

# Notice of Twenty-Third Annual General Meeting

The Twenty-Third Annual General Meeting of Vicplas International Ltd 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. This Notice of Annual General Meeting and the Proxy Form will be sent to members by electronic means via publication on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>, and will also be made available on the Company's website at the URL <https://www.vicplas.com/investor-relations>. Printed copies of this Notice of Annual General Meeting and the Proxy Form will not be despatched to members.

NOTICE IS HEREBY GIVEN that the Twenty-Third Annual General Meeting of Vicplas International Ltd (the "**Company**") will be convened and held by way of electronic means on Wednesday, November 24, 2021 at 3.00 p.m. (Singapore time) for the purpose of transacting the following business:

## AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the year ended July 31, 2021 and the Auditor's Report thereon. **(Resolution 1)**
2. To declare a final (one-tier tax exempt) dividend of S\$0.0045 per share for the year ended July 31, 2021 to be paid on January 21, 2022 to shareholders of the Company whose names appear on the Register of Members or, as the case may be, the Depository Register, as holders of the shares, as at 5.00 p.m. on January 11, 2022. [See Explanatory Note 1] **(Resolution 2)**
3. To approve the Directors' fees of S\$270,411.00 (2020: S\$250,644.00) for the year ended July 31, 2021. **(Resolution 3)**
4. To re-elect Mr. Ng Beng Tiong, who is retiring pursuant to Article 119 of the Company's Constitution, and who, being eligible, offers himself for re-election. [See Explanatory Note 2] **(Resolution 4)**
5. To re-elect Mr. Yeo Wico, who is retiring by rotation pursuant to Article 115 of the Company's Constitution, and who, being eligible, offers himself for re-election. [See Explanatory Note 3] **(Resolution 5)**
6. To re-elect Mr. Ng Cher Yan, who is retiring by rotation pursuant to Article 115 of the Company's Constitution, and who, being eligible, offers himself for re-election. [See Explanatory Note 3] **(Resolution 6)**
7. To re-appoint Deloitte & Touche LLP as Auditor and to authorise the Directors to fix its remuneration. **(Resolution 7)**

# Notice of Twenty-Third Annual General Meeting

## AS SPECIAL BUSINESS

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

8. "Tier-1" approval for Mr. Yeo Wico **(Resolution 8)**

"That for the purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") (which will take effect from January 1, 2022), and subject to and contingent upon the passing of Resolution 5 (relating to Mr. Yeo Wico's re-election as a Director) by shareholders of the Company, and the passing of Resolution 9 (relating to his "Tier-2" approval) by shareholders of the Company (excluding the Directors and the Chief Executive Officer of the Company and their respective associates (as defined in the Listing Manual of the SGX-ST)):

- (a) the continued appointment of Mr. Yeo Wico as an independent Director be and is hereby approved; and
- (b) such approval shall continue in force until (i) the retirement or resignation of Mr. Yeo Wico as a Director; or (ii) the conclusion of the third Annual General Meeting of the Company following the passing of this Resolution, whichever is the earlier." [See Explanatory Note 4]

9. "Tier-2" approval for Mr. Yeo Wico **(Resolution 9)**

"That for the purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the Singapore Exchange Securities Trading Limited (which will take effect from January 1, 2022), and subject to and contingent upon the passing of Resolution 5 (relating to Mr. Yeo Wico's re-election as a Director) and Resolution 8 (relating to his "Tier-1" approval) by shareholders of the Company:

- (a) the continued appointment of Mr. Yeo Wico as an independent Director be and is hereby approved; and
- (b) such approval shall continue in force until (i) the retirement or resignation of Mr. Yeo Wico as a Director; or (ii) the conclusion of the third Annual General Meeting of the Company following the passing of this Resolution, whichever is the earlier." [See Explanatory Note 4]

10. "Tier-1" approval for Mr. Ng Cher Yan **(Resolution 10)**

"That for the purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") (which will take effect from January 1, 2022), and subject to and contingent upon the passing of Resolution 6 (relating to Mr. Ng Cher Yan's re-election as a Director) by shareholders of the Company, and the passing of Resolution 11 (relating to his "Tier-2" approval) by shareholders of the Company (excluding the Directors and the Chief Executive Officer of the Company and their respective associates (as defined in the Listing Manual of the SGX-ST)):

