

FIRST RESOURCES LIMITED

(Incorporated in Singapore)

(Company Registration No. 200415931M)

MINUTES OF EXTRAORDINARY GENERAL MEETING HELD BY WAY OF ELECTRONIC MEANS

DATE : Monday, 1 June 2020**TIME** : 3.05 p.m.**PRESENT** : The following Directors were present at the webcast studio:

Mr Lim Ming Seong	Chairman, Independent Director and Chairman of Nominating Committee and member of the Remuneration Committee
Mr Ciliandra Fangiono	Chief Executive Officer, Executive Director and member of the Nominating Committee

The following Directors were present remotely:

Mr Fang Zhixiang	Deputy Chief Executive Officer and Executive Director
Mr Teng Cheong Kwee	Independent Director and Chairman of Audit Committee and member of the Remuneration Committee
Mr Ong Beng Kee	Independent Director and member of the Audit Committee
Mr Chang See Hiang	Independent Director and member of the Audit and Nominating Committees
Ms Wong Su Yen	Independent Director and Chairman of Remuneration Committee
Mr Peter Ho Kok Wai	Independent Director and member of the Audit Committee
Mr Tan Seow Kheng	Non-Executive, Non-Independent Director and member of the Audit Committee

SHAREHOLDERS PRESENT VIA ELECTRONIC MEANS : As set out in the Audio-visual Webcast and Audio-feed Attendee Report.

CHAIRMAN : Mr Lim Ming Seong**QUORUM**

As a quorum was present, the Chairman declared the meeting open at 3.05 p.m.

NOTICE

The Notice convening the Extraordinary General Meeting ("**EGM**" or the "**Meeting**") was taken as read.

The Chairman informed that in accordance with SGX's guidance issued on 13 April 2020 on the conduct of general meetings during the circuit breaker, all votes on the resolutions tabled at the Meeting would be voted by proxy and only the Chairman of the Meeting might be appointed by proxy. All resolutions tabled at this Meeting would be voted by poll and counted based on the proxy forms that were submitted to the Company at least 72 hours before the Meeting, either by post or via email.

An announcement had been made by the Company on 4 May 2020 via SGXNet and the Company's website informing shareholders to submit their proxy forms by 3.00 p.m. on 29 May 2020 to appoint the Chairman of the Meeting to cast votes on their behalf.

The Chairman further informed that in his capacity as Chairman of the Meeting, he has been appointed by numerous shareholders as proxy and would be voting with their instructions. Boardroom Corporate & Advisory Services Pte. Ltd. and Reliance 3P Advisory Pte Ltd have been appointed as the polling agent and scrutineer for the poll respectively. The validity of the proxies submitted by the shareholders by the submission deadline of 3.00 p.m. on 29 May 2020 have been reviewed and the votes of all such valid proxies have been counted and verified.

Shareholders were informed that the purpose of the Meeting was to seek shareholders' approval for the following proposals:

- (a) the proposed adoption of the First Resources Employee Share Option Scheme 2020 ("**2020 ESOS**");
- (b) the proposed grant of authority to offer and grant Options at a discount of up to 20% to Market Price under the proposed 2020 ESOS; and
- (c) the proposed adoption of the First Resources Employee Share Award Scheme ("**2020 ESAS**").

The following were also highlighted:

- The rationale for adopting the 2020 ESOS and 2020 ESAS are set out in the Circular to Shareholders dated 4 May 2020.
- The persons eligible to participate in the 2020 ESOS and 2020 ESAS are the Directors of the Company and employees of the Group.
- The Company may grant Options with or without a discounted Exercise Price. In the event that Options are granted at a discount, the discount shall not exceed twenty per cent. (20%) of the Market Price.
- The aggregate number of new Shares in respect of which Options may be granted on any date under the 2020 ESOS, when added to all Shares, options or awards granted under any other share option scheme, share award scheme or other share based incentive schemes of the Company, including but not limited to the 2020 ESAS, shall not exceed fifteen per cent (15%) of the number of issued Shares of the Company on the day immediately preceding (1) the date on which the Options

shall be granted under the 2020 ESOS; or (2) the date on which the Awards shall be granted under the 2020 ESAS.

- All Directors of the Company and employees of the Group who are eligible to participate in the 2020 ESOS and the 2020 ESAS would abstain from voting in respect of their holdings of Shares.
- Further details on the 2020 ESOS and 2020 ESAS are found in the Circular to Shareholders dated 4 May 2020.

