired in full such number of Shares authorised by its Shareholders at the latest AGM, the Company will promptly inform its Shareholders of such cessation. This will assist Shareholders to determine if they can buy any more Shares without incurring an obligation under Rule 14 of the Take-over Code.

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2.10.4 Application of the Take-over Code

The shareholdings of the Substantial Shareholders as at the Latest Practicable Date and after the purchase or acquisition by the Company (other than from the Substantial Shareholders) of the maximum of 4.67 per cent. (4.67%) of the issued share capital of the Company (excluding Treasury Shares and Subsidiary Holdings) pursuant to the Share Buy-Back Mandate as the case may be, are as follows:

Substantial Shareholders	Before Share Buy-Backs			After Share Buy-Backs		
	Number of Shares			Number of Shares		
	Direct Interest	Deemed Interest	% ⁽¹⁾	Direct Interest	Deemed Interest	% ⁽²⁾
Y F Chee Holdings Pte. Ltd. ⁽³⁾	215,655,720	–	43.13	215,655,720	–	45.24
Greger International Sdn. Bhd. ⁽³⁾	35,593,750	–	7.12	35,593,750	–	7.47
Dato' Sri Ivan Chee Yew Fei ⁽³⁾	530	251,249,470	50.25	530	251,249,470	52.71
Ng Mun Fey ⁽⁴⁾	–	35,593,750	7.12	–	35,593,750	7.47
Teh Lip Kim ⁽⁵⁾	1,679,300	166,465,625	33.63	1,679,300	166,465,625	35.28
Teh Lip Bin ⁽⁶⁾	–	159,137,500	31.83	–	159,137,500	33.39
SDB Mining Sdn. Bhd. ^{(5),(6)}	154,937,500	–	30.99	154,937,500	–	32.51
Selangor Dredging Berhad ⁽⁷⁾	–	154,937,500	30.99	–	154,937,500	32.51
Teh Wan Sang & Sons Sdn. Bhd. ⁽⁸⁾	4,200,000	154,937,500	31.83	4,200,000	154,937,500	33.39

Notes:

- (1) The percentage shareholding is based on the total issued share capital of the Company of 500,000,000 Shares (excluding Treasury Shares and Subsidiary Holdings), as at the Latest Practicable Date. The Company does not have any Treasury Shares or Subsidiary Holdings. Percentage figures are rounded to the nearest two (2) decimal places.
- (2) The percentage shareholding is based on the total issued share capital of the Company of 476,655,300 Shares assuming (a) purchase or acquisition by the Company (other than from the Substantial Shareholders) of 4.67 per cent. (4.67%) of the issued share capital of the Company pursuant to the Share Buy-Back Mandate and (b) there is no change in the number of Shares held by the Directors and the Substantial Shareholders or which they are deemed interested in.
- (3) Dato' Sri Ivan Chee Yew Fei is deemed interested in (a) the 215,655,720 Shares held by Y F Chee Holdings Pte. Ltd. as he owns 100 per cent. (100%) of the issued share capital of Y F Chee Holdings Pte. Ltd. and (b) the 35,593,750 Shares held by Greger International Sdn. Bhd. as he holds 70 per cent. (70%) of the issued share capital of Greger International Sdn. Bhd.
- (4) Ng Mun Fey is deemed interested in the 35,593,750 Shares held by Greger International Sdn. Bhd. as he holds 30 per cent. (30%) of the issued share capital of Greger International Sdn. Bhd.
- (5) Teh Lip Kim is deemed interested in (a) the 7,328,125 Shares in the Company held by Smith St Investment Pte. Ltd. as she holds 100 per cent. (100%) of the issued share capital of Smith St Investment Pte. Ltd.; (b) the 154,937,500 Shares held by SDB Mining Sdn. Bhd. as she holds (directly and indirectly) approximately 60.35 per cent. (60.35%) of the issued shares of Selangor Dredging Berhad, which in turn holds 100 per cent. (100%) of the issued share capital of SDB Mining Sdn. Bhd; and (c) the 4,200,000 Shares held by Teh Wan Sang & Sons Sdn. Bhd. which is owned by members of the Teh family which includes Teh Lip Kim. Teh Lip Kim and Teh Lip Bin are siblings.
- (6) Teh Lip Bin is deemed interested in (a) the 154,937,500 Shares held by SDB Mining Sdn. Bhd as he holds (directly and indirectly) approximately 39.84 per cent. (39.84%) of the issued share capital of Selangor Dredging Berhad, which in turn holds 100 per cent. (100%) of the issued share capital of SDB Mining Sdn.

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Bhd and (b) the 4,200,000 Shares held by Teh Wan Sang & Sons Sdn. Bhd. which is owned by members of the Teh family which includes Teh Lip Bin. Teh Lip Kim and Teh Lip Bin are siblings.

