

CIRCULAR DATED 16 OCTOBER 2020

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

This Circular is issued by VibroPower Corporation Limited (the “**Company**”). If you are in any doubt in relation to the contents of this Circular or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

If you have sold or transferred all your ordinary shares in the capital of VibroPower Corporation Limited represented by physical share certificate(s), you should immediately forward this Circular, the Notice of Extraordinary General Meeting and the Proxy Form enclosed herewith immediately to the purchaser or the transferee or to the bank, stockbroker or agent through whom you effected the sale or transfer for onward transmission to such purchaser or transferee.

The Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular.

Terms appearing on the cover of this Circular have the same meanings as defined in this Circular.



VIBROPOWER CORPORATION LIMITED

(Company Registration Number 200004436E)
(Incorporated in the Republic of Singapore on 23 May 2000)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

- (1) THE PROPOSED WITHDRAWAL OF THE GENERAL SHARE ISSUE MANDATE GRANTED BY THE SHAREHOLDERS AT THE ANNUAL GENERAL MEETING HELD ON 11 MAY 2020;**
- (2) THE PROPOSED REMOVAL OF MR. BENEDICT CHEN ONN MENG AS EXECUTIVE CHAIRMAN OF THE COMPANY WITH EFFECT FROM THE DATE OF THE EXTRAORDINARY GENERAL MEETING (“EGM”);**
- (3) THE PROPOSED REMOVAL OF MR. ERNEST YOGARAJAH S/O BALASUBRAMANIAM AS INDEPENDENT DIRECTOR OF THE COMPANY WITH EFFECT FROM THE DATE OF THE EGM;**
- (4) THE PROPOSED REMOVAL OF MS. TOH SHIH HUA AS INDEPENDENT DIRECTOR OF THE COMPANY WITH EFFECT FROM THE DATE OF THE EGM;**
- (5) THE PROPOSED APPOINTMENT OF MR. CHNG BENG HOCK AS EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM THE DATE OF THE EGM;**
- (6) THE PROPOSED APPOINTMENT OF MR. JONATHAN ZHANG AS INDEPENDENT DIRECTOR OF THE COMPANY WITH EFFECT FROM THE DATE OF THE EGM;**
- (7) THE PROPOSED APPOINTMENT OF MR. CHRISTOPHER HUANG AS INDEPENDENT DIRECTOR OF THE COMPANY WITH EFFECT FROM THE DATE OF THE EXTRAORDINARY GENERAL MEETING;**
- (8) THE REMOVAL OF ANY DIRECTORS OF THE COMPANY WHO MAY HAVE BEEN APPOINTED BETWEEN THE DATE OF THE REVISED REQUISITION NOTICE AND THE DATE OF THE EXTRAORDINARY GENERAL MEETING; AND**
- (9) THE PROPOSED APPROVAL OF ENHANCED GENERAL SHARE ISSUE MANDATE.**

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form	: 9.00 a.m. on 7 November 2020
Date and time of EGM	: 9.00 a.m. on 9 November 2020
Place of EGM	: The EGM will be held by electronic means

CONTENTS

	PAGE
DEFINITIONS	3
LETTER FROM THE BOARD TO SHAREHOLDERS	
1. INTRODUCTION	6
2. THE REQUISITION	6
3. RESOLUTION 1	8
4. RESOLUTIONS 2 TO 8	8
5. RESOLUTION 9	9
6. EXTRAORDINARY GENERAL MEETING	10
7. NO DESPATCH OF PRINTED COPIES OF THIS CIRCULAR, NOTICE OF EGM AND PROXY FORM	10
8. ACTION TO BE TAKEN BY SHAREHOLDERS	11
9. RESPONSIBILITY STATEMENT	11
10. DOCUMENTS AVAILABLE FOR INSPECTION	12
APPENDIX A: THE REQUISITION NOTICE.....	A-1
APPENDIX B: THE REVISED REQUISITION NOTICE	B-1
NOTICE OF EXTRAORDINARY GENERAL MEETING.....	N-1
PROXY FORM	

DEFINITIONS

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

“CDP”	:	The Central Depository (Pte) Limited
“Companies Act”	:	Companies Act, Chapter 50 of Singapore
“Company”	:	VibroPower Corporation Limited
“COVID-19 Act”	:	The COVID-19 (Temporary Measures) Act 2020, as amended, modified or supplemented from time to time, passed by Parliament on 7 April 2020 which, inter alia, enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means
“COVID-19 Order”	:	The COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, as amended, modified or supplemented from time to time, which was gazetted on 13 April 2020 and deemed to have come into operation on 27 March 2020, and which sets out the alternative arrangements in respect of, inter alia, the general meetings of companies
“Depositor”	:	Has the meaning ascribed to it in Section 81SF of the SFA, being an account holder or a depository agent but does not include a sub-account holder
“Depository Register”	:	Has the meaning ascribed to it in Section 81SF of the SFA, being a register maintained by CDP or any other approved depository company or corporation under the Companies Act in respect of book-entry securities
“Directors” or the “Board”	:	The directors of the Company or the board of directors of the Company
“EGM”	:	The extraordinary general meeting of the Company to be held at 9.00 a.m. on 9 November 2020, notice of which is set out on pages N-1 to N-4 of this Circular
“Enhanced Share Issue Mandate”	:	The proposed general share issue mandate with the Enhanced Share Issue Limit as set out in paragraph 5 of this Circular and Resolution 9 of the Notice of EGM
“Enhanced Share Issue Limit”	:	The enhanced share issue limit in accordance with SGX RegCo’s press release dated 8 April 2020
“General Mandate”	:	The general share issue mandate granted by Shareholders by way of an ordinary resolution at the annual general meeting of the Company held on 11 May 2020
“Latest Practicable Date”	:	12 October 2020, being the latest practicable date prior to the publication of this Circular

DEFINITIONS

“Listing Manual”	:	Listing Manual of the SGX-ST, as amended or modified from time to time
“Mainboard”	:	The Mainboard of the SGX-ST
“Placement Shares”	:	The 7,000,000 new Shares and 2,500,000 new Shares which have been issued to Wong Kim Siong and Wong Chong Heng respectively pursuant to the Placement
“Placement”	:	The placement of a total of 9,500,000 new ordinary shares in the capital of the Company at an issue price of \$0.132 per share to Wong Kim Siong and Wong Chong Heng on 5 October 2020
“Proxy Form”	:	The proxy form for the EGM, a copy of which is enclosed with this Circular
“Rejection Resolution”	:	The Rejection Resolution, as set out in paragraph 2.2.1 of the Letter to Shareholders in this Circular
“Requisition Notice”	:	The notice of requisition dated 14 September 2020 received by the Company from the Requisitioning Shareholders, reproduced at Appendix A of this Circular
“Requisitioning Shareholders”	:	Chng Beng Hock and Lim Eng Tiong
“Resolution 1”	:	Resolution 1, as set out in paragraph 2.1.1 of the Letter to Shareholders in this Circular
“Resolution 2”	:	Resolution 2, as set out in paragraph 2.1.2 of the Letter to Shareholders in this Circular
“Resolution 3”	:	Resolution 3, as set out in paragraph 2.1.3 of the Letter to Shareholders in this Circular
“Resolution 4”	:	Resolution 4, as set out in paragraph 2.1.4 of the Letter to Shareholders in this Circular
“Resolution 5”	:	Resolution 5, as set out in paragraph 2.1.5 of the Letter to Shareholders in this Circular
“Resolution 6”	:	Resolution 6, as set out in paragraph 2.1.6 of the Letter to Shareholders in this Circular
“Resolution 7”	:	Resolution 7, as set out in paragraph 2.1.7 of the Letter to Shareholders in this Circular
“Resolution 8”	:	Resolution 8, as set out in paragraph 2.1.8 of the Letter to Shareholders in this Circular
“Resolution 9”	:	Resolution 9 as set out in the Notice of EGM
“Revised Requisition Notice”	:	The notice of requisition dated 8 October 2020 received by the Company from the Requisitioning Shareholders, reproduced at Appendix B of this Circular
“SFA”	:	The Securities and Futures Act, Chapter 289 of Singapore, as amended or modified from time to time

DEFINITIONS

“SGXNET”	:	Singapore Exchange Network, a system network used by listed companies in sending information and announcements to the SGX-ST or any other system networks prescribed by the SGX-ST for the purpose of the SGX-ST making that information available to the market
“SGX RegCo”	:	Singapore Exchange Regulation
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Shareholders”	:	Persons who are registered as holders of Shares in the register of members of the Company or who, being Depositors, have Shares entered against their names in the Depository Register
“Shares”	:	Ordinary shares in the share capital of the Company
“Singapore Dollars” or “S\$” or “\$” and “cents”	:	Singapore dollars and cents, respectively, being the lawful currency of the Republic of Singapore
“Substantial Shareholder”	:	Any person directly or indirectly holding five per cent. (5%) or more of the Shares

Units and Currencies

“%” or “per cent.”	:	Percentage or per centum
--------------------	---	--------------------------

Words importing the singular shall, where applicable, include the plural and *vice versa* and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to **persons** shall include firms and corporations.

Any reference in this Circular to any statute or enactment or the Listing Manual is a reference to that statute or enactment or the Listing Manual as for the time being amended or re-enacted. Any word defined under the Companies Act, the SFA or the Listing Manual, or any modification thereof, and used in this Circular shall, where applicable, have the meaning assigned to it under the Companies Act, the SFA or the Listing Manual or any modification thereof, as the case may be, unless otherwise provided.

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

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

LETTER TO SHAREHOLDERS

VIBROPOWER CORPORATION LIMITED

(Company Registration Number 200004436E)
(Incorporated in the Republic of Singapore on 23 May 2000)

Directors:

Benedict Chen Onn Meng *(Chief Executive Officer and Chairman)*
Ernest Yogarajah s/o Balasubramaniam *(Independent and Non-Executive Director)*
Toh Shih Hua *(Independent and Non-Executive Director)*

Registered Office:

11 Tuas Avenue 16
Singapore 638929

16 October 2020

To: The Shareholders of VibroPower Corporation Limited

Dear Sir / Madam

1. INTRODUCTION

The Directors are convening the EGM at 9.00 a.m. on 9 November 2020 to be held by electronic means to consider the proposed resolutions contained in the Revised Requisition Notice dated 8 October 2020 from Chng Beng Hock and Lim Eng Tiong (collectively, the “**Requisitioning Shareholders**”), details of which are set out in paragraph 2 of this Circular, and the proposed resolution for the Enhanced Share Issue Mandate, details of which is set out in paragraph 5 of this Circular.