Q&A SESSION

As indicated in the Company's announcement on 4 May 2020, shareholders would not be able to ask questions during the live webcast and audio-stream of the Meeting. The Company had detailed the steps for shareholders to submit their questions by 20 May 2020 via the pre-registration website, by post or by email in relation to the agenda of the Meeting.

The Company has endeavoured to answer all substantial and relevant questions that were received by 20 May 2020 and the answers to these questions have been (i) published on SGXNet and the Company's website on 27 May 2020; and (ii) attached to these minutes as **Appendix "A"**.

1. THE PROPOSED ADOPTION OF THE FIRST RESOURCES EMPLOYEE SHARE OPTION SCHEME 2020 – ORDINARY RESOLUTION 1

The Meeting was informed that Ordinary Resolution 1 was to seek shareholders' approval on the proposed adoption of the First Resources Employee Share Option Scheme 2020.

Ordinary Resolution 1 set out as follow was duly proposed by Chairman:

"THAT:

- (a) the employee share option scheme to be known as the "First Resources Employee Share Option Scheme 2020" ("**ESOS**"), particulars of which are set out in the Circular dated 4 May 2020 (the "**Circular**"), under which options ("**Options**") may be granted to selected Employees and Directors of the Company and/or its subsidiaries who have attained the age of 21 years, to subscribe for ordinary shares (the "**Shares**") in the capital of the Company, be and is hereby approved; and
- (b) the Board of Directors of the Company be and is hereby authorised:–
 - (i) to establish and administer the ESOS;
 - (ii) to modify and/or amend the ESOS from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the ESOS and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the ESOS;

- (iii) to offer and grant Options in accordance with the provisions of the ESOS and pursuant to Section 161 of the Companies Act (Cap. 50) of Singapore to allot and issue and/or deliver from time to time such number of fully paid-up Shares as may be required to be issued or delivered pursuant to the exercise of Options provided that the aggregate number of New Shares available pursuant to the ESOS, and any other share-based schemes of the Company, shall not exceed fifteen per cent. (15%) of the total issued Shares of the Company (excluding treasury shares and subsidiary holdings) from time to time; and
- (iv) to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this resolution.”

The result of Ordinary Resolution 1 tabled at the Meeting, taken on a poll, was as follows:

Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
1,301,740,322	1,044,245,230	80.22	257,495,092	19.78

Accordingly, Ordinary Resolution 1 tabled at the Meeting was carried.

2. THE PROPOSED GRANT OF AUTHORITY TO OFFER AND GRANT OPTIONS AT A DISCOUNT OF UP TO 20% TO MARKET PRICE UNDER THE PROPOSED FIRST RESOURCES EMPLOYEE SHARE OPTION SCHEME 2020 – ORDINARY RESOLUTION 2

Ordinary Resolution 2 was to seek shareholders’ approval to offer and grant options at a discount of up to 20% of market price under the Proposed First Resources Employee Share Option Scheme 2020.

Ordinary Resolution 2 set out as follow was duly proposed by Chairman:

“THAT:

subject to and contingent upon the passing of Ordinary Resolution 1 being approved, approval be and is given for:

- (a) the maximum discount that may be given under the Scheme to be up to twenty per cent. (20%) of the Market Price (as defined hereinbelow) for the Shares at the time of the grant of the Option; and

- (b) the Directors of the Company be and are hereby authorised to offer and grant Options in accordance with the rules of the Scheme with exercise prices set at a discount to the market price (being a price equal to the average of the last dealt prices for the Shares on the Singapore Exchange Securities Trading Limited ("**SGX-ST**") over the five (5) consecutive market days on which the Shares are traded on the SGX-ST immediately preceding the date of grant of that Option, as determined by the Committee authorised and appointed to administer the Scheme by reference to the daily official list or any other publication published by the SGX-ST, rounded to the nearest whole cent in the event of fractional prices) ("**Market Price**")."

The result of Ordinary Resolution 2 tabled at the Meeting, taken on a poll, was as follows:

Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
1,301,740,322	1,044,245,230	80.22	257,495,092	19.78

Accordingly, Ordinary Resolution 2 tabled at the Meeting was carried.

3. THE PROPOSED ADOPTION OF THE FIRST RESOURCES EMPLOYEE SHARE AWARD SCHEME 2020 – ORDINARY RESOLUTION 3

Ordinary Resolution 3 was to seek shareholders' approval on the proposed adoption of the First Resources Employee Share Award Scheme 2020.