- (7) Selangor Dredging Berhad is deemed interested in the 154,937,500 Shares held by SDB Mining Sdn. Bhd. as it holds 100 per cent. (100%) of the issued share capital of SDB Mining Sdn. Bhd.
- (8) Teh Wan Sang & Sons Sdn. Bhd. is deemed interested in the 154,937,500 Shares held by SDB Mining Sdn. Bhd. as it holds 23.10 per cent. (23.10%) of the issued share capital of Selangor Dredging Berhad, which in turn holds 100 per cent. (100%) of the issued share capital of SDB Mining Sdn. Bhd.

Teh Lip Kim and her concert parties

As at the Latest Practicable Date:

- (a) Teh Lip Kim holds 1,679,300 Shares of the Company representing approximately 0.34 per cent. (0.34%) of the issued Shares (excluding Treasury Shares and Subsidiary Holdings) of the Company;
- (b) Teh Lip Kim's brother, Teh Lip Bin, holds NIL Shares of the Company representing approximately 0% of the issued Shares (excluding Treasury Shares and Subsidiary Holdings) of the Company;
- (c) Teh Lip Kim holds (directly and indirectly) approximately 60.35 per cent. (60.35%) of the issued shares of Selangor Dredging Berhad, which in turn holds 100 per cent. (100%) of the issued share capital of SDB Mining Sdn. Bhd; and
- (d) Teh Wan Sang & Sons Sdn. Bhd. is a company that is controlled by Teh Lip Kim and her close relatives.

In the event the Company undertakes Share Buy-Backs within the Relevant Period of up to 4.67 per cent. (4.67%) of the issued share capital of the Company (excluding Treasury Shares and Subsidiary Holdings) as permitted by the Share Buy-Back Mandate, the aggregate shareholdings and voting rights held by each of Teh Lip Kim and her concert parties may be increased as illustrated above. The aggregate shareholdings and voting rights held by Teh Lip Kim and her concert parties may thus be increased by more than one per cent. (1%) within a six (6)-month period. Accordingly, Teh Lip Kim and her concert parties may be required to make a general offer to the other Shareholders under Rule 14.1(b) of the Take-over Code.

2.10.5 Exemption To Make a General Offer Pursuant To section 3(a) of Appendix 2 entitled "Share Buy-Back Guidance Note" of the Take-over Code

Pursuant to section 3(a) of Appendix 2 entitled "Share Buy-Back Guidance Note" of the Take-over Code, Teh Lip Kim and her concert parties will be exempted from the requirement to make an offer under Rule 14 of the Take-over Code after any Share Buy-Back, subject to the following conditions:

- (a) the Circular on the resolution to authorise the adoption or renewal of the Share Buy-Back Mandate contains advice to the effect that by voting for the resolution for the adoption or renewal of the Share Buy-Back Mandate, Shareholders are waiving their rights to a general offer at the Required Price from Teh Lip Kim and her concert parties who, as a result of the Company purchasing its own Shares, would increase their aggregate voting rights by more than one per cent. (1%) in any six (6)-month

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period; and the names and voting rights of Teh Lip Kim and her concert parties at the time of the resolution and after the proposed Share Buy-Backs are disclosed in the same Circular;

- (b) the resolution to approve the Share Buy-Back Mandate is approved by a majority of those Shareholders present and voting at the meeting on a **poll** who could not become obliged to make an offer as a result of the Share Buy-Back;
- (c) Teh Lip Kim and her concert parties are to abstain from voting for and/or recommending Shareholders to vote in favour of the resolution to approve the Share Buy-Back Mandate;
- (d) within seven (7) days after the passing of the resolution to approve the Share Buy-Back Mandate, Teh Lip Kim to submit to the Council a duly signed form as prescribed by the Council;
- (e) Teh Lip Kim and her concert parties not to have acquired and not to acquire any Shares between the date on which they know that the announcement of the proposal for the Share Buy-Back Mandate is imminent and the earlier of:
 - (i) the date on which the authority of the Share Buy-Back Mandate expires; and
 - (ii) the date on which the Company announces that it has bought back such number of Shares as authorised by the Share Buy-Back Mandate or it has decided to cease buying back its Shares, as the case may be,

if such acquisitions, taken together with the Share Buy-Backs, would cause their aggregate voting rights in the Company to increase by more than one per cent. (1%) in the preceding six (6) months.

If the Company ceases to buy back its Shares under the Share Buy-Back Mandate and the increase in the voting rights held by Teh Lip Kim and her concert parties as a result of the Company buying back its Shares at such time is less than one per cent. (1%), Teh Lip Kim and her concert parties will be allowed to acquire further voting rights in the Company. However, any increase in the percentage voting rights held by Teh Lip Kim and her concert parties as a result of the Company buying back its Shares will be taken into account together with any voting rights acquired after the cessation by Teh Lip Kim and her concert parties in determining whether Teh Lip Kim and her concert parties' aggregate voting rights in the Company have increased by more than one per cent. (1%) in any six (6)-month period.