The purpose of this Circular is to provide Shareholders with information relating to the resolutions to be tabled at the EGM.

The SGX-ST has not independently verified the contents of this Circular and does not assume any responsibility for the contents of this Circular, including the correctness of any of the statements made, opinions expressed or reports contained in this Circular.

2. THE REQUISITION

2.1 The Requisition

As announced on 8 October 2020, the Company had received the Revised Requisition Notice dated 8 October 2020 from the Requisitioning Shareholders requisitioning, pursuant to Section 176(1) of the Companies Act, the Directors to convene an extraordinary general meeting to consider the resolutions set out below, which are reproduced in their entirety from the Revised Requisition Notice:

2.1.1 *“the withdrawal of the general share issue mandated granted by the shareholders of the Company by way of an ordinary resolution at the Company’s annual general meeting held on 11 May 2020” (“Resolution 1”);*

2.1.2 *“the removal of Mr. Benedict Chen Onn Meng as Executive Chairman of the Company with effect from the date of the EGM” (“Resolution 2”);*

2.1.3 *“the removal of Mr. Ernest Yogarajah s/o Balasubramaniam as Independent Director of the Company with effect from the date of the EGM” (“Resolution 3”);*

2.1.4 *“the removal of Ms. Toh Shih Hua as Independent Director of the Company with effect from the date of the EGM” (“Resolution 4”);*

2.1.5 *“the appointment of Mr. Chng Beng Hock as Executive Director of the Company with effect from the date of the EGM” (“Resolution 5”);*

LETTER TO SHAREHOLDERS

- 2.1.6 *“the appointment of Mr. Jonathan Zhang as Independent Director of the Company with effect from the date of the EGM” (“Resolution 6”);*
- 2.1.7 *“the appointment of Mr. Christopher Huang as Independent Director of the Company with effect from the date of the EGM” (“Resolution 7”); and*
- 2.1.8 *“the removal of any directors of the Company who may have been appointed between the date of this notice and the date of the EGM” (“Resolution 8”).*

2.2 Chronology of events relating to the Requisition Notice and Revised Requisition Notice

On 15 September 2020, the Company announced that it had after trading hours on 14 September 2020 received the Requisition Notice dated 14 September 2020 from the Requisitioning Shareholders. In the Requisition Notice, the Requisitioning Shareholders stated that they required the Company to convene an extraordinary general meeting to put forth each of the following resolutions (which are reproduced in their entirety from the Requisition Notice) for individual voting by shareholders:

- 2.2.1 *“the rejection of the Company’s recently announced proposed placement of up to 9,500,000 new ordinary shares in the capital of the Company at an issue price of S\$0.132 per share to Mr. Wong Kim Siong and his son, Mr. Wong Chong Heng; (“Rejection Resolution”);*
- 2.2.2 *“the removal of Mr. Benedict Chen Onn Meng as Executive Chairman of the Company with effect from the date of the EGM”;*
- 2.2.3 *“the removal of Mr. Ernest Yogarajah s/o Balasubramaniam as Independent Director of the Company with effect from the date of the EGM”;*
- 2.2.4 *“the removal of Ms. Toh Shih Hua as Independent Director of the Company with effect from the date of the EGM”;*
- 2.2.5 *“the appointment of Mr. Chng Beng Hock as Executive Director of the Company with effect from the date of the EGM”;*
- 2.2.6 *“the appointment of Mr. Jonathan Zhang as Independent Director of the Company with effect from the date of the EGM”;*
- 2.2.7 *“the appointment of Mr. Christopher Huang as Independent Director of the Company with effect from the date of the EGM”;* and
- 2.2.8 *“the removal of any directors of the Company who may have been appointed between the date of this notice and the date of the EGM”.*

The Company announced on 28 September 2020 that it was making preparations to convene an extraordinary general meeting to consider the proposed resolutions contained in the Requisition Notice.

On 2 October 2020, SGX-ST granted in-principle approval for the Placement, subject to certain conditions as set out in the Company’s announcement dated 5 October 2020 including, *inter alia*, that the Placement Shares had to be placed out within 7 market days from 2 October 2020. The Placement Shares were placed out on 5 October 2020 in accordance with the conditions as prescribed by the SGX-ST (as announced by the Company on 6 October 2020).

LETTER TO SHAREHOLDERS

Shortly after, on 8 October 2020, the Company received the Revised Requisition Notice from the same Requisitioning Shareholders. In the Revised Requisition Notice, the Requisitioning Shareholders stated that their requisition had been amended further to the Company's issue and allotment of shares pursuant to the Placement. The resolutions therein are identical to the Requisition Notice, save that the Rejection Resolution had been deleted and replaced with the following, which is reproduced in its entirety from the Revised Requisition Notice:

2.2.9 *"the withdrawal of the general share issue mandated granted by the shareholders of the Company by way of an ordinary resolution at the Company's annual general meeting held on 11 May 2020".*

No reasons were given in the Requisition Notice or Revised Requisition Notice for the above resolutions save for the following allegation, which has been reproduced in its entirety from the Revised Requisition Notice:

"We have proposed the above resolutions for the interests of all shareholders and stakeholders, after taking into account the worrying performance and developments of the Company, particularly since the conclusion of the rights cum warrants issue in January 2020."

The Company refutes and denies this allegation in its entirety. The Company also wishes to highlight that it had received both Requisition Notice and Revised Requisition Notice within a short span of 26 days. This has not only caused undue inconvenience and disruption to the Company's operations but also caused the Company to incur further costs and expense, which is not in the interests of all shareholders and stakeholders.

3. RESOLUTION 1

The Requisitioning Shareholders are proposing Resolution 1 to ask Shareholders to withdraw the General Mandate.

In the Revised Requisition Notice, the Requisitioning Shareholders did not give any reason to withdraw the General Mandate beyond the unsubstantiated allegation that it would be "in the interest of all shareholders and stakeholders".

The Company refutes and denies this allegation in its entirety. The General Mandate was carried with 100% of the votes at the annual general meeting on 11 May 2020. If the General Mandate is withdrawn, the Company's ability to raise funds in a timely manner should the need arise would be unnecessarily hampered and compromised, as additional time and costs would have to be spent to separately obtain shareholders' approval. The Company is of the view that this would not be in the interest of all shareholders and stakeholders.

4. RESOLUTIONS 2 TO 8

4.1 The Requisitioning Shareholders are proposing:

4.1.1 Resolution 2 to procure the removal of Mr. Benedict Chen Onn Meng as Executive Chairman of the Company with effect from the date of the EGM;

4.1.2 Resolution 3 to procure the removal of Mr. Ernest Yogarajah s/o Balasubramaniam as Independent Director of the Company with effect from the date of the EGM;

4.1.3 Resolution 4 to procure the removal of Ms. Toh Shih Hua as Independent Director of the Company with effect from the date of the EGM;

4.1.4 Resolution 5 to propose the appointment of Mr. Chng Beng Hock as Executive Director of the Company with effect from the date of the EGM:

LETTER TO SHAREHOLDERS

- 4.1.5 Resolution 6 to propose the appointment of Mr. Jonathan Zhang as Independent Director of the Company with effect from the date of the EGM;
- 4.1.6 Resolution 7 to propose the appointment of Mr. Christopher Huang as Independent Director of the Company with effect from the date of the EGM; and
- 4.1.7 Resolution 8 to procure the removal of any directors of the Company who may have been appointed between the date of the Revised Requisition Notice and the date of the EGM.
- 4.2 In respect of Resolutions 5 to 7, copies of the brief curriculum vitae of Mr. Chng Beng Hock, Mr. Christopher Huang and Mr. Jonathan Zhang provided by the Requisitioning Shareholders are reproduced in their entirety along with the Requisition Notice and Revised Requisition Notice in Appendix A and Appendix B to this Circular.
- 4.3 The Company would like Shareholders to note that when a candidate is proposed to be appointed for the first time or re-elected to the board at a general meeting, it is required under Rule 720(6) of the Listing Manual to provide the information relating to the candidate as set out in Appendix 7.4.1 of the Listing Manual in the notice of meeting, annual report or relevant circular distributed to shareholders prior to the general meeting.
- 4.4 However, the Requisitioning Shareholders have not provided the Company with the required information relating to their proposed candidates Mr. Chng Beng Hock, Mr. Christopher Huang and Mr. Jonathan Zhang (including, without limitation, information on whether the proposed candidates have any prior experience as a director of a listed company and if they do not have such prior experience, whether the proposed candidates have attended or will be attending training on the roles and responsibilities of a director of a listed company as prescribed by the SGX-ST). Accordingly, the Company is unable to include the required information in this Circular or the Notice of EGM.
- 4.5 In respect of Resolution 7, as at the Latest Practicable Date, no director has been appointed after the date of the Revised Requisition Notice.
- 4.6 No reasons were provided in the Requisition Notice or Revised Requisition Notice for the proposed removal and appointment of the directors under Resolutions 2 to 7 above beyond the unsubstantiated allegation that it would be “in the interest of all shareholders and stakeholders”. The Company refutes and denies this allegation in its entirety.

5. RESOLUTION 9

- 5.1 In addition to the resolutions proposed by the Requisitioning Shareholders, the Company is proposing to seek Shareholders' approval for Resolution 8 in respect of the Enhanced Share Issue Mandate.
- 5.2 On 8 April 2020, SGX RegCo issued a press release which introduced measures to support issuers amid the challenging business and economic climate due to COVID-19, including enabling the acceleration of fund-raising efforts by allowing Mainboard issuers to provisionally seek a general mandate for an issue of shares and convertible securities on a pro rata basis of up to an aggregate of 100% of its issued shares (excluding treasury shares and subsidiary holdings) (the “**Enhanced Share Issue Limit**”), versus 50% previously.
- 5.3 The Company is proposing to avail itself of these measures and to seek shareholders' approval for a general mandate with an Enhanced Share Issue Limit at the upcoming EGM. The Board of Directors is of the view that, due to the challenging economic environment caused by the COVID-19 situation, it would be prudent for the Company to do so, to avail the Company of the option of raising further funds if necessary.