Ordinary Resolution 3 set out as follow was duly proposed by Chairman:

"THAT:

- (a) the employee share award scheme to be known as the "First Resources Employee Share Award Scheme 2020" ("**ESAS**"), particulars of which are set out in the Circular, under which awards ("**Awards**") of Shares may be granted to selected Employees and Directors of the Company and/or its subsidiaries who have attained the age of 21 years, be and is hereby approved; and
- (b) the Board of Directors of the Company be and is hereby authorised:–
- (i) to establish and administer the ESAS;
 - (ii) to modify and/or amend the ESAS from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the ESAS and to do all

such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the ESAS;

- (iii) to grant Awards in accordance with the provisions of the ESAS and pursuant to Section 161 of the Companies Act (Cap. 50) of Singapore to allot and issue, transfer and/or deliver from time to time such number of fully paid-up Shares, or pay the aggregate Market Price of the Shares in cash in lieu of the allotment or transfer of Shares, as may be required;
- (iv) pursuant to the vesting of Awards provided that the aggregate number of New Shares available pursuant to the ESAS, and any other share-based schemes of the Company, shall not exceed fifteen per cent. (15%) of the total issued Shares of the Company (excluding treasury shares and subsidiary holdings) from time to time; and
- (v) to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this resolution."

The result of Ordinary Resolution 3 tabled at the Meeting, taken on a poll, was as follows:

Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
1,301,740,322	1,156,276,935	88.83	145,463,387	11.17

Accordingly, Ordinary Resolution 3 tabled at the Meeting was carried.

CONCLUSION

There being no other business to transact, the Chairman declared the Extraordinary General Meeting of the Company closed at 3.20 p.m. and thanked everyone for their attendance.

CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD

LIM MING SEONG
CHAIRMAN

FIRST RESOURCES LIMITED
(Incorporated in Singapore)
(Company Registration No. 200415931M)

RESPONSES TO QUESTIONS RECEIVED FOR THE EXTRAORDINARY GENERAL MEETING 2020

The following questions were received from the shareholders of First Resources Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) for the Company’s Extraordinary General Meeting on 1 June 2020. Accordingly, please find below the responses from the Company.

Question 1

What is the reason for including the administrators as participants of the share option/award scheme?

The Company’s Response:

Pursuant to Rule 849 of the Listing Manual, the schemes must be administered by a committee comprising Directors (the “**Committee**”).

As stated in Paragraph 2.2, of the Circular, the schemes are intended to, amongst other things, motivate and reward Group Employees (including Directors). The Company recognises that Committee members (in their role as Directors) also contribute to the growth and success of the Group and therefore should be included in the schemes. In particular, Directors who occupy executive positions are involved in the day to day management and operations of the Group, while Non-Executive Directors, though not involved in the day-to-day running of the Group, play an invaluable role in the Group’s success by applying their experience, drawing on their knowledge and utilising their expertise for the benefit of the Group.

Notwithstanding the aforesaid, a participant who is a member of the Committee must not be involved in its deliberations in respect of options or awards to be granted to himself pursuant to Rule 849. This has also been set out in Paragraphs 3.1(j) and 4.1(h) of the Circular.

Question 2

Are there any details about the performance conditions, targets, vesting period and holding period that can be shared publicly?

The Company’s Response:

Performance conditions, targets, vesting period and holding period will primarily depend on the role of the relevant Group Employee and the objectives of the Group. For instance, performance targets or conditions may comprise group or individual sales targets, the performance of the Company’s share price over a designated period, the Group profitability and other key performance indicators. The appropriate condition/target, or the vesting or holding period, depends on many factors, including the role/designation of the Group Employee and the financial/operational objectives which the Group intends to achieve, and accordingly, will be determined by the Committee on a case-by-case basis.

Question 3

Do outstanding awards become vested immediately upon change in control?

The Company's Response:

No, change in control of the Company does not trigger an immediate vesting of outstanding Awards.

Question 4

Please confirm that options under the share option scheme may be issued with a discount of up to 20%?

The Company's Response:

Yes, the rules of the 2020 ESOS and the Listing Manual, together with the shareholders' approval sought by the Company under Ordinary Resolution 2 of the EGM, authorises the Company to issue Options with an exercise price of not more than 20% discount to the market price.

Question 5

Please confirm that dilution under the share award scheme is up to 15%?

The Company's Response:

Yes, under the rules of the 2020 ESOS and 2020 ESAS as well as the Listing Manual, the aggregate number of new shares issued and/or issuable under all share-based incentive schemes (including the 2020 ESOS and 2020 ESAS) should not exceed 15% of the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings). This has also been set out in paragraphs 3.1 (c) and 4.1(c) of the Circular.

BY ORDER OF THE BOARD
FIRST RESOURCES LIMITED

Tan Lay Hong
Company Secretary
27 May 2020