Shareholders should note that voting to approve the Share Buy-Back Mandate will constitute a waiver by the Shareholders in respect of their rights to receive a general offer by Teh Lip Kim and her concert parties at the Required Price.

Save as disclosed above, the Directors are not aware of any fact(s) or factor(s) which suggest or imply that any particular person(s) and/or Shareholder(s) are, or may be regarded as, parties acting in concert such that their respective interests in voting Shares should or ought to be consolidated, and consequences under the Take-over Code would ensue as a result of a purchase or acquisition of Shares by the Company pursuant to the Share Buy-Back Mandate.

The statements herein in relation to the Take-over Code do not purport to be a comprehensive or exhaustive description of all implications that may arise under

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the Take-over Code. Shareholders who are in any doubt as to whether they would incur any obligations to make a take-over offer as a result of any Share Buy-Back pursuant to the Share Buy-Back Mandate are advised to consult their professional advisers and/or the Securities Industry Council of Singapore and/or the relevant authorities at the earliest opportunity before they acquire any Shares during the period when the Share Buy-Back Mandate is in force.

2.11 Details of Share Buy-Backs pursuant to the Share Buy-Back Mandate

No purchases or acquisitions were made by the Company by way of On-Market Share Buy Backs or Off-Market Share Buy Backs during the last twelve (12) months immediately preceding and up to the Latest Practicable Date.

2.12 Reporting requirements

Within thirty (30) days of the passing of a Shareholders' resolution to approve or renew the Share Buy-Back Mandate, the Company shall lodge a copy of such resolution with ACRA. The Company shall also lodge a notice with ACRA within thirty (30) days of a Share Buy-Back. Such notification is to include details such as the date of the Share Buy-Back, the number of Shares purchased or acquired by the Company, the number of Shares cancelled, the number of Shares held as Treasury Shares, the Company's issued share capital before and after the Share Buy-Back, the amount of consideration paid by the Company for the Share Buy-Back, whether the Shares were purchased or acquired out of profits or the capital of the Company and any such other particulars that may be prescribed.

Within 30 days of the cancellation or disposal of Treasury Shares in accordance with the provisions of the Companies Act, the Directors shall lodge with the Registrar the notice of cancellation or disposal of Treasury Shares in the prescribed form.

2.13 Limits on shareholdings

The Company does not have any limits on the shareholdings of the Shareholders.

LETTER TO SHAREHOLDERS

3. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

The interests of Directors and Substantial Shareholders in the Shares as recorded in the Register of Directors' Shareholdings and Register of Substantial Shareholders, respectively, as at the Latest Practicable Date, are as follows:

	<u>Direct Interest</u>		<u>Deemed Interest</u>		<u>Total Interest</u>	
	<u>No. of Shares</u>	<u>%⁽¹⁾</u>	<u>No. of Shares</u>	<u>%⁽¹⁾</u>	<u>No. of Shares</u>	<u>%⁽¹⁾</u>
Directors						
Dato' Sri Ivan Chee						
Yew Fei ⁽²⁾	530	0.00	251,249,470	50.25	251,250,000	50.25
Ng Mun Fey ⁽³⁾	–	–	35,593,750	7.12	35,593,750	7.12
Teh Lip Kim ⁽⁴⁾	1,679,300	0.34	166,465,625	33.29	168,144,925	33.63
Loong Ching Hong ⁽⁵⁾	2,026,000	0.40	5,234,375	1.05	7,260,375	1.45
Chew Wai Chuen	–	–	–	–	–	–
Willa Chee Keng Fong	–	–	–	–	–	–
Anita Chew Cheng Im	–	–	–	–	–	–
Goh Kah Im	–	–	–	–	–	–
Substantial Shareholder(s) (other than Substantial Shareholders who are Directors)						
Y F Chee Holdings Pte. Ltd.	215,655,720	43.13	–	–	215,655,720	43.13
Greger International Sdn. Bhd.	35,593,750	7.12	–	–	35,593,750	7.12
SDB Mining Sdn. Bhd. ⁽⁴⁾⁽⁶⁾	154,937,500	30.99	–	–	154,937,500	30.99
Selangor Dredging Berhad ⁽⁶⁾	–	–	154,937,500	30.99	154,937,500	30.99
Teh Wan Sang & Sons Sdn. Bhd. ⁽⁶⁾⁽⁷⁾	4,200,000	0.84	154,937,500	30.99	159,137,500	31.83
Teh Lip Bin ⁽⁸⁾	–	–	159,137,500	31.83	159,137,500	31.83