LETTER TO SHAREHOLDERS

- 5.4 The Enhanced Share Issue Limit may be renewed at the next annual general meeting of the Company and is only valid until 31 December 2021, by which date any shares issued pursuant to the Enhanced Share Issue Limit must be listed, and no further shares may be issued under that limit.
- 5.5 As at the Latest Practicable Date, the Company has utilised part of the General Mandate and the remaining balance that will be available under the Enhanced Share Issue Limit (until it is renewed) after deducting the existing amount used is 44,426,284 Shares.
- 5.6 The Company will notify SGX RegCo, by way of email to enhancedsharelimit@sgx.com, of the date on which the general mandate with the Enhanced Share Issue Limit has been approved by shareholders.

6. EXTRAORDINARY GENERAL MEETING

The EGM will be held on 9 November 2020 at 9.00 a.m. by electronic means for the purposes of considering and, if thought fit, passing with or without any modifications, the ordinary resolutions set out in the Notice of EGM.

The Notice of the EGM is set out on pages N-1 to N-4 of this Circular. Shareholders are requested to take note of its date and time.

Due to the current COVID-19 situation, the EGM will be held by electronic means and Shareholders will not be able to attend the EGM in person. Instead, alternative arrangements have been put in place to allow Shareholders to participate at the EGM by:

- (a) watching the EGM proceedings via “live” webcast;
- (b) submitting questions in advance of the EGM; and/or
- (c) voting by appointing the Chairman as proxy at the EGM.

Please refer to the Company's announcement dated 16 October 2020 for further details on the alternative arrangements.

In addition, Shareholders should note that the Company may make further changes to its EGM arrangements (including but not limited to any applicable alternative arrangements as may be prescribed or permitted (as the case may be) under the COVID-19 Act and any regulations promulgated thereunder (including the COVID-19 Order) as well as other guidelines issued by the relevant authorities) as the situation evolves. Shareholders are advised to keep abreast of any such changes as may be announced by the Company as may be made from time to time on SGXNET.

7. NO DESPATCH OF PRINTED COPIES OF THIS CIRCULAR, NOTICE OF EGM AND PROXY FORM

In line with the provisions under the COVID-19 Order, **no** printed copies of the Circular, Notice of EGM and the Proxy Form in respect of the EGM will be despatched to Shareholders.

A copy of this Circular, the Notice of EGM and the Proxy Form has been uploaded on SGXNET. A Shareholder will need an Internet browser and PDF reader to view these documents on SGXNET.

LETTER TO SHAREHOLDERS

8. ACTION TO BE TAKEN BY SHAREHOLDERS

8.1 Appointment of Proxies

Shareholders (whether individual or corporate) who wish to vote on the resolutions at the EGM must vote by proxy only and appoint only the Chairman of the EGM as their proxy by completing the Proxy Form as attached to the Notice of EGM.

Each Shareholder appointing the Chairman of the EGM as proxy must give specific instructions as to his manner of voting, or abstention from voting, failing which the appointment will be treated as invalid.

Please refer to the alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the EGM as set out in the Notice of EGM, and in the Company's announcement dated 16 October 2020 which has been uploaded together with this Circular on SGXNET and the Company's website at www.vibropower.com on the same day.

All Shareholders are encouraged to complete, sign and return the Proxy Form attached to this Circular in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the Company (i) by email to info@vibropower.com or (ii) by post to the Company's registered office at 11 Tuas Avenue 16, Singapore 638929, not later than 48 hours before the time appointed for the EGM.

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

Investors who wish to appoint the Chairman of the EGM as their proxy should approach their respective relevant intermediaries or agent banks to submit their votes no later than 29 October 2020, being seven (7) working days before the date of the EGM. CPF Investors and SRS Investors should not directly appoint the Chairman as proxy to direct the vote. The Proxy Form is not valid for use by CPF and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

8.2 When Depositor regarded as Shareholder

A Depositor shall not be regarded as a Shareholder entitled to attend and vote at the EGM unless he is shown to have Shares entered against his name in the Depository Register as at 72 hours before the time fixed for holding the EGM, as certified by CDP to the Company.

9. RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular (save for the information and documents provided to the Company by the Requisitioning Shareholders) 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 resolutions to be tabled at this EGM, 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 (save for the information and documents provided to the Company by the Requisitioning Shareholders) 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.

LETTER TO SHAREHOLDERS

10. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available for inspection at the registered office of the Company at 11 Tuas Avenue 16, Singapore 638929 during normal business hours from the date of this Circular up to the date of the EGM:

- (a) the Constitution of the Company;
- (b) the Requisition Notice; and
- (c) the Revised Requisition Notice.

Yours faithfully,
For and on behalf of the Board of Directors of
VibroPower Corporation Limited

Benedict Chen Onn Meng
Chief Executive Officer and Chairman

APPENDIX A: THE REQUISITION NOTICE

14 September 2020

BY EMAIL AND COURIER ONLY

VIBROPOWER CORPORATION LIMITED

11 Tuas Avenue 16
Singapore 638929

Attention: The Board of Directors

Dear Sirs,

REQUISITION TO CONVENE AN EXTRAORDINARY GENERAL MEETING (“EGM”) PURSUANT TO SECTION 176 OF THE COMPANIES ACT (CHAPTER 50) OF SINGAPORE (“ACT”)

1. We, the undersigned, hold in aggregate 8,996,050 shares of Vibropower Corporation Limited (the “**Company**”) as at the date of this letter, comprising:
 - (a) 6,473,150 ordinary shares held by Mr. Chng Beng Hock; and
 - (b) 2,522,900 ordinary shares held by Mr. Lim Eng Tiong.
2. Pursuant to Section 176(1) of the Act, we require you to convene an EGM to put forth each of the following resolutions for individual voting by shareholders:
 - (a) the rejection of the Company’s recently announced proposed placement of up to 9,500,000 new ordinary shares in the capital of the Company at an issue price of S\$0.132 per share to Mr. Wong Kim Siong and his son, Mr. Wong Chong Heng;
 - (b) the removal of Mr. Benedict Chen Onn Meng as Executive Chairman of the Company with effect from the date of the EGM;
 - (c) the removal of Mr. Ernest Yogarajah s/o Balasubramaniam as Independent Director of the Company with effect from the date of the EGM;
 - (d) the removal of Ms. Toh Shih Hua as Independent Director of the Company with effect from the date of the EGM;
 - (e) the appointment of Mr. Chng Beng Hock as Executive Director of the Company with effect from the date of the EGM;
 - (f) the appointment of Mr. Jonathan Zhang as Independent Director of the Company with effect from the date of the EGM;
 - (g) the appointment of Mr. Christopher Huang as Independent Director of the Company with effect from the date of the EGM; and
 - (h) the removal of any directors of the Company who may have been appointed between the date of this notice and the date of the EGM.

A copy of the brief curriculum vitae of Mr. Chng Beng Hock, Mr. Christopher Huang and Mr. Jonathan Zhang are enclosed.
3. For the purposes of the resolutions set forth in paragraphs 2(c), (d), (e) and (f), this shall constitute the requisite special notice under Section 152 read with Section 185 of the Act.
4. For the avoidance of any doubt, the object of the proposed EGM is to stop the aforementioned proposed placement and for the removal and appointment of the directors who are the subject of the various resolutions; the resolutions are intended to achieve the result of replacing the Company’s directors.

APPENDIX A: THE REQUISITION NOTICE

5. We have proposed the above resolutions for the interests of all shareholders and stakeholders, after taking into account the worrying performance and developments of the Company, particularly since the conclusion of the rights cum warrants issue in January 2020.

Sincerely



Chng Beng Hock
Shareholder



Lim Eng Tiong
Shareholder

Encl.

Cc:

- (1) Singapore Exchange Securities Trading Limited
- (2) Singapore Exchange Regulation
- (3) Monetary Authority of Singapore
- (4) Securities Investors Association (Singapore)

APPENDIX A: THE REQUISITION NOTICE

CHNG BENG HOCK

ax07@hotmail.com
+65 6748 2401 (Office)

KEY DIRECTORSHIP EXPERIENCE

Feb 1998 – Present	PIP Marketing Pte. Ltd. Executive Director
May 2007 – Nov 2014	Compact Metal Industries Pte. Ltd. Non-Independent Non-Executive Director

PROFESSIONAL EXPERIENCE

Jan 1998 – Present	PIP Marketing Pte. Ltd.
<i>Jan 1998 – Present</i>	<i>Executive Director</i>
	<ul style="list-style-type: none">• Supervision of the sales and marketing of the Group's property development projects. This involves planning advertising strategies and marketing launches, and establishing sales targets and objectives. Some of the Group's completed development projects include Eastwood Park Condominium, Sea Avenue Mansion, Kim Keat Garden, Chapel Lodge Condominium, Esta Ruby and Deng Fu Ville.• Management of Paya Ubi Industrial Park, particularly, supervision of day-to-day management, maintenance of customer (tenant and owner) relationships, and provision of after-sales services.
Jan 1989 – Aug 1997	Alliance Securities (Pte.)
<i>May 1995 – Aug 1997</i>	<i>Assistant General Manager</i>
	<ul style="list-style-type: none">• Head of Research Department. This involved establishing research objectives and policies, and the provision of views on various stock markets, major economies, internal corporate policies and operations.• Spearheaded the business development of the corporate finance business. This involved underwriting/sub-underwriting of initial public offerings and other fund-raising exercises (e.g. rights issues and placements).
<i>Jul 1992 – May 1995</i>	<i>Research Manager</i>
<i>Apr 1992 – Jun 1992</i>	<i>Assistant Research Manager</i>
	<ul style="list-style-type: none">• Led a team of 6 analysts and 4 support staff focused on technical analysis of stock markets in major economies.• Reviewed subscriptions, publications and information systems for research and trading, and assisted the Company's dealers/remisiers with their marketing and information needs.
<i>May 1989 – Mar 1992</i>	<i>Assistant Business Manager, Business Development</i>
	<ul style="list-style-type: none">• Solicited trading accounts and charged with closing deals on trades.
<i>Jan 1989 – Apr 1989</i>	<i>Analyst</i>
	<ul style="list-style-type: none">• Acting Head of Research Department. Focused on Singapore and Malaysian stocks in the property, hotels and banking sectors.

APPENDIX A: THE REQUISITION NOTICE

CHNG BENG HOCK

ax07@hotmail.com
+65 6748 2401 (Office)

EDUCATION

1984 – 1986

University of Texas at Austin

Bachelor of Business Administration with Honours (Marketing and Finance Majors).

Graduated 29th of 397. Overall GPA: 3.5568.

1978 – 1981

Hwa Chong Junior College

GCE 'A' Levels.