- (a) the continued appointment of Mr. Ng Cher Yan as an independent Director be and is hereby approved; and
- (b) such approval shall continue in force until (i) the retirement or resignation of Mr. Ng Cher Yan as a Director; or (ii) the conclusion of the third Annual General Meeting of the Company following the passing of this Resolution, whichever is the earlier." [See Explanatory Note 4]

# Notice of Twenty-Third Annual General Meeting

## 11. "Tier-2" approval for Mr. Ng Cher Yan

(Resolution 11)

"That for the purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the Singapore Exchange Securities Trading Limited (which will take effect from January 1, 2022), and subject to and contingent upon the passing of Resolution 6 (relating to Mr. Ng Cher Yan's re-election as a Director) and Resolution 10 (relating to his "Tier-1" approval) by shareholders of the Company:

- (a) the continued appointment of Mr. Ng Cher Yan as an independent Director be and is hereby approved; and
- (b) such approval shall continue in force until (i) the retirement or resignation of Mr. Ng Cher Yan as a Director; or (ii) the conclusion of the third Annual General Meeting of the Company following the passing of this Resolution, whichever is the earlier." [See Explanatory Note 4]

## 12. Authority to allot and issue shares and convertible instruments

(Resolution 12)

"That pursuant to Section 161 of the Companies Act, Cap. 50 (the "**Companies Act**") and the listing rules of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), authority be and is hereby given to the Directors of the Company to:

- (a) (i) issue shares of the Company ("**shares**") whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,

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

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

Provided that:

- (i) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares to be issued other than on a *pro-rata* basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (ii) below);



# Notice of Twenty-Third Annual General Meeting

- (ii) (subject to such manner of calculation as may be prescribed by the SGX-ST), for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
  - (a) new shares arising from the conversion or exercise of any convertible securities;
  - (b) new shares arising from the exercise of any share options or vesting of share awards which were issued and are outstanding or subsisting at the time this Resolution is passed, provided that the share options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
  - (c) any subsequent bonus issue, consolidation or subdivision of shares,and, in sub-paragraph (i) above and this sub-paragraph (ii), “subsidiary holdings” has the meaning given to it in the Listing Manual of the SGX-ST;
- (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and otherwise, and the Constitution for the time being of the Company; and
- (iv) unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.” [See Explanatory Note 5]

## 13. Renewal of the Interested Person Transactions Mandate

**(Resolution 13)**

“That:

- (a) approval be and is hereby given for the purposes of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**Chapter 9**”), for the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9), or any of them, to enter into transactions falling within the types of interested person transactions described in the Appendix to the Company’s Circular to Shareholders dated November 2, 2021 (the “**Circular**”) with any party who is of the class of interested persons described in the Appendix to the Circular, provided that such transactions are made on normal commercial terms and will not be prejudicial to the interests of the Company and minority shareholders and in accordance with the guidelines and procedures for such interested person transactions as set out in the Appendix to the Circular;
- (b) the approval given in paragraph (a) above (the “**IPT Mandate**”) shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company; and
- (c) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the IPT Mandate and/or this Resolution.” [See Explanatory Note 6]

# Notice of Twenty-Third Annual General Meeting

## 14. Renewal of the Share Purchase Mandate

(Resolution 14)

“That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, Cap. 50 (the “**Act**”), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire ordinary shares of the Company (“**Shares**”) not exceeding in aggregate the Prescribed Limit (as hereafter defined), 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) market purchase(s) (each a “**Market Purchase**”) on the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”); and/or
  - (ii) off-market purchase(s) (each an “**Off-Market Purchase**”) effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which schemes shall satisfy all the conditions prescribed by the Act,

and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Purchase Mandate**”);

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earliest of:
- (i) the date on which the next Annual General Meeting of the Company is held;
  - (ii) the date by which the next Annual General Meeting of the Company is required by law to be held; and
  - (iii) the date on which purchases and acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated;

- (c) in this Resolution:

“**Prescribed Limit**” means that number of issued Shares representing 10% of the total number of issued Shares as at the date of the passing of this Resolution (excluding treasury shares and subsidiary holdings (as defined in the Listing Manual of the SGX-ST) as at that date);

