



## VIBROPOWER CORPORATION LIMITED

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

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**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of the Company by way of an ordinary resolution at the Company's annual general meeting held on 11 May 2020 be withdrawn.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:

- shares; or
- convertible securities; or
- 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
- 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:

- 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
- (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

#### Explanatory Note:

- 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](mailto:enhancedsharelimit@sgx.com), of the date on which the general mandate with the Enhanced Share Issue Limit has been approved by shareholders.

#### Notes:

- 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](http://www.vibropower.com).
- 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](http://www.vibropower.com) and is also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.
- 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](http://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.
- The Chairman of the Meeting, acting as proxy, need not be a member of the Company.
- The Proxy Form must be submitted to the Company in the following manners:
  - if submitted by post, be deposited at the registered office of the Company at 11 Tuas Avenue 16, Singapore 638929; or
  - if submitted electronically, be submitted via email in Portable Document Format (PDF) format to the Company at [info@vibropower.com](mailto: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.**

#### 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](http://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](mailto: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.