APPENDIX A: THE REQUISITION NOTICE

JONATHAN ZHANG WEIQUAN

ADVISOR | BUSINESS DEVELOPMENT | LEADERSHIP | PROJECT MANAGEMENT | STRATEGY | PARTNERSHIPS
An Influential Business Leader Who Strategically Fundraises & Delivers Growth to Support Long Term Objectives

✉: jonathanzhang@gmail.com | LinkedIn: www.linkedin.com/in/jonathanzhangweiquan/

PROFILE

A persuasive business leader, with comprehensive experience in strategy, relationship building, fund management, compliance, and organizational restructuring. Applies over 14 years of corporate and professional experience as a full-cycle leader, consultant, and advisor for a range of internationally focused organisations. Delivers vital fundraising and complex operating models supported through effective relationship management while expanding operations regionally, streamlining costs, and implementing innovative systems. Builds and mentors culturally diverse functional teams while achieving excellence, influencing a growth-centric culture, identifying opportunities, and utilizing highly transferrable skills to exceed targets.

KEY SKILLS

- ◆ Business Development ◆ Sales and Marketing ◆ Accounting and Finance ◆ Management Consulting ◆ Strategy ◆
- ◆ Corporate Finance ◆ Project Management ◆ Mergers & Acquisition ◆ Post Merger Integration ◆ Investments ◆
- ◆ Valuations ◆ Credit ◆ Leadership ◆ Relationship Management ◆ Transformational Restructuring ◆

CAREER HISTORY

GOODWILL ENTERTAINMENT HOLDINGS, SINGAPORE

A multifaceted entertainment company, launching a new generation of immersive entertainment systems that combine high-quality equipment and feature-packed applications.

Chief Operating Officer

August 2019 - Present

Proactively establish and nurture banking relationships for long term collaborations, chart future business strategies, and roadmaps to IPO. Plan transformational organizational restructuring and embark on potential franchising opportunities. Direct project management, ensuring total compliance, quality control, and adherence to objectives.

Achievements:

- Raised funding for growth of SGD5.5M pre-COVID 19 within four months.
- Raised funding of additional SGD1M and counting during the covid19 pandemic.
- Expanded outlets from 2 to 7 by Q3 2019 and the 8th (pending) in Q4 2020.
- Drove cost savings of 20% following a restructure and attributing accountability for incurred costs.
- Upgraded and safeguarded compliance in all facets to prepare for public listing.
- Implemented systems in warehouse management, an Online Reservation Platform, and membership relaunch.

CARRINGTON RHT WEALTH PTE LTD, SINGAPORE

Carrington RHT Wealth, build trust, and create value for investors and clients. They operate as an integrated ecosystem, leveraging different businesses and partnering across the Carrington Group and RHT Group of Companies.

Director

January 2019 – July 2019

Responsible for originating investment teasers, fundraising, and collaborating with global partners on wealth management activities. Actively evaluate investment proposals for submission. Supported a project to establish a securities trading platform enabled by blockchain technology.

Achievements:

- Effectively identified and onboarded a technology partner for the securities exchange.
- Delivered the end to the end process flow of the securities exchange as project consultant.
- Obtained approval as fund manager by the Monetary Authority of Singapore (MAS).

WHITEBOX WORLD PTE LTD, SINGAPORE

Providing scalable end to end logistics solutions that enable retail businesses to better manage multichannel retail operations in real-time through innovative technology and integration.

Director

January 2018 – July 2019

Charged with originating and facilitating a technology platform to expedite crypto transactions with ease.

Achievements:

- Successfully onboarded traditional escrow companies onto the platform.
- Drove monthly engagement and educational sessions, garnering 60-150 attendees.

APPENDIX A: THE REQUISITION NOTICE

- Due to the project failure, the vendor dropped the case without merit, as the technology element was not delivered to specifications but deflected a lawsuit due to accurate record-keeping and building a strong case against the vendor.

BLANK INTEGRATED (BLNK INC), SINGAPORE & MALAYSIA

Focused on the impact of design, with insights that have evolved from a culture of excellence and an ethos of integrated collaboration.

Director – Business Development

January 2017 – December 2017

Garnered clients for the agency to expand the existing portfolio and overseeing the end to end client functions including branding and design, events, activations, content production, PR, digital marketing, AV Productions, and AV projections.

Achievements:

- Successfully signed up Pow Wow Singapore for a critical project in 2017.
- Identified, networked, and instigated vital relationships with numerous ministries, including the Ministry of Social and Family Development, the Ministry of Culture, Community & Youth, the National Arts Council (NAC), the Singapore Sports Hub, Singapore Prisons and MotoGP (Malaysia).

PIXIE GROUP LIMITED (ASX LISTED), SINGAPORE, MALAYSIA, CHINA & THAILAND

Providing entertainment facilities and services, including lounges, spa, fitness centers, clubs, restaurants, cafes, bars.

Head of Business Development & Communications

February 2016 – November 2016

Drove business development activities through APAC, overseeing all corporate communications, and releases to ASX and media channels. Responsible for a portfolio of clients incorporating the e-commerce, food and beverage, lifestyle, and entertainment industries. Identified, and instigated opportunities for fundraising and relationships with key contacts and organisations.

Achievements:

- Raised SGD12M, disbursed over three years.
- Steered lucrative liaisons with the Lamborghini family in Italy.
- Led significant project management in Singapore, Malaysia, and China.
- Instigated an inventive bidding system for good vendor selection.

THE MAMMOTH COLLABORATIVE, SINGAPORE

Director

February 2016 – November 2016

Accountable for P&L, steering business development, and establishing partnerships to strengthen organizational reach and reputation. Recruited, trained, and mentored a skilled team to support growth aspirations.

Achievements:

- Originated the Singapore Fitness Festival, an innovative event combining fitness and a party.
- Drove a partnership with Amuse Inc of Japan.
- Launched a series of DJ events to enliven Singapore Night Life.

PACIFIC RADIANCE LIMITED (SGX LISTED), SINGAPORE & RIO DE JANEIRO, BRAZIL

Offers offshore vessels and support services. The company owns and operates offshore vessels and provides subsea services, shipyard services, marine equipment as well as project logistics to the oil and gas industry around the world.

Business Development Manager – The Americas

February 2012 – February 2015

Operationally responsible for driving business development in the Americas region with a focus on Brazil, Mexico, Argentina, and Venezuela. Oversaw offshore, containers and bulk shipping, project management, specialized cargo and agricultural commodity logistics, shipyards, and ship repair functions. Identified and initiated relationships with new and existing clients to cement the organization's position as the first consideration for all opportunities. Positioned as brand ambassador for the company in the Americas and drove business development activities for a joint venture in Mexico.

Achievements:

- Led business development efforts for two JVs in Mexico, facilitating the group's largest co-investment of USD300M at that time, with Temasek Mexico and a local Non-Bank Financial Institution.
- Drove operational capability in Mexico waters.
- Facilitated the setup of the Mexico office and JV integration requiring regular travelling between Brazil and Mexico.

RADIANCE OFFSHORE NAVEGACAO (ALAGOAS) LTDA, RIO DE JANEIRO, BRAZIL

The wholly owned subsidiary of Pacific Radiance.

Country Manager

February 2012 – February 2015

Directed office administration across all operational functions incorporating accounting & finance, OTCQ (Operations, Technical, Crewing, QHSSE), legal, procurement, and taxation as sole signatory authority. Safeguarded compliance with practical guidelines, internal processes, and procedures, adhering to regulatory and legal frameworks mandated in Brazil.

APPENDIX A: THE REQUISITION NOTICE

Achievements:

- Effectively oversaw a USD40M contract with Petrobras.
- Facilitated the import of new-build vessels before reflagging them as Brazil flagged vessels.
- Established the office from scratch, building a team of 8 onshore and 15 offshore staff in addition to 40 crew under contract with Petrobras.
- Recovered USD2M from local operators by identifying contractual ambiguity and overcharging.

CITIBANK, SINGAPORE

The consumer division of financial services multinational Citigroup, founded in 1812 and now has 2,649 branches in 19 countries.

Relationship Manager - Citigold

October 2011 – January 2012

Steered effective and collaborative relationship management of onshore clients in investments, insurance, and deposits, gaining a powerful insight of needs through the systematic alignment of investment portfolios with objectives. Identified and analysed clients' investment gaps before recommending bespoke solutions to improve clients' wealth and investment portfolios. Upheld controls and compliance while facilitating transactions as an intermediary between the bank and clients.

Achievements:

- Passed all examinations and papers on the first attempt.
- Headhunted by a prospective client to join the Pacific Radiance organisation.
- Onboarded new clients through excellent service standards and word of mouth referrals.
- Improved cross-selling opportunities by applying knowledge to refer clients to the appropriate channels.

STANDARD CHARTERED BANK, SINGAPORE

Part of an international banking group, with more than 150 years of history in some of the world's more dynamic markets.

Relationship Manager / Associate

October 2010 – April 2011

Oversaw wholesale banking incorporating origination and client coverage. Supported the Commodity Traders and Agribusiness (CTA – Agri & Metals Team) segment in managing a portfolio and after-sales service, directing sales and marketing operations, credit, and account servicing.

Achievements:

- Earned a transaction banking award for garnering USD300m for a client from the USA to Singapore.
- Successfully onboarded clients for CNY denominated and contango trades.
- Drove portfolio earnings of USD4m to contribution to the Regional office.
- Became the youngest Corporate Relationship Manager across all business units in Standard Chartered Singapore.
- Ascended to a role which would usually take five years in less than two years.
- Promoted three times in less than two years.

ALLPHONES, MELBOURNE, AUSTRALIA

Telecommunications retailer which specializes in offering a wide range of mobile and broadband-related services across a range of carriers

Assistant Manager

February 2006 – December 2008

Achievements:

- First employee for the company owned by two franchisees, continuing until university graduation.
- Recognized as the top sales performer from all part-time staff.
- Supported the store to number 2 position throughout the entire state of Victoria in the second year.
- Facilitated the opening of a second outlet within the costliest shopping centre in the 3rd year, doubling revenues.

ADVISORY & CONSULTANCY

CANVAS HOSPITALITY MANAGEMENT, INDONESIA

Partner

October 2018 - Present

Canvas Escape began as a boutique lifestyle resort in Bali, Indonesia. It offers unique experiences to travelers with indulgent touches and art, as well as through its exquisite amenities and ultimate sleep experiences. Canvas Escape has since grown into a resort synonymous with affordable luxury in its class, attracting the most discerning travelers around the world and aims to become the leader amongst its hospitality peers in providing curated luxurious stay experiences.