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

- (i) in the case of a Market Purchase: 105% of the Average Closing Price of the Shares; and
- (ii) in the case of an Off-Market Purchase: 120% of the Average Closing Price of the Shares,

# Notice of Twenty-Third Annual General Meeting

where:

**“Average Closing Price”** means the average of the closing market prices of the Shares over the last five Market Days, on which transactions in the Shares were recorded, immediately preceding the date of the making of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action which occurs during the relevant five Market Day period and the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase;

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

**“Market Day”** means a day on which the SGX-ST is open for trading in securities;

- (d) the Directors of the Company and/or any of them be and are hereby authorised to deal with the Shares purchased by the Company pursuant to the Share Purchase Mandate in any manner as may be permitted under the Act; and
- (e) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.” [See Explanatory Note 7]

## 15. Authority to issue shares pursuant to the Vicplas International Ltd Scrip Dividend Scheme

**(Resolution 15)**

“That pursuant to Section 161 of the Companies Act, Cap. 50, authority be and is hereby given to the Directors of the Company to allot and issue from time to time such number of ordinary shares of the Company as may be required to be allotted and issued pursuant to the Vicplas International Ltd Scrip Dividend Scheme.” [See Explanatory Note 8]

## 16. Adoption of the Vicplas International Share Option Plan 2021

**(Resolution 16)**

“That:

- (a) a share option plan to be known as the “Vicplas International Share Option Plan 2021” (the **“VISOP 2021”**), the rules of which, for the purposes of identification, have been subscribed to by the Chairman of the Meeting, under which options (**“Options”**) to acquire ordinary shares of the Company (**“Shares”**) will be granted pursuant to the VISOP 2021 to eligible selected employees and officers of the Company and its subsidiaries (including Directors of the Company) and other eligible selected participants, details of which are set out in the Company’s Circular to Shareholders dated November 2, 2021, be and is hereby approved;
- (b) the Directors of the Company be and are hereby authorised:
  - (i) to establish and administer the VISOP 2021;



# Notice of Twenty-Third Annual General Meeting

- (ii) to modify and/or alter the VISOP 2021 from time to time and at any time, provided that such modification and/or alteration is effected in accordance with the provisions of the VISOP 2021; and
  - (iii) to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the VISOP 2021; and
- (c) the Directors of the Company be and are hereby authorised to offer and grant Options in accordance with the provisions of the VISOP 2021 and to allot and issue from time to time such number of Shares as may be required to be delivered pursuant to the exercise of Options under the VISOP 2021, provided that the aggregate number of new Shares allotted and issued and/or to be allotted and issued pursuant to Options granted under the VISOP 2021 shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings (as defined in the Listing Manual of the Singapore Exchange Securities Trading Limited)) from time to time.” [See Explanatory Note 9]

By Order of the Board

Esther Au  
Company Secretary  
Singapore

November 2, 2021

# Notice of Twenty-Third Annual General Meeting

## Notes:

- (a) The Twenty-Third Annual General Meeting of the Company ("**Annual General Meeting**") 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. This Notice of Annual General Meeting and the Proxy Form will be sent to members by electronic means via publication on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>, and will also be made available on the Company's website at the URL <https://www.vicplas.com/investor-relations>. Printed copies will not be despatched to members.
- (b) Alternative arrangements relating to attendance at the Annual General Meeting via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of, or "live" at, the Annual General Meeting, addressing of substantial and relevant questions prior to, or "live" at, the Annual General Meeting and voting by appointing the Chairman of the Meeting as proxy at the Annual General Meeting, are set out in the accompanying Company's announcement dated November 2, 2021. This announcement may be accessed at the SGX website at the URL <https://www.sgx.com/securities/company-announcements>, and will also be made available on the Company's website at the URL <https://www.vicplas.com/investor-relations>.
- (c) **As a precautionary measure due to the COVID-19 situation in Singapore, a member will not be able to attend the Annual General Meeting 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 Annual General Meeting if such member wishes to exercise his/her/its voting rights at the Annual General Meeting.** The Proxy Form for the Annual General Meeting may be accessed at the SGX website at the URL <https://www.sgx.com/securities/company-announcements>, and will also be made available on the Company's website at the URL <https://www.vicplas.com/investor-relations>. A member may also appoint the Chairman of the Meeting as his/her/its proxy via the online process through the pre-registration website for the Annual General Meeting at the URL <https://conveneagm.sg/vicplasagm>.