Notes:

- (1) Based on the total number of 500,000,000 Shares (excluding Treasury Shares and Subsidiary Holdings) as at the Latest Practicable Date. The Company does not have any Treasury Shares or Subsidiary Holdings. Percentage figures are rounded to the nearest two (2) decimal places.
- (2) Dato' Sri Ivan Chee Yew Fei is deemed interested in (a) the 215,655,720 Shares held by Y F Chee Holdings Pte. Ltd. as he owns 100 per cent. (100%) of the issued share capital of Y F Chee Holdings Pte. Ltd. and (b) the 35,593,750 Shares held by Greger International Sdn. Bhd. as he holds 70 per cent. (70%) of the issued share capital of Greger International Sdn. Bhd.
- (3) Ng Mun Fey is deemed interested in the 35,593,750 Shares held by Greger International Sdn. Bhd. as he holds 30 per cent. (30%) of the issued share capital of Greger International Sdn. Bhd.
- (4) Teh Lip Kim is deemed interested in (a) the 7,328,125 Shares in the Company held by Smith St Investment Pte. Ltd. as she holds 100 per cent. (100%) of the issued share capital of Smith St Investment Pte. Ltd.;

LETTER TO SHAREHOLDERS

- (b) the 154,937,500 Shares held by SDB Mining Sdn. Bhd. as she holds (directly and indirectly) approximately 60.35 per cent. (60.35%) of the issued shares of Selangor Dredging Berhad, which in turn holds 100 per cent. (100%) of the issued share capital of SDB Mining Sdn. Bhd; and (c) the 4,200,000 Shares held by Teh Wan Sang & Sons Sdn. Bhd. which is owned by members of the Teh family which includes Teh Lip Kim. Teh Lip Kim and Teh Lip Bin are siblings.
- (5) Loong Ching Hong is deemed interested in the 5,234,375 Shares held by Western Capital Sdn. Bhd. as he owns 100 per cent. (100%) of the issued share capital of Western Capital Sdn. Bhd.
- (6) Selangor Dredging Berhad is deemed interested in the 154,937,500 Shares held by SDB Mining Sdn. Bhd. as it holds 100 per cent (100%) of the issued share capital of SDB Mining Sdn. Bhd.
- (7) Teh Wan Sang & Sons Sdn. Bhd. is deemed interested in the 154,937,500 Shares held by SDB Mining Sdn. Bhd, as it holds 23.10 per cent. (23.10%) of the issued share capital of Selangor Dredging Berhad, which in turn holds 100 per cent (100%) of the issued share capital of SDB Mining Sdn. Bhd.
- (8) Teh Lip Bin is deemed interested in (a) the 154,937,500 Shares held by SDB Mining Sdn. Bhd as he holds (directly and indirectly) approximately 39.84 per cent. (39.84%) of the issued share capital of Selangor Dredging Berhad, which in turn holds 100 per cent. (100%) of the issued share capital of SDB Mining Sdn. Bhd and (b) the 4,200,000 Shares held by Teh Wan Sang & Sons Sdn. Bhd. which is owned by members of the Teh family which includes Teh Lip Bin. Teh Lip Kim and Teh Lip Bin are siblings.

4. EGM

The EGM, notice of which has been announced on 6 June 2022, will be held on 22 June 2022 at 11:30 a.m. (or as soon thereafter following the conclusion or adjournment of the AGM of the Company to be held at 11:00 a.m. on the same day) by way of electronic means for the purposes of considering and, if thought fit, passing, with or without modification, the ordinary resolution relating to the Proposed Adoption of the Share Buy-Back Mandate.

5. ABSTENTION FROM VOTING

In addition, in light of the exemption under section 3(a) of Appendix 2 of the Take-over Code, Teh Lip Kim and her concert parties, who are Shareholders of the Company, shall abstain from voting in respect of the ordinary resolution set out in the Notice of EGM relating to the proposed adoption of the Share Buy-Back Mandate, and will not accept any appointment as proxies or otherwise for voting on the ordinary resolution set out in the Notice of EGM unless specific instructions have been given in the proxy instrument(s) on how the votes are to be cast.

6. ACTION TO BE TAKEN BY SHAREHOLDERS

Alternative arrangements have been put in place by the Company to allow Shareholders to participate in the EGM by electronic means. A member (whether individual or corporate) must submit his/her/its Proxy Form appointing the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM. In line with the provisions under the Alternative Arrangements Order, no printed copies of this Circular, the Notice of EGM and the Proxy Form will be physically despatched to Shareholders. Electronic copies of this Circular and the accompanying Proxy Form and the Notice of EGM will be made available to Shareholders via SGXNET and may also be accessed at the Company's website at <https://www.fortress.sg>.