Projects:

Canvas Escape Batam, Indonesia (2022) - 360 rooms 4-star Hotel with Convention Centre and Retail Mall.

Canvas Escape Phuket, Thailand (2022) - 272 keys 5-star Resort with unique Lagoon and Sky Park.

APPENDIX A: THE REQUISITION NOTICE

WYNNERGY MARINE LIMITED, TAIWAN

Advisor

January 2018 - Present

Together with investors and partners, Wynnergy Marine provides investments, ship chartering, technical, and engineering support to the offshore wind industry in Taiwan.

HIPTECH SOLUTIONS, SINGAPORE

Advisor

January 2017 - Present

Water. Environment, Energy, Renewables & Resource Recovery (WEERR)

Water - > Water Extraction, Harvesting & Supply Chain

Environment - > Waste Management, Waste Recovery & Disposal.

Energy - > Biogas, Biomass, Storage & Waste to Energy.

Renewables - > Primarily Solar and Wind.

Resource Recovery (Consultancy)

1. Refurbishment of Fuel Oil Power Plant (Spain)

4. Tyre Recycling

2. Vessel Breaking & Recovery

5. Waste to Energy

3. Lub Oil Recycling

ACADEMIC HISTORY

Bachelor of Commerce (Finance), Monash University, Clayton, Melbourne, Australia

2005 – 2008

Bachelor of Arts (Communications), Monash University, Clayton, Melbourne, Australia

2005 - 2008

MISCELLANEOUS INFORMATION

Language Skills: English – Native, Mandarin – Native, Brazilian Portuguese / Spanish - Limited Working Proficiency, French – Basic, Japanese – Basic, Teochew/ Hokkien & Cantonese – Conversational.

IT Skills: Microsoft Word / Excel and PowerPoint (Professional)



Christopher Huang

MANAGING DIRECTOR

Profile

I am a lawyer specializing in corporate and tax issues. I advise clients on a wide range of matters that including corporate mergers and acquisitions, tax structuring, fund-raising and capital structuring. I also advise on shareholder disputes.

My experience in both corporate and finance matters has shaped my approach towards providing legal advice; my view is that a broad-based approach encompassing both the corporate and commercial components of any transaction should be considered.

Employment History

Managing Director, CHP Law LLC, Singapore

APRIL 2019 – SEPTEMBER 2020

- Advising clients on a three-party acquisition involving a Singapore F&B chain, a South-East Asian based multi-national company and a private equity firm worth approximately S\$100 million.
- Advising clients on their disposal of their entire shareholding in the disposal of their online technology platform worth approximately S\$100 million to a Japanese company.
- Advising a Singapore mainboard listed company on their disposal of their interest in a US manufacturing company.
- Advising a Singapore company on their disposal of assets in the exhibition industry.
- Advising a local entertainment company in relation to their fund-raising efforts and plans for expansion across ASEAN.
- Advising clients on their financing options and providing cost-benefit analysis in relation to their various funding options (debt, equity, hybrid instructions).
- Advising clients in relation to an acquisition of a US-based unicorn company in their various fund-raising rounds.

Partner, CNPLaw LLC, Singapore

APRIL 2015 – APRIL 2019

- Advising clients on their disposal of their entire shareholding in a Singapore F&B chain to a Middle Eastern PE fund in a matter valued at approximately S\$50 million.
- Advising clients on a proposed disposal of their shares and assets in the exhibition industry.
- Advising clients on their proposed disposal of their entire shareholding in an international human resource company to a foreign enterprise.
- Advising clients on the tax implications arising from restructuring, M&A transactions and other corporate actions.
- Advising clients on their proposed global restructuring which are targeted at operational and tax efficiency.
- Advising clients on their development project in Australia with a project value estimated at approximately S\$1 billion.
- Advising clients in relation to a shareholder dispute with an emphasis on corporate and financial considerations linked to the dispute.
- Advising clients in the entertainment industry both locally and overseas on their corporate commercial dealings.

Details

+65 9634 5324

chrishuang@chp.law

APPENDIX A: THE REQUISITION NOTICE

- Advising a local University in relation to potential collaboration and licensing requirements.
- Instructed by a range of foreign counsel, including but not limited to, Kazakhstan, Hong Kong, the Netherlands and the United States of America.

Associate, Voskamplawyers, Singapore

APRIL 2013 – MARCH 2015

- Advised a range of clients from Europe, UK and Asia on the cross-border tax and legal implications of investing in South-East Asia, including Singapore.
- Drafted and advised on various commercial contracts such as shareholders' agreements, licensing agreements, employment agreements and non-disclosure agreements.
- Advised a European construction company involved in the construction of the MRT system in Singapore on a withholding tax dispute with the Inland Revenue Authority of Singapore.
- Made representations on behalf of clients to the Inland Revenue Authority of Singapore regarding the appropriate tax treatment to be applied.

Associate, PricewaterhouseCoopers LLP, Singapore

APRIL 2012 – APRIL 2013

- Advised clients on a range of tax implications arising out of centralizing procurement operations in Singapore, taking into account tax implications arising out of multiple jurisdictions, including Australia, Vietnam, India, Thailand, Singapore. This included preparing financial models to assist with the cost benefit analysis of the options considered.
- Prepared transfer pricing reports for clients across a range of industries including electronics, agri-chemical and forestry.
- Worked as a team to prepare the advance pricing agreement documentation necessary for submission to the local tax authorities.

Education

Bachelor of Laws, University of Queensland, Queensland

FEBRUARY 2006 – NOVEMBER 2009

Graduated with honours

Bachelor of Commerce, University of Queensland, Queensland

FEBRUARY 2011 – FEBRUARY 2012

Graduated with Dean's Honour Roll for outstanding academic excellence

APPENDIX B: THE REVISED REQUISITION NOTICE

8 October 2020

BY EMAIL AND COURIER ONLY

VIBROPOWER CORPORATION LIMITED

11 Tuas Avenue 16
Singapore 638929

Attention: The Board of Directors

Dear Sirs,

**REQUISITION TO CONVENE AN EXTRAORDINARY GENERAL MEETING
("EGM") PURSUANT TO SECTION 176 OF THE COMPANIES ACT (CHAPTER
50) OF SINGAPORE ("ACT")**

-
1. We, the undersigned, hold in aggregate 9,412,650 shares of Vibropower Corporation Limited (the "**Company**") as at the date of this letter, comprising:
 - (a) 6,889,750 ordinary shares held by Mr. Chng Beng Hock; and
 - (b) 2,522,900 ordinary shares held by Mr. Lim Eng Tiong.

 2. We refer to our earlier letter dated 14 September 2020 and to the Company's announcement dated 6 October 2020. Further to the Company's issue and allotment of shares pursuant to the placement discuss therein, we hereby amend our requisition. Pursuant to Section 176(1) of the Act, we now require you to convene an EGM to put forth each of the following resolutions for individual voting by shareholders:
 - (a) the withdrawal of the general share issue mandated granted by the shareholders of the Company by way of an ordinary resolution at the Company's annual general meeting held on 11 May 2020;
 - (b) the removal of Mr. Benedict Chen Onn Meng as Executive Chairman of the Company with effect from the date of the EGM;

APPENDIX B: THE REVISED REQUISITION NOTICE

- (c) the removal of Mr. Ernest Yogarajah s/o Balasubramaniam as Independent Director of the Company with effect from the date of the EGM;
- (d) the removal of Ms. Toh Shih Hua as Independent Director of the Company with effect from the date of the EGM;
- (e) the appointment of Mr. Chng Beng Hock as Executive Director of the Company with effect from the date of the EGM;
- (f) the appointment of Mr. Jonathan Zhang as Independent Director of the Company with effect from the date of the EGM;
- (g) the appointment of Mr. Christopher Huang as Independent Director of the Company with effect from the date of the EGM; and
- (h) the removal of any directors of the Company who may have been appointed between the date of this notice and the date of the EGM.

A copy of the brief curriculum vitae of Mr. Chng Beng Hock, Mr. Christopher Huang and Mr. Jonathan Zhang had been sent to you previously with our earlier letter.

3. For the purposes of the resolutions set forth in paragraphs 2(b), (c), (d) and (h), this shall constitute the requisite special notice under Section 152 read with Section 185 of the Act.
4. For the avoidance of any doubt:
 - (a) notwithstanding the above, all our rights are hereby fully reserved and nothing herein shall be construed as a waiver of the same (particularly, in respect of the placement); and
 - (b) in accordance with Section 176(3) of the Act, if the directors of the Company do not within 21 days after the date of the deposit of the requisition proceed to convene the EGM, we may ourselves convene the same.
5. We have proposed the above resolutions for the interests of all shareholders and stakeholders, after taking into account the worrying performance and developments of the Company, particularly since the conclusion of the rights cum warrants issue in January 2020.

APPENDIX B: THE REVISED REQUISITION NOTICE

Sincerely



Chng Beng Hock
Shareholder



Lim Eng Tiong
Shareholder

Encl.

Cc:

- (1) Singapore Exchange Securities Trading Limited
- (2) Singapore Exchange Regulation
- (3) Monetary Authority of Singapore
- (4) Securities Investors Association (Singapore)

APPENDIX B: THE REVISED REQUISITION NOTICE

CHNG BENG HOCK

ax07@hotmail.com
+65 6748 2401 (Office)

KEY DIRECTORSHIP EXPERIENCE

Feb 1998 – Present	PIP Marketing Pte. Ltd. Executive Director
May 2007 – Nov 2014	Compact Metal Industries Pte. Ltd. Non-Independent Non-Executive Director

PROFESSIONAL EXPERIENCE

Jan 1998 – Present **PIP Marketing Pte. Ltd.**

Jan 1998 – Present *Executive Director*

- Supervision of the sales and marketing of the Group's property development projects. This involves planning advertising strategies and marketing launches, and establishing sales targets and objectives. Some of the Group's completed development projects include Eastwood Park Condominium, Sea Avenue Mansion, Kim Keat Garden, Chapel Lodge Condominium, Esta Ruby and Deng Fu Ville.
- Management of Paya Ubi Industrial Park, particularly, supervision of day-to-day management, maintenance of customer (tenant and owner) relationships, and provision of after-sales services.

Jan 1989 – Aug 1997 **Alliance Securities (Pte.)**

May 1995 – Aug 1997 *Assistant General Manager*

- Head of Research Department. This involved establishing research objectives and policies, and the provision of views on various stock markets, major economies, internal corporate policies and operations.
- Spearheaded the business development of the corporate finance business. This involved underwriting/sub-underwriting of initial public offerings and other fund-raising exercises (e.g. rights issues and placements).