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 abstention from voting, in respect of a resolution in the instrument of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

CPF and SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their voting instructions by 5.00 p.m. on November 12, 2021 (being seven working days before the date of the Annual General Meeting).

- (d) The Chairman of the Meeting, as proxy, need not be a member of the Company.



# Notice of Twenty-Third Annual General Meeting

- (e) The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
  - (i) if submitted by post, be lodged at the office of the Company's Share Registrar, B.A.C.S. Private Limited, at 8 Robinson Road #03-00, ASO Building, Singapore 048544; or
  - (ii) if submitted electronically, be submitted:
    - (1) via email to the Company's Share Registrar at [main@zicoholdings.com](mailto:main@zicoholdings.com); or
    - (2) via the online process through the pre-registration website for the Annual General Meeting at the URL <https://conveneagm.sg/vicplasagm>,

in any case not less than 72 hours before the time appointed for the Annual General Meeting.

A member who wishes to submit an instrument appointing a proxy by post or via email 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. A member may also appoint the Chairman of the Meeting as proxy via the online process through the pre-registration website at the URL <https://conveneagm.sg/vicplasagm>.

**Due to the COVID-19 situation in Singapore, members are strongly encouraged to submit completed instruments appointing a proxy electronically via email or via the online process through the pre-registration website.**

- (f) The Annual Report 2021 and the Circular to Shareholders dated November 2, 2021 (in relation to the proposed renewal of the interested person transactions mandate, the proposed renewal of the share purchase mandate and the proposed adoption of the Vicplas International Share Option Plan 2021) have been published on the Company's website at the URL <https://www.vicplas.com/investor-relations>, and may be accessed as set out below:
  - (i) the Annual Report 2021 may be accessed by clicking on the hyperlink for "FY2021 PDF" under "Annual Reports"; and
  - (ii) the Circular to Shareholders dated November 2, 2021 may be accessed by clicking on the hyperlink for "Circular of AGM PDF" under "Annual General Meeting – November 24, 2021".

These documents may also be viewed on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

- (g) Any reference to a time of day is made by reference to Singapore time.

# Notice of Twenty-Third Annual General Meeting

## Explanatory Notes:

1. Resolution 2 is to approve the payment of a final dividend in respect of the financial year ended July 31, 2021. The record date and payment date of the final dividend (in January 2022) have been specified to provide better certainty to shareholders.
2. Resolution 4 is to re-elect Mr. Ng Beng Tiong, who was appointed as a Director on April 28, 2021 and will be retiring under Article 119 of the Company's Constitution. Mr. Ng Beng Tiong is considered an Independent and Non-Executive Director. If he is re-elected, he will remain as a member of the Audit and Risk Committee of the Company. Further information on Mr. Ng Beng Tiong can be found on page 8 and pages 26 to 31 of the Annual Report 2021 under the sections "Board of Directors" and "Additional Information on Directors Seeking Re-election at the Forthcoming Twenty-Third Annual General Meeting".
3. Resolution 5 is to re-elect Mr. Yeo Wico who will be retiring by rotation under Article 115 of the Company's Constitution. Mr. Yeo Wico is considered an Independent and Non-Executive Director. If he is re-elected (and continues to be considered as independent if the requisite approvals for such independent status under Resolutions 8 and 9 are obtained), he will remain as Chairman of the Board, the Chairman of the Nominating Committee and a member of each of the Audit and Risk Committee, the Remuneration Committee and the Strategy Committee of the Company.

Resolution 6 is to re-elect Mr. Ng Cher Yan who will be retiring by rotation under Article 115 of the Company's Constitution. Mr. Ng Cher Yan is considered an Independent and Non-Executive Director. If he is re-elected (and continues to be considered as independent if the requisite approvals for such independent status under Resolutions 10 and 11 are obtained), he will remain as the Chairman of the Audit and Risk Committee, the Chairman of the Remuneration Committee and a member of the Nominating Committee of the Company.