Where a member (whether individual or corporate) appoints the Chairman of the EGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.

LETTER TO SHAREHOLDERS

The instrument appointing the Chairman of the EGM as proxy must be submitted to the Company in the following manner:

- (a) if sent personally or by post, by depositing a physical copy at the registered office of the Company at 77 Robinson Road, #06-03, Robinson 77, Singapore 068896; or
- (b) if submitted electronically, be submitted via email to the Company's Share Registrar, B.A.C.S Private Limited, at main@zicoholdings.com,

in either case, by 11:30 a.m. on 19 June 2022 (being not less than seventy-two (72) hours before the time fixed for holding the EGM).

In view of the current COVID-19 situation in Singapore, members are strongly encouraged to submit completed proxy forms electronically via email.

A member who wishes to submit an instrument of proxy 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.

Shareholders should refer to the Notice of EGM as set out in pages N-1 to N-5 of this Circular, for further information, including the steps to be taken by Shareholders to participate at the EGM.

7. LEGAL ADVISER

The Company has appointed Shook Lin & Bok LLP as its legal adviser in respect of the Proposed Adoption of the Share Buy-Back Mandate.

8. CONSENT

Shook Lin & Bok LLP, named as the legal adviser to the Company in respect of the Proposed Adoption of the Share Buy-Back Mandate, has given and has not withdrawn its written consent to the issuance of this Circular with the inclusion of its name and all references thereto, in the form and context in which they appear in this Circular.

9. DIRECTORS' RECOMMENDATIONS

The Directors (other than Teh Lip Kim who has abstained from making any recommendation in view of the take-over consequences set out in Section 2.10 of this Circular), having carefully considered the terms and rationale of the Proposed Adoption of the Share Buy-Back Mandate, are of the view that the Proposed Adoption of the Share Buy-Back Mandate is in the best interests of the Company and accordingly, recommend that Shareholders vote in favor of the ordinary resolution to approve the Proposed Adoption of the Share Buy-Back Mandate.

Shareholders, in deciding whether to vote in favour of the Proposed Adoption of the Share Buy-Back Mandate, should read carefully the terms and conditions, rationale and financial effects (where applicable) of the Share Buy-Back Mandate. In giving the above recommendations, the Board has had no regard to the specific investment objectives, financial situation, tax position or unique needs or constraints of any individual Shareholder. As different Shareholders would have different investment objectives and profiles, the Directors recommend that any individual Shareholder who may require specific advice in relation to his specific investment portfolio should consult his stockbroker, bank manager, solicitor, accountant, tax adviser or other professional advisers.

LETTER TO SHAREHOLDERS

10. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Adoption of the Share Buy-Back Mandate, the Company and its Subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

11. DOCUMENTS AVAILABLE FOR INSPECTION

The constitution of the Company and the letter of consent referred to in Section 8 of this Circular may be inspected at the registered office of the Company at 77 Robinson Road, #06-03, Robinson 77, Singapore 068896, during normal business hours from the date of this Circular up to and including the date of the EGM.

This Circular is also available on the Company's corporate website at <https://www.fortress.sg> and SGXNET.

Yours faithfully
For and on behalf of the Board of Directors of
FORTRESS MINERALS LIMITED

Dato' Sri Ivan Chee Yew Fei
Executive Director and Chief Executive Officer

NOTICE OF EXTRAORDINARY GENERAL MEETING

FORTRESS MINERALS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 201732608K)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “**EGM**”) of **FORTRESS MINERALS LIMITED** (the “**Company**”) will be held on Wednesday, 22 June 2022 at 11:30 a.m. (or as soon thereafter following the conclusion or adjournment of the AGM of the Company to be held at 11:00 a.m. on the same day), by electronic means, for the purpose of considering and, if thought fit, passing with or without any modifications, the following resolution:-

*Unless otherwise defined, all capitalised terms used in this Notice of EGM which are not defined herein shall have the same meanings ascribed to them in the circular issued by the Company to its Shareholders dated 6 June 2022 (the “**Circular**”).*

ORDINARY RESOLUTION: PROPOSED ADOPTION OF THE SHARE BUY-BACK MANDATE

RESOLVED THAT pursuant to the constitution:

That:

- (a) for the purposes of the Companies Act 1967 of Singapore (2020 Revised Edition) (the “**Act**”) and the Catalist Rules of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), the Directors of the Company be and are hereby authorised to exercise all the powers of the Company to purchase or otherwise acquire the issued ordinary shares in the capital of the Company (the “**Shares**”) not exceeding in aggregate the Prescribed Limit (as hereafter defined) during the Relevant Period, at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:
 - (i) on-market purchases (“**Market Purchases**”) transacted on the SGX-ST through the ready market or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
 - (ii) off-market purchases (“**Off-Market Purchases**”) (if effected otherwise than on the SGX-ST) 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 Act, and otherwise in accordance with all other provisions of the Act and the Catalist Rules of the SGX-ST as may for the time being be applicable (the “**Share Buy-Back 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 Buy-back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:
 - (i) the date on which the next AGM of the Company is held or required by law or the Constitution of the Company to be held;
 - (ii) the date on which purchases or acquisitions of Shares by the Company pursuant to the Share Buy-Back Mandate are carried out to the full extent mandated; or