Jul 1992 – May 1995 *Research Manager*

Apr 1992 – Jun 1992 *Assistant Research Manager*

- Led a team of 6 analysts and 4 support staff focused on technical analysis of stock markets in major economies.
- Reviewed subscriptions, publications and information systems for research and trading, and assisted the Company's dealers/remisiers with their marketing and information needs.

May 1989 – Mar 1992 *Assistant Business Manager, Business Development*

- Solicited trading accounts and charged with closing deals on trades.

Jan 1989 – Apr 1989 *Analyst*

- Acting Head of Research Department. Focused on Singapore and Malaysian stocks in the property, hotels and banking sectors.
-

APPENDIX B: THE REVISED REQUISITION NOTICE

CHNG BENG HOCK

ax07@hotmail.com
+65 6748 2401 (Office)

EDUCATION

1984 – 1986

University of Texas at Austin
Bachelor of Business Administration with Honours (Marketing and Finance Majors).

Graduated 29th of 397. Overall GPA: 3.5568.

1978 – 1981

Hwa Chong Junior College
GCE 'A' Levels.

APPENDIX B: THE REVISED REQUISITION NOTICE

JONATHAN ZHANG WEIQUAN

ADVISOR | BUSINESS DEVELOPMENT | LEADERSHIP | PROJECT MANAGEMENT | STRATEGY | PARTNERSHIPS

An Influential Business Leader Who Strategically Fundraises & Delivers Growth to Support Long Term Objectives

✉: jonathanzhang@gmail.com | LinkedIn: www.linkedin.com/in/jonathanzhangweiquan/

PROFILE

A persuasive business leader, with comprehensive experience in strategy, relationship building, fund management, compliance, and organizational restructuring. Applies over 14 years of corporate and professional experience as a full-cycle leader, consultant, and advisor for a range of internationally focused organisations. Delivers vital fundraising and complex operating models supported through effective relationship management while expanding operations regionally, streamlining costs, and implementing innovative systems. Builds and mentors culturally diverse functional teams while achieving excellence, influencing a growth-centric culture, identifying opportunities, and utilizing highly transferrable skills to exceed targets.

KEY SKILLS

- ◆ Business Development ◆ Sales and Marketing ◆ Accounting and Finance ◆ Management Consulting ◆ Strategy ◆
- ◆ Corporate Finance ◆ Project Management ◆ Mergers & Acquisition ◆ Post Merger Integration ◆ Investments ◆
- ◆ Valuations ◆ Credit ◆ Leadership ◆ Relationship Management ◆ Transformational Restructuring ◆

CAREER HISTORY

GOODWILL ENTERTAINMENT HOLDINGS, SINGAPORE

A multifaceted entertainment company, launching a new generation of immersive entertainment systems that combine high-quality equipment and feature-packed applications.

Chief Operating Officer

August 2019 - Present

Proactively establish and nurture banking relationships for long term collaborations, chart future business strategies, and roadmaps to IPO. Plan transformational organizational restructuring and embark on potential franchising opportunities. Direct project management, ensuring total compliance, quality control, and adherence to objectives.

Achievements:

- Raised funding for growth of SGD5.5M pre-COVID 19 within four months.
- Raised funding of additional SGD1M and counting during the covid19 pandemic.
- Expanded outlets from 2 to 7 by Q3 2019 and the 8th (pending) in Q4 2020.
- Drove cost savings of 20% following a restructure and attributing accountability for incurred costs.
- Upgraded and safeguarded compliance in all facets to prepare for public listing.
- Implemented systems in warehouse management, an Online Reservation Platform, and membership relaunch.

CARRINGTON RHT WEALTH PTE LTD, SINGAPORE

Carrington RHT Wealth, build trust, and create value for investors and clients. They operate as an integrated ecosystem, leveraging different businesses and partnering across the Carrington Group and RHT Group of Companies.

Director

January 2019 – July 2019

Responsible for originating investment teasers, fundraising, and collaborating with global partners on wealth management activities. Actively evaluate investment proposals for submission. Supported a project to establish a securities trading platform enabled by blockchain technology.

Achievements:

- Effectively identified and onboarded a technology partner for the securities exchange.
- Delivered the end to the end process flow of the securities exchange as project consultant.
- Obtained approval as fund manager by the Monetary Authority of Singapore (MAS).

WHITEBOX WORLD PTE LTD, SINGAPORE

Providing scalable end to end logistics solutions that enable retail businesses to better manage multichannel retail operations in real-time through innovative technology and integration.

Director

January 2018 – July 2019

Charged with originating and facilitating a technology platform to expedite crypto transactions with ease.

Achievements:

- Successfully onboarded traditional escrow companies onto the platform.
- Drove monthly engagement and educational sessions, garnering 60-150 attendees.

APPENDIX B: THE REVISED REQUISITION NOTICE

- Due to the project failure, the vendor dropped the case without merit, as the technology element was not delivered to specifications but deflected a lawsuit due to accurate record-keeping and building a strong case against the vendor.

BLANK INTEGRATED (BLNK INC), SINGAPORE & MALAYSIA

Focused on the impact of design, with insights that have evolved from a culture of excellence and an ethos of integrated collaboration.

Director – Business Development

January 2017 – December 2017

Garnered clients for the agency to expand the existing portfolio and overseeing the end to end client functions including branding and design, events, activations, content production, PR, digital marketing, AV Productions, and AV projections.

Achievements:

- Successfully signed up Pow Wow Singapore for a critical project in 2017.
- Identified, networked, and instigated vital relationships with numerous ministries, including the Ministry of Social and Family Development, the Ministry of Culture, Community & Youth, the National Arts Council (NAC), the Singapore Sports Hub, Singapore Prisons and MotoGP (Malaysia).

PIXIE GROUP LIMITED (ASX LISTED), SINGAPORE, MALAYSIA, CHINA & THAILAND

Providing entertainment facilities and services, including lounges, spa, fitness centers, clubs, restaurants, cafes, bars.

Head of Business Development & Communications

February 2016 – November 2016

Drove business development activities through APAC, overseeing all corporate communications, and releases to ASX and media channels. Responsible for a portfolio of clients incorporating the e-commerce, food and beverage, lifestyle, and entertainment industries. Identified, and instigated opportunities for fundraising and relationships with key contacts and organisations.

Achievements:

- Raised SGD12M, disbursed over three years.
- Steered lucrative liaisons with the Lamborghini family in Italy.
- Led significant project management in Singapore, Malaysia, and China.
- Instigated an inventive bidding system for good vendor selection.

THE MAMMOTH COLLABORATIVE, SINGAPORE

Director

February 2016 – November 2016

Accountable for P&L, steering business development, and establishing partnerships to strengthen organizational reach and reputation. Recruited, trained, and mentored a skilled team to support growth aspirations.

Achievements:

- Originated the Singapore Fitness Festival, an innovative event combining fitness and a party.
- Drove a partnership with Amuse Inc of Japan.
- Launched a series of DJ events to enliven Singapore Night Life.

PACIFIC RADIANCE LIMITED (SGX LISTED), SINGAPORE & RIO DE JANEIRO, BRAZIL

Offers offshore vessels and support services. The company owns and operates offshore vessels and provides subsea services, shipyard services, marine equipment as well as project logistics to the oil and gas industry around the world.

Business Development Manager – The Americas

February 2012 – February 2015

Operationally responsible for driving business development in the Americas region with a focus on Brazil, Mexico, Argentina, and Venezuela. Oversaw offshore, containers and bulk shipping, project management, specialized cargo and agricultural commodity logistics, shipyards, and ship repair functions. Identified and initiated relationships with new and existing clients to cement the organization's position as the first consideration for all opportunities. Positioned as brand ambassador for the company in the Americas and drove business development activities for a joint venture in Mexico.

Achievements:

- Led business development efforts for two JVs in Mexico, facilitating the group's largest co-investment of USD300M at that time, with Temasek Mexico and a local Non-Bank Financial Institution.
- Drove operational capability in Mexico waters.
- Facilitated the setup of the Mexico office and JV integration requiring regular travelling between Brazil and Mexico.

RADIANCE OFFSHORE NAVEGACAO (ALAGOAS) LTDA, RIO DE JANEIRO, BRAZIL

The wholly owned subsidiary of Pacific Radiance.

Country Manager

February 2012 – February 2015

Directed office administration across all operational functions incorporating accounting & finance, OTCQ (Operations, Technical, Crewing, QHSSE), legal, procurement, and taxation as sole signatory authority. Safeguarded compliance with practical guidelines, internal processes, and procedures, adhering to regulatory and legal frameworks mandated in Brazil.

APPENDIX B: THE REVISED REQUISITION NOTICE

Achievements:

- Effectively oversaw a USD40M contract with Petrobras.
- Facilitated the import of new-build vessels before reflagging them as Brazil flagged vessels.
- Established the office from scratch, building a team of 8 onshore and 15 offshore staff in addition to 40 crew under contract with Petrobras.
- Recovered USD2M from local operators by identifying contractual ambiguity and overcharging.

CITIBANK, SINGAPORE

The consumer division of financial services multinational Citigroup, founded in 1812 and now has 2,649 branches in 19 countries.

Relationship Manager - Citigold

October 2011 – January 2012

Steered effective and collaborative relationship management of onshore clients in investments, insurance, and deposits, gaining a powerful insight of needs through the systematic alignment of investment portfolios with objectives. Identified and analysed clients' investment gaps before recommending bespoke solutions to improve clients' wealth and investment portfolios. Upheld controls and compliance while facilitating transactions as an intermediary between the bank and clients.

Achievements:

- Passed all examinations and papers on the first attempt.
- Headhunted by a prospective client to join the Pacific Radiance organisation.
- Onboarded new clients through excellent service standards and word of mouth referrals.
- Improved cross-selling opportunities by applying knowledge to refer clients to the appropriate channels.

STANDARD CHARTERED BANK, SINGAPORE

Part of an international banking group, with more than 150 years of history in some of the world's more dynamic markets.

Relationship Manager / Associate

October 2010 – April 2011

Oversaw wholesale banking incorporating origination and client coverage. Supported the Commodity Traders and Agribusiness (CTA – Agri & Metals Team) segment in managing a portfolio and after-sales service, directing sales and marketing operations, credit, and account servicing.