Further information on Mr. Yeo Wico and Mr. Ng Cher Yan can be found on page 8 and pages 26 to 31 of the Annual Report 2021 under the sections "Board of Directors" and "Additional Information on Directors Seeking Re-election at the Forthcoming Twenty-Third Annual General Meeting".

4. Resolutions 8 to 11 are all Ordinary Resolutions. Resolutions 8 and 9, and Resolutions 10 and 11, are to approve the continued appointment of each of Mr. Yeo Wico and Mr. Ng Cher Yan, respectively, as an independent Director for the purposes of Rule 210(5)(d)(iii) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), which will take effect from January 1, 2022. This Rule provides that a Director will not be independent if he has been a Director for an aggregate period of more than nine years and his continued appointment as an independent Director has not been sought and approved in separate resolutions by (a) all shareholders; and (b) shareholders excluding the Directors and the Chief Executive Officer ("**CEO**") of the Company, and their respective associates (as defined in the Listing Manual of the SGX-ST).



# Notice of Twenty-Third Annual General Meeting

Both Mr. Yeo Wico and Mr. Ng Cher Yan, who are each seeking re-election as a Director at the Annual General Meeting under Resolutions 5 and 6, respectively, are independent Directors who have each served beyond an aggregate of nine years on the Board (Mr. Yeo Wico joined the Board on June 10, 2008, while Mr. Ng Cher Yan joined the Board on May 3, 2010). The Company is accordingly seeking, subject to the passing of (in the case of Mr. Yeo Wico) Resolution 5 and (in the case of Mr. Ng Cher Yan) Resolution 6, the requisite approvals from shareholders of the Company under Rule 210(5)(d)(iii)(A) and (B) for each of Mr. Yeo Wico's and Mr. Ng Cher Yan's continued appointment as an independent Director from January 1, 2022. If obtained, the requisite approvals will remain in force until the earlier of (i) the retirement or resignation of Mr. Yeo Wico or, as the case may be, Mr. Ng Cher Yan, as a Director; and (ii) the conclusion of the third Annual General Meeting of the Company following the passing of (in the case of Mr. Yeo Wico) Resolutions 8 and 9 and (in the case of Mr. Ng Cher Yan) Resolutions 10 and 11. Otherwise, Mr. Yeo Wico and Mr. Ng Cher Yan will be regarded as non-independent from January 1, 2022.

If Resolution 5 is passed but the 2-tier vote comprising Resolutions 8 and 9 are not passed, Mr. Yeo Wico will be re-designated as a Non-Independent Non-Executive Director with effect from January 1, 2022. If Resolution 6 is passed but the 2-tier vote comprising Resolutions 10 and 11 are not passed, Mr. Ng Cher Yan will be re-designated as a Non-Independent Non-Executive Director with effect from January 1, 2022. If the respective 2-tier vote approvals comprising Resolutions 8 to 11 are not passed, based on the current composition of the Board (three independent Directors and two non-independent Directors), independent Directors would not comprise at least one-third of the Board as required under Rule 210(5)(c) of the Listing Manual of the SGX-ST, which will take effect from January 1, 2022. In such event, the Company will review the composition of the Board and take such steps as may be necessary to ensure compliance with Rule 210(5)(c) of the Listing Manual of the SGX-ST which requires at least one-third of the Board to comprise independent Directors. The Company will make the appropriate announcement(s) in the event of any changes to the composition of the Board, in accordance with the Listing Manual of the SGX-ST.

Under Rule 210(5)(d)(iii)(A), all shareholders of the Company may vote on Resolutions 8 and 10.

In compliance with Rule 210(5)(d)(iii)(B), the Directors and the CEO of the Company, and their respective associates (as defined in the Listing Manual of the SGX-ST), will abstain from voting on Resolutions 9 and 11. The Company will disregard any votes cast by the Directors and the CEO of the Company, and their respective associates, in respect of their holdings of shares (if any) on Resolution 9 and 11. The Chairman of the Meeting will accept appointment as proxy for any other shareholder of the Company to vote in respect of Resolutions 9 and/or 11, where such shareholder has given specific instructions in a validly completed and submitted instrument of proxy as to voting, or abstentions from voting, in respect of Resolutions 9 and/or 11.

If Resolution 8 is not passed, Resolution 9 will be withdrawn. If Resolution 5 is not passed, both Resolutions 8 and 9 will be withdrawn.