NOTICE OF EXTRAORDINARY GENERAL MEETING

(iii) the date on which the authority conferred by the Share Buy-Back Mandate is varied or revoked by the shareholders of the Company in a general meeting;

(c) in this Resolution:

“Prescribed Limit” means that number of Shares representing 4.67 per cent. (4.67%) of the issued ordinary share capital as at the date of the passing of this Resolution, unless the Company has effected a reduction of its share capital in accordance with the applicable provisions of the Act at any time during the Relevant Period, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered;

“Relevant Period” means the period commencing on and from the Approval Date, up to the earliest of:

- (i) the conclusion of the next AGM or the date by which such AGM is required by law to be held;
- (ii) the date on which the Share Buy-Backs are carried out to the full extent mandated; or
- (iii) the date on which the authority conferred by the Share Buy-Back Mandate is revoked or varied by the Shareholders in a general meeting;

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

- (i) in the case of a Market Purchase: 105 per cent. (105%) of the Average Closing Price; and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme: 120 per cent. (120%) of the Average Closing 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 or, as the case may be, the day of the making of the offer pursuant to an Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five (5)-day period and the day on which the purchases are made; 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 of Shares from shareholders of the Company, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

(d) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

BY ORDER OF THE BOARD

Dato’ Sri Ivan Chee Yew Fei

Executive Director and Chief Executive Officer

6 June 2022

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. No attendance in person

The EGM is being convened and will be held by electronic means, pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “**COVID-19 Order**”).

The EGM will be conducted via electronic means only and Shareholders will not be able to attend the EGM in person.

2. Registration of Live Webcast

Shareholders may contemporaneously observe the EGM proceedings by watching a “live” audio-visual webcast via their mobile phones, tablets or computers, or listening to these proceedings through a “live” audio-only stream via telephone.

In order to participate in the “live” audio-visual webcast or the “live” audio-only stream, members as well as investors who hold Shares through relevant intermediaries (as defined in section 181 of the Companies Act) (the “**Relevant Intermediaries**”) must pre-register on the EGM website at the URL <https://globalmeeting.bigbangdesign.co/fortress2022/> not later than 11:30 a.m. on 14 June 2022 (the “**Registration Deadline**”) to enable the Company to verify their status as Shareholders. Following the verification, authenticated Shareholders will receive an email not later than 11:30 a.m. on 21 June 2022 (the “**Confirmation Email**”) containing instructions on how to access the “live” audio-visual webcast or “live” audio-only stream of the EGM proceedings.

Shareholders who do not receive the Confirmation Email by 11:30 a.m. on 21 June 2022 but who have registered by the Registration Deadline, should contact the Share Registrar, B.A.C.S Private Limited for assistance at (+65) 65934848 or by email at main@zicoholdings.com.

Shareholders are reminded that the EGM proceedings are private. Instructions on access to the “live” audio-visual webcast or “live” audio-only stream of the EGM proceedings should therefore not be shared with anyone who is not a Shareholder of the Company or otherwise not authorised to attend the EGM. This is also to avoid any technical disruptions or overload to the “live” audio-visual webcast or “live” audio-only stream. Recording of the “live” audio-visual webcast or “live” audio-only stream in whatever form is also strictly prohibited.

3. Notice of EGM and the Circular

No printed copies of the Notice of EGM, the Circular and/or the Proxy Form will be despatched to Shareholders. The electronic copies of the Notice of EGM, the Proxy Form and the Circular will be made available via publication on the Company’s website at the URL <https://www.fortress.sg> and on SGXNET.

4. Submission of Questions in Advance

Shareholders will not be able to ask questions at the EGM during the “live” audio-visual webcast or “live” audio-only stream. Shareholders can submit their questions to the Company not later than 11:30 a.m. on 14 June 2022 in the following manner:

- (i) via the pre-registration link at URL <https://globalmeeting.bigbangdesign.co/fortress2022/>; or
- (ii) by email to corporate@fortress.sg; or
- (iii) by post to the Company’s registered address at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896.

All substantial and relevant questions related to the resolutions to be tabled for approval at the EGM from members received before the EGM and if necessary, any subsequent clarifications sought, or follow-up questions in respect of such questions received by the deadline stated above will be responded to prior to, or at, the EGM.