Achievements:

- Earned a transaction banking award for garnering USD300m for a client from the USA to Singapore.
- Successfully onboarded clients for CNY denominated and contango trades.
- Drove portfolio earnings of USD4m to contribution to the Regional office.
- Became the youngest Corporate Relationship Manager across all business units in Standard Chartered Singapore.
- Ascended to a role which would usually take five years in less than two years.
- Promoted three times in less than two years.

ALLPHONES, MELBOURNE, AUSTRALIA

Telecommunications retailer which specializes in offering a wide range of mobile and broadband-related services across a range of carriers

Assistant Manager

February 2006 – December 2008

Achievements:

- First employee for the company owned by two franchisees, continuing until university graduation.
- Recognized as the top sales performer from all part-time staff.
- Supported the store to number 2 position throughout the entire state of Victoria in the second year.
- Facilitated the opening of a second outlet within the costliest shopping centre in the 3rd year, doubling revenues.

ADVISORY & CONSULTANCY

CANVAS HOSPITALITY MANAGEMENT, INDONESIA

Partner

October 2018 - Present

Canvas Escape began as a boutique lifestyle resort in Bali, Indonesia. It offers unique experiences to travelers with indulgent touches and art, as well as through its exquisite amenities and ultimate sleep experiences. Canvas Escape has since grown into a resort synonymous with affordable luxury in its class, attracting the most discerning travelers around the world and aims to become the leader amongst its hospitality peers in providing curated luxurious stay experiences.

Projects:

Canvas Escape Batam, Indonesia (2022) - 360 rooms 4-star Hotel with Convention Centre and Retail Mall.

Canvas Escape Phuket, Thailand (2022) - 272 keys 5-star Resort with unique Lagoon and Sky Park.

APPENDIX B: THE REVISED REQUISITION NOTICE

WYNNERGY MARINE LIMITED, TAIWAN

Advisor

January 2018 - Present

Together with investors and partners, Wynnergy Marine provides investments, ship chartering, technical, and engineering support to the offshore wind industry in Taiwan.

HIPTECH SOLUTIONS, SINGAPORE

Advisor

January 2017 - Present

Water. Environment, Energy, Renewables & Resource Recovery (WEERR)

Water - > Water Extraction, Harvesting & Supply Chain

Environment - > Waste Management, Waste Recovery & Disposal.

Energy - > Biogas, Biomass, Storage & Waste to Energy.

Renewables - > Primarily Solar and Wind.

Resource Recovery (Consultancy)

1. Refurbishment of Fuel Oil Power Plant (Spain)

4. Tyre Recycling

2. Vessel Breaking & Recovery

5. Waste to Energy

3. Lub Oil Recycling

ACADEMIC HISTORY

Bachelor of Commerce (Finance), Monash University, Clayton, Melbourne, Australia

2005 – 2008

Bachelor of Arts (Communications), Monash University, Clayton, Melbourne, Australia

2005 - 2008

MISCELLANEOUS INFORMATION

Language Skills: English – Native, Mandarin – Native, Brazilian Portuguese / Spanish - Limited Working Proficiency, French – Basic, Japanese – Basic, Teochew/ Hokkien & Cantonese – Conversational.

IT Skills: Microsoft Word / Excel and PowerPoint (Professional)



Christopher Huang

MANAGING DIRECTOR

Profile

I am a lawyer specializing in corporate and tax issues. I advise clients on a wide range of matters that including corporate mergers and acquisitions, tax structuring, fund-raising and capital structuring. I also advise on shareholder disputes.

My experience in both corporate and finance matters has shaped my approach towards providing legal advice; my view is that a broad-based approach encompassing both the corporate and commercial components of any transaction should be considered.

Employment History

Managing Director, CHP Law LLC, Singapore

APRIL 2019 – SEPTEMBER 2020

- Advising clients on a three-party acquisition involving a Singapore F&B chain, a South-East Asian based multi-national company and a private equity firm worth approximately S\$100 million.
- Advising clients on their disposal of their entire shareholding in the disposal of their online technology platform worth approximately S\$100 million to a Japanese company.
- Advising a Singapore mainboard listed company on their disposal of their interest in a US manufacturing company.
- Advising a Singapore company on their disposal of assets in the exhibition industry.
- Advising a local entertainment company in relation to their fund-raising efforts and plans for expansion across ASEAN.
- Advising clients on their financing options and providing cost-benefit analysis in relation to their various funding options (debt, equity, hybrid instructions).
- Advising clients in relation to an acquisition of a US-based unicorn company in their various fund-raising rounds.

Partner, CNPLaw LLC, Singapore

APRIL 2015 – APRIL 2019

- Advising clients on their disposal of their entire shareholding in a Singapore F&B chain to a Middle Eastern PE fund in a matter valued at approximately S\$50 million.
- Advising clients on a proposed disposal of their shares and assets in the exhibition industry.
- Advising clients on their proposed disposal of their entire shareholding in an international human resource company to a foreign enterprise.
- Advising clients on the tax implications arising from restructuring, M&A transactions and other corporate actions.
- Advising clients on their proposed global restructuring which are targeted at operational and tax efficiency.
- Advising clients on their development project in Australia with a project value estimated at approximately S\$1 billion.
- Advising clients in relation to a shareholder dispute with an emphasis on corporate and financial considerations linked to the dispute.
- Advising clients in the entertainment industry both locally and overseas on their corporate commercial dealings.

Details

+65 9634 5324

christhuang@chp.law

APPENDIX B: THE REVISED REQUISITION NOTICE

- Advising a local University in relation to potential collaboration and licensing requirements.
- Instructed by a range of foreign counsel, including but not limited to, Kazakhstan, Hong Kong, the Netherlands and the United States of America.

Associate, Voskamplawyers, Singapore

APRIL 2013 – MARCH 2015

- Advised a range of clients from Europe, UK and Asia on the cross-border tax and legal implications of investing in South-East Asia, including Singapore.
- Drafted and advised on various commercial contracts such as shareholders' agreements, licensing agreements, employment agreements and non-disclosure agreements.
- Advised a European construction company involved in the construction of the MRT system in Singapore on a withholding tax dispute with the Inland Revenue Authority of Singapore.
- Made representations on behalf of clients to the Inland Revenue Authority of Singapore regarding the appropriate tax treatment to be applied.

Associate, PricewaterhouseCoopers LLP, Singapore

APRIL 2012 – APRIL 2013

- Advised clients on a range of tax implications arising out of centralizing procurement operations in Singapore, taking into account tax implications arising out of multiple jurisdictions, including Australia, Vietnam, India, Thailand, Singapore. This included preparing financial models to assist with the cost benefit analysis of the options considered.
- Prepared transfer pricing reports for clients across a range of industries including electronics, agri-chemical and forestry.
- Worked as a team to prepare the advance pricing agreement documentation necessary for submission to the local tax authorities.

Education

Bachelor of Laws, University of Queensland, Queensland

FEBRUARY 2006 – NOVEMBER 2009

Graduated with honours

Bachelor of Commerce, University of Queensland, Queensland

FEBRUARY 2011 – FEBRUARY 2012

Graduated with Dean's Honour Roll for outstanding academic excellence

NOTICE OF EXTRAORDINARY GENERAL MEETING

VIBROPOWER CORPORATION LIMITED

(Company Registration Number 200004436E)
(Incorporated in the Republic of Singapore on 23 May 2000)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of the Company will be held by electronic means on 9 November 2020 at 9.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTION 1

That the general share issue mandate granted by the shareholders of the Company by way of an ordinary resolution at the Company’s annual general meeting held on 11 May 2020 be withdrawn.

ORDINARY RESOLUTION 2

That Mr. Benedict Chen Onn Meng be removed as Executive Chairman of the Company with effect from the date of the EGM.

ORDINARY RESOLUTION 3

That Mr. Ernest Yogarajah s/o Balasubramaniam be removed as Independent Director of the Company with effect from the date of the EGM.

ORDINARY RESOLUTION 4

That Ms. Toh Shih Hua be removed as Independent Director of the Company with effect from the date of the EGM.

ORDINARY RESOLUTION 5

That Mr. Chng Beng Hock be appointed as Executive Director of the Company with effect from the date of the EGM.

ORDINARY RESOLUTION 6

That Mr. Jonathan Zhang be appointed as Independent Director of the Company with effect from the date of the EGM.

ORDINARY RESOLUTION 7

That Mr. Christopher Huang be appointed as Independent Director of the Company with effect from the date of the EGM.

ORDINARY RESOLUTION 8

That any directors of the Company who may have been appointed between 8 October 2020 and the date of the EGM be removed.

ORDINARY RESOLUTION 9

Proposed Share Issue Mandate

That pursuant to Section 161 of the Companies Act, Cap. 50 of Singapore (the “**Companies Act**”) and the Listing Manual (“**Listing Manual**”) of the SGX-ST, authority be and is hereby given to the Directors of the Company to allot and issue:

- (a) shares; or
- (b) convertible securities; or

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (c) additional convertible securities issued pursuant to Rule 829 of the Listing Manual (notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time the additional securities are issued, provided that the adjustment does not give the holder a benefit that a shareholder does not receive); or
- (d) shares arising from the conversion of the securities in (b) and (c) above (notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time the shares are to be issued),

in the Company (whether by way of rights, bonus or otherwise) at any time to such persons and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit, provided that:

- (i) the aggregate number of shares and convertible securities to be allotted and issued pursuant to this Resolution must be not more than 100% of the total number of issued shares (excluding treasury shares) in the capital of the Company (calculated in accordance with (ii) below), of which the aggregate number of shares and convertible securities issued other than on a pro rata basis to existing shareholders must be not more than 20% of the total number of issued shares (excluding treasury shares) in the capital of the Company (calculated in accordance with (ii) below); and
- (ii) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the number of shares and convertible securities that may be issued pursuant to (i) above, the percentage of issued shares shall be calculated based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed, after adjusting for (a) new shares arising from the conversion or exercise of convertible securities; (b) new shares arising from exercising share options or vesting of share awards provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual; and (c) any subsequent bonus issue, consolidation or subdivision of shares. Adjustments in accordance with (a) or (b) are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution approving the mandate.

Unless revoked or varied by ordinary resolution of the shareholders of the Company in general meeting, this Resolution shall remain in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting is required by law to be held, whichever is earlier.