If Resolution 10 is not passed, Resolution 11 will be withdrawn. If Resolution 6 is not passed, both Resolutions 10 and 11 will be withdrawn.



# Notice of Twenty-Third Annual General Meeting

5. Resolution 12 is an Ordinary Resolution to empower the Directors, from the date of this Annual General Meeting until the date of the next Annual General Meeting, to issue shares of the Company, to make or grant instruments convertible into shares, and to issue shares pursuant to such instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings), of which up to 20% may be issued other than on a *pro-rata* basis to shareholders.

For the purpose of determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time that Resolution 12 is passed after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time when Resolution 12 is passed, and (b) any subsequent bonus issue, consolidation or subdivision of shares. As at October 25, 2021, the Company had 461,000 treasury shares and no subsidiary holdings.

6. Resolution 13 is an Ordinary Resolution to renew the IPT Mandate for transactions with interested persons and empower the Directors of the Company, from the date of this Annual General Meeting until the date of the next Annual General Meeting, to enter into transactions falling within the types of interested person transactions described in the Appendix to the Company's Circular to Shareholders dated November 2, 2021. For more details, please refer to paragraph 2 of the Appendix to the Company's Circular to Shareholders dated November 2, 2021.
7. Resolution 14 is an Ordinary Resolution to renew, effective until the next Annual General Meeting, the Share Purchase Mandate for the Company to purchase or acquire its issued ordinary shares on the terms and subject to the conditions of Resolution 14.

The Company intends to use internal resources or external borrowings or a combination of both to finance its purchase or acquisition of its ordinary shares. The amount of financing required for the Company to purchase or acquire its ordinary shares, and the impact of such purchase or acquisition on the Company's financial position cannot be ascertained as at the date of this Notice as these will depend on the number of ordinary shares purchased or acquired, whether the purchase or acquisition is made out of profits or capital, the price at which such ordinary shares were purchased or acquired and whether the ordinary shares purchased or acquired are held in treasury or cancelled.

The financial effects of an assumed purchase or acquisition of such ordinary shares by the Company pursuant to the Share Purchase Mandate, based on the audited financial statements of the Group and the Company for the year ended July 31, 2021 and certain other assumptions, are set out in paragraph 3.7 of the Company's Circular to Shareholders dated November 2, 2021 and are for illustration only.

8. Resolution 15 is an Ordinary Resolution to empower the Directors of the Company to allot and issue ordinary shares of the Company pursuant to the Vicplas International Ltd Scrip Dividend Scheme to eligible members who, in respect of a qualifying dividend, have elected to receive scrip in lieu of the cash amount of that qualifying dividend.

# Notice of Twenty-Third Annual General Meeting

- Resolution 16 is an Ordinary Resolution to approve the adoption of the VISOP 2021, and to empower the Directors of the Company to offer and grant options under the VISOP 2021 and allot and issue ordinary shares of the Company pursuant to the exercise of options granted under the VISOP 2021, provided that the aggregate number of new shares which may be issued pursuant to options granted under the VISOP 2021 does not exceed 15% of the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings) from time to time.

Please refer to the Company's Circular to Shareholders dated November 2, 2021 for more details.

## **Personal Data Privacy:**

By submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

## **Record Date and Payment Date of Final Dividend**

Subject to the approval of the shareholders of the Company ("**Shareholders**") to be obtained for the proposed final (one-tier tax exempt) dividend of S\$0.0045 per share for the financial year ended July 31, 2021 (the "**Final Dividend**"), the Share Transfer Books and Register of Members of the Company will be closed on January 12, 2022 for the purpose of determining Shareholders' entitlements to the Final Dividend. The Share Transfer Books and Register of Members will re-open on January 13, 2022.

Duly completed registrable transfers received by the Company's Share Registrar, B.A.C.S. Private Limited, at 8 Robinson Road #03-00, ASO Building, Singapore 048544 up to 5.00 p.m. on January 11, 2022 will be registered to determine Shareholders' entitlements to the Final Dividend. Shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with the Shares as at 5.00 p.m. on January 11, 2022 will rank for the Final Dividend.

The Final Dividend, if approved at the Annual General Meeting to be held on November 24, 2021, will be paid on January 21, 2022.