When sending in the questions via the EGM website, email or by post to the Company’s registered address, Shareholders are also required to provide the following details, failing which the submission will be treated as invalid:

- (i) Full name;
- (ii) Contact number;
- (iii) Address;

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (iv) NRIC, passport number or company registration number;
- (v) Number of Shares held; and
- (vi) The manner in which the Shares in the Company are held (e.g. via CDP, CPF or SRS).

Shareholders who hold their Shares through the Relevant Intermediaries and who wish to submit questions should approach their respective Relevant Intermediaries early, so that the Relevant Intermediaries may in turn submit their questions for the EGM to the Company via the EGM website or by post before the deadline stated above (i.e. no later than 11:30 a.m. on 14 June 2022).

The Company will, within one (1) month after the date of the EGM, publish the minutes of the EGM on SGXNET and the Company's website at the URL <https://www.fortress.sg>, which will include substantial and relevant comments or queries from Shareholders relating to the agenda of the EGM, and responses from the Board and management.

5. Voting

A member will not be able to vote online on the resolution to be tabled for approval during the "live" audio-visual webcast or "live" audio-only stream of the EGM. Members who wish to exercise his/her/its voting rights at the EGM, must each submit a Proxy Form to appoint the Chairman of the Meeting to act as proxy and direct the vote at the Meeting. The Proxy Form for the EGM can be accessed at SGXNET and the Company's website at the URL <https://www.fortress.sg>, and is made available with this Notice of EGM.

In appointing the Chairman of the Meeting as proxy, a member of the Company must give specific instructions as to voting, or abstentions from voting, in the Proxy Form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

The Chairman of the Meeting, as proxy, need not be a member of the Company.

Shareholders who wish to submit the Proxy Form must first download, complete and sign the Proxy Form, before submitting the signed Proxy Form through any one of the following means:

- (i) if submitted by post, be lodged at the Company's registered address at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or
- (ii) if submitted electronically, be submitted via email to the Company's Share Registrar, B.A.C.S Private Limited at main@zicoholdings.com,

in either case, by no later than 11:30 a.m. on 19 June 2022 (the "**Cut-off Time**"), being seventy-two (72) hours before the time appointed for holding the EGM.

CPF Investors and/or SRS Investors (as may be applicable) who wish to vote should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the EGM (i.e. by 11:30 a.m. on 10 June 2022) in order to allow sufficient time for their respective CPF Agent Banks or SRS Operators to in turn submit a Proxy Form to appoint the Chairman of the Meeting to vote on their behalf by the Cut-off time. The Proxy Form is not valid for use by CPF Investors and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

In view of the current COVID-19 situation in Singapore, Shareholders are strongly encouraged to submit Proxy Forms electronically via email.

Where a Proxy Form is signed on behalf of the appointer by an attorney, the letter or the power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the Proxy Form (or if submitted electronically via email, be emailed with the Proxy Form by the Cut-off Time), failing which the Proxy Form may be treated as invalid. The Proxy Form must be under the hand of the appointer 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 or under the hand of an officer or attorney duly authorised. The dispensation of the use of common seal pursuant to the Companies Act 1967 of Singapore is applicable at this EGM.

The Company shall be entitled to reject the instrument appointing Chairman of the Meeting as proxy if it is incomplete, improperly completed or illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified in the instrument appointing Chairman of the Meeting as proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing Chairman of the Meeting as proxy lodged if the members, being the appointer, 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, as certified by The Central Depository (Pte) Limited to the Company.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Further developments

Shareholders should note that the manner of conduct of the EGM may be subject to further changes based on the evolving COVID-19 situation, any legislative amendments and any directives or guidelines from government agencies or regulatory authorities. Any changes to the manner of conduct of the EGM will be announced by the Company on SGXNET and the Company's website at the URL <https://www.fortress.sg>. Shareholders are advised to check SGXNET and the Company's website regularly for further updates.

The Company seeks the understanding and co-operation of all members in enabling the Company to hold and conduct the EGM in compliance with the safe distancing measures to stem the spread of COVID-19 infections.

Personal data privacy:

By submitting (a) a Proxy Form appointing the Chairman of the Meeting as the proxy to attend, speak and vote at the EGM and/or any adjournment thereof, or (b) Shareholder's particulars for pre-registration to contemporaneously observe the EGM proceedings via "live" audio-visual webcast or "live" audio-only stream, or (c) any questions prior to the EGM in accordance with this Notice of EGM, a member consents to the collection, use and disclosure of the member's personal data by the Company (or its agents, advisers or service providers, as the case may be) for the following purposes:

- (a) processing and administration by the Company (or its agents, advisers or service providers, as the case may be) of the Proxy Form appointing the Chairman of the Meeting as the proxy for the EGM (including any adjournment thereof);
- (b) preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof);
- (c) processing of pre-registration for participation at the EGM for purpose of granting access to members to the "live" audio-visual webcast or "live" audio-only stream and providing them with any technical assistance when necessary;
- (d) addressing relevant and substantial questions related to the resolutions to be tabled for approval at the EGM from members received before the relevant time prior to the EGM and if necessary, following up with the relevant members in relation to such questions; and
- (e) enabling the Company (or its agents, advisers or service providers, as the case may be) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.