[See explanatory note (i)]

By Order of the Board

Sia Huai Peng
Company Secretary
VibroPower Corporation Limited
16 October 2020

NOTICE OF EXTRAORDINARY GENERAL MEETING

Explanatory Note:

- (i) On 8 April 2020, SGX RegCo issued a press release which introduced measures to support issuers amid the challenging business and economic climate due to COVID-19, including enabling the acceleration of fund-raising efforts by allowing Mainboard issuers to provisionally seek a general mandate for an issue of shares and convertible securities on a pro rata basis of up to an aggregate of 100% of its issued shares (excluding treasury shares and subsidiary holdings) (the “**Enhanced Share Issue Limit**”), versus 50% previously.

The Company is proposing to avail itself of these measures and to seek shareholders’ approval for a general mandate with an Enhanced Share Issue Limit at the upcoming EGM. The Board of Directors is of the view that, due to the challenging economic environment caused by the COVID-19 situation, it would be prudent for the Company to do so, to avail the Company of the option of raising further funds if necessary.

The Enhanced Share Issue Limit may be renewed annually during the Company’s annual general meeting and is only valid until 31 December 2021, by which date any shares issued pursuant to the Enhanced Share Issue Limit must be listed, and no further shares may be issued under that limit.

As at the Latest Practicable Date, the Company has utilised part of the General Mandate and the remaining balance that will be available under the Enhanced Share Issue Limit (until it is renewed) after deducting the existing amount used is 44,426,284 Shares.

The Company will notify SGX RegCo, by way of email to enhancedsharelimit@sgx.com, of the date on which the general mandate with the Enhanced Share Issue Limit has been approved by shareholders.

Notes:

1. The Extraordinary General Meeting (“**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 “**Order**”). Printed copies of this Notice of EGM, the accompanying Proxy Form and the Circular will not be sent to members. Instead, this Notice of EGM, the accompanying Proxy Form and the Circular will be published electronically on (i) SGXNET at the URL <https://www.sgx.com/securities/company-announcements> and (ii) the Company’s website at the URL www.vibropower.com.
2. Alternative arrangements for the EGM relating to, amongst other things, attendance at the EGM via electronic means (including arrangements by which the meeting may be electronically accessed via live webcast), submission of questions to the Chairman of the Meeting in advance of the EGM, addressing of substantial and relevant questions at the EGM and voting by appointing the Chairman of the Meeting as proxy at the EGM, are set out in the Company’s accompanying announcement dated 16 October 2020. This announcement may be accessed at the Company’s website at the URL www.vibropower.com and is also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.
3. **Due to the current COVID-19 situation, the EGM will be held by electronic means and a member 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 vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM.** Please note that a member may not vote at the EGM otherwise than by way of appointing the Chairman of the Meeting as the member’s proxy. Printed copies of the Proxy Form for the EGM will not be sent to members. The Proxy Form for the EGM may be accessed at the Company’s website at the URL www.vibropower.com and is also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>. 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 Proxy Form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

CPF or 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 votes at least seven (7) working days before the EGM (i.e. by 9.00 a.m. on 29 October 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 EGM to vote on their behalf by the cut-off date.

4. The Chairman of the Meeting, acting as proxy, need not be a member of the Company.
5. The Proxy Form must be submitted to the Company in the following manners:
 - (i) if submitted by post, be deposited at the registered office of the Company at 11 Tuas Avenue 16, Singapore 638929; or
 - (ii) if submitted electronically, be submitted via email in Portable Document Format (PDF) format to the Company at info@vibropower.com.

in either case, at least **48 hours** before the time fixed for holding the Extraordinary General Meeting of the Company and/or any adjournment thereof. A member who wishes to submit the Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or by scanning and submitting it by way of electronic means via email to the email address provided above.

In view of the current COVID-19 situation, members are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email.

NOTICE OF EXTRAORDINARY GENERAL MEETING

PERSONAL DATA PRIVACY:

By submitting a proxy form appointing the Chairman of the Meeting as proxy to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing and 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 Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary 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, regulations and/or guidelines.

VIBROPOWER CORPORATION LIMITED

(Company Registration Number 200004436E)
(Incorporated in the Republic of Singapore on 23 May 2000)

EXTRAORDINARY GENERAL MEETING ON 9 NOVEMBER 2020

PROXY FORM

IMPORTANT:

1. Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the EGM are set out in the Circular which has been uploaded together with the Notice of EGM dated 16 October 2020 on SGXNET on the same day.
2. A member will not be able to attend the EGM in person. A member will also not be able to vote online at the resolutions to be tabled for approval at the EGM. If a member (whether individual or corporate) wishes to exercise his/her/its votes, he/she/it must submit this Proxy Form to appoint the Chairman of the EGM to vote on his/her/its behalf. A member (whether individual or corporate) appointing the Chairman of the Meeting as proxy must give specific instructions as to his/her/its manner of voting, or abstentions from voting, in this Proxy Form, failing which the appointment will be treated as invalid.
3. An investor who holds shares under the Central Provident Fund Investment Scheme ("CPF Investor") and/or the Supplementary Retirement Scheme ("SRS Investor") who wish to vote at the EGM should approach their respective agent banks to submit their votes at least seven (7) working days before the date of the EGM. CPF Investors and/or SRS Investors are requested to contact their respective agent banks for any queries they may have with regard to appointment as to the appointment of the Chairman of the EGM as proxy for the EGM.
4. For CPF/SRS investors who have used their CPF/SRS monies to buy VibroPower Corporation Limited's shares, this form of proxy is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them.

I/We _____ (Name)

of _____ (Address)

being a member/members of VIBROPOWER CORPORATION LIMITED (the "**Company**") hereby appoint the Chairman of the Meeting as my/our* proxy to attend, speak and vote for me/us* on my/our* behalf, at the Extraordinary General Meeting of the Company to be held on Monday, 9 November 2020 at 9.00 a.m.. *I/We direct *my/our proxy to vote for or against the Resolution to be proposed at the Extraordinary General Meeting as indicated below. If no specific direction as to voting is given, this Proxy Form shall be disregarded and the proxy shall abstain from voting on any matter arising at this Extraordinary General Meeting and at any adjournment thereof.

No.	Resolutions relating to:	For	Against	Abstain
1.	Withdrawal of General Share Issue Mandate			
2.	Removal of Mr. Benedict Chen Onn Meng as Executive Chairman			
3.	Removal of Mr. Ernest Yogarajah s/o Balasubramaniam as Independent Director			
4.	Removal of Ms. Toh Shih Hua as Independent Director			
5.	Appointment of Mr. Chng Beng Hock as Executive Director			
6.	Appointment of Mr. Jonathan Zhang as Independent Director			
7.	Appointment of Mr. Christopher Huang as Independent Director			
8.	Removal of any directors who may have been appointed between 8 October 2020 and the date of the EGM			
9.	Proposed Share Issue Mandate			

**Voting will be conducted by poll. If you wish the Chairman of the EGM as your proxy to exercise all your votes for or against or abstain from voting for in respect of all your Shares the above Resolutions, please indicate with a tick (✓) in the relevant boxes provided. Alternatively, if you wish the Chairman of the EGM as your proxy to exercise some and not all of your votes for or against and/or abstain from voting for the Resolutions and/or if you wish the Chairman of the EGM as your proxy to abstain from voting in respect of the Resolutions, please indicate the number of votes "For", the number "Against" and/or the number "Abstaining" in the boxes provided. In the absence of specific directions, the appointment of the Chairman of the EGM as your proxy will be treated as invalid.*

Dated this _____ day of _____ 2020

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

Signature(s) of Member(s)/or
Common Seal of Corporate Shareholders



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, Cap. 289 of Singapore) (the "**SFA**"), you should insert that number of Shares. If you have Shares registered in your name in the register of members of the Company, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and the register of members of the Company, 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 of the Company. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. A member will not be able to attend the EGM in person. If a member (whether individual or corporate) wishes to exercise his/her/its votes, he/she/it must submit this Proxy Form to appoint the Chairman of the EGM to vote on his/her/its behalf. A member (whether individual or corporate) appointing the Chairman of the EGM as proxy must give specific instructions as to his/her/its manner of voting, or abstentions from voting, in this Proxy Form, failing which the appointment will be treated as invalid. This Proxy Form may be accessed via SGXNET and the Company's corporate website at URL: www.vibropower.com.

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

3. Relevant intermediaries shall also appoint the Chairman of the EGM to act as proxy and direct the vote at the EGM. Together with the instrument appointing a proxy, the Relevant Intermediaries shall provide to the Company a list of attendees who would like to attend the EGM by way of a "live" webcast with such information that may be requested by the Company.

"Relevant intermediary" means: (a) a banking corporation licensed under the Banking Act, Cap. 19 of Singapore or its wholly-owned subsidiary which provides nominee services and who holds shares in that capacity; (b) a capital markets services license holder which provides custodial services for securities under the SFA and who holds shares in that capacity; or (c) the Central Provident Fund ("**CPF**") Board, established by the Central Provident Fund Act, Cap. 36 of Singapore, in respect of shares purchased on behalf of CPF investors.

4. The Chairman of the EGM, as proxy, need not be a member of the Company.
5. The instrument appointing the Chairman of the EGM as proxy must be completed and arrive (a) by email to info@vibropower.com OR (b) by post to the Company's registered office at 11 Tuas Avenue 16, Singapore 638929, not less than 48 hours before the time appointed for the meeting.
6. The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its Common Seal or under the hand of its attorney or a duly authorised officer.
7. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
8. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the meeting, in accordance with Section 179 of the Companies Act.
9. The Company shall be entitled to reject the instrument appointing the Chairman of the EGM as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the EGM as proxy. In addition, in the case of a member whose Shares are entered against his/her name in the Depository Register, the Company may reject any instrument of proxy lodged if such member, being the appointor, is not shown to have shares entered against his name in the Depository Register 72 hours before the time appointed for holding the meeting, as certified by The Central Depository (Pte) Limited to the Company.
10. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the meeting in order for the Depositor to be entitled to attend and vote at the meeting.

Personal data privacy:

Photographic, sound and/or video recordings may be made by the Company at the meeting for record keeping and to ensure the accuracy of the minutes prepared. Accordingly, your personal data (such as your name, your presence at this meeting and any questions you may raise or motions you propose/second) may be recorded by the Company for such purpose. The Company may upon the request of any shareholder and in accordance with the Companies Act, provide such shareholder with a copy of the minutes of meeting, which may contain your personal data as explained herein. By participating in the meeting, raising any questions and/or proposing/seconding any motion, you will be deemed to have consented to have your personal data recorded and dealt with for the purposes and in the manner explained herein.

By submitting an instrument appointing the Chairman of the EGM as proxy, a member of the Company thereby: (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 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, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.