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 of the EGM. Accordingly, the personal data of a member (such as name, presence at the EGM and any questions raised or motions proposed/seconded) may be recorded by the Company for such purposes.

PROXY FORM

FORTRESS MINERALS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 201732608K)

EXTRAORDINARY GENERAL MEETING PROXY FORM

IMPORTANT:

1. Due to the current COVID-19 situation in Singapore, members will not be able to attend the EGM in person. Members (whether individuals or corporates) must appoint the Chairman of the Meeting as their proxy to attend, speak and vote on their behalf at the EGM if such members wish to exercise their voting rights at the EGM.
2. Please read the notes to this Proxy Form.

I/We*, _____ (Name) with

NRIC/Passport/Company Registration Number* _____ of

_____ (Address)

being a member/members* of **FORTRESS MINERALS LIMITED** ("**Company**"), hereby appoint the Chairman of the Meeting as my/our* proxy, to attend and vote for me/us* on my/our* behalf at the Extraordinary General Meeting ("**EGM**") of the Company to be held by electronic means at 11:30 a.m. on 22 June 2022 (or as soon thereafter following the conclusion or adjournment of the AGM of the Company to be held at 11.00 a.m. on the same day) and at any adjournment thereof.

I/We* direct the Chairman of the Meeting as my/our* proxy to vote for, against, or to abstain from voting on the resolution proposed at the EGM as indicated hereunder. **If no specific direction as to voting is given in respect of a resolution, the appointment of the Chairman of the Meeting as my/our proxy for that resolution will be treated as invalid.**

Ordinary Resolution	For	Against	Abstain
To approve the Proposed Adoption of the Share Buy-Back Mandate			

Note: If you wish to exercise all your votes "For", "Against" or to "Abstain" from voting, please indicate with a tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate. If you mark the abstain box for a particular resolution, you are directing your proxy not to vote on that resolution on a poll and your votes will not be counted in computing the required majority on a poll.

* Please delete as appropriate

Dated this _____ day of _____ 2022

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

Signature of Member(s)/Common Seal of Corporate Shareholder

* Delete where inapplicable

IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM

*All capitalised terms used in this Proxy Form which are not defined herein shall, unless the context otherwise requires, have the same meanings ascribed to them in the circular issued by the Company to the Shareholders dated 6 June 2022 (the "**Circular**"), including supplements and modifications thereto.*

PROXY FORM

Notes:

1. 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 (2020 Revised Edition)), you should insert that number of Shares. If you have Shares registered in your name in the register of members of the Company (the “**Register of Members**”), you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, 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. If no number is inserted, the instrument appointing the Chairman of the Meeting as a proxy (the “**Proxy Form**”) shall be deemed to relate to all the Shares held by you.
2. Due to the current COVID-19 restriction orders in Singapore, members will not be able to attend the EGM in person. **A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM.**
3. The Chairman of the Meeting, as proxy, need not be a member of the Company.
4. Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
5. The instrument appointing the Chairman of the Meeting as proxy must be duly executed and submitted to the Company in the following manner:
 - (a) if submitted by post, be lodged at the Company’s registered address at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or
 - (b) if submitted electronically, be submitted via email to the Company’s Share Registrar, B.A.C.S Private Limited at main@zicoholdings.com,in either case, by no later than 11:30 a.m. on 19 June 2022, being seventy-two (72) hours before the time appointed for holding the EGM. **In view of the current COVID-19 situation in Singapore, members are strongly encouraged to submit completed proxy forms electronically via email.**
6. Where a Proxy Form is signed on behalf of the appointer by an attorney, the letter or the power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the Proxy Form (or if submitted electronically via email, be emailed with the Proxy Form), failing which the Proxy Form may be treated as invalid.
7. The Proxy Form must be under the hand of the appointer 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 or under the hand of an officer or attorney duly authorised. The dispensation of the use of common seal pursuant to the Companies Act 1967 of Singapore (2020 Revised Edition) is applicable at the EGM.

GENERAL:

The Company shall be entitled to reject the instrument appointing Chairman of the Meeting as proxy if it is incomplete, improperly completed or illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified in the instrument appointing Chairman of the Meeting as proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing Chairman of the Meeting as proxy lodged if the member, being the appointer, 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, as certified by The Central Depository (Pte) Limited to the Company.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 6 June 2022.