

**PLATO CAPITAL LIMITED**  
(Company Registration No. 199907443M)  
(Incorporated in the Republic of Singapore)

## Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of PLATO CAPITAL LIMITED (the “Company”) will be held via electronic means on Thursday, 28 April 2022 at 2.00 p.m. for the following purposes:

### AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2021 together with the Auditors’ Report. **(Resolution 1)**
2. To re-elect Mr Lim Kian Onn retiring by rotation pursuant to Article 107 of the Constitution of the Company. **[See Explanatory Note (i)]** **(Resolution 2)**
3. To re-elect Mr Chong Huai Seng retiring by rotation pursuant to Article 107 of the Constitution of the Company. **[See Explanatory Note (ii)]** **(Resolution 3)**
4. To approve the payment of Directors’ fees of \$158,000 for the financial year ending 31 December 2022, payable half yearly in arrears on 1 July 2022 and 1 January 2023 (FY2021: \$133,500). **(Resolution 4)**
5. To re-appoint Messrs Ernst & Young LLP as the Auditors of the Company for the ensuing year and to authorise the Directors of the Company to fix their remuneration. **(Resolution 5)**
6. To transact any other ordinary business which may properly be transacted at the AGM.

### AS SPECIAL BUSINESS

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

7. **Authority to allot and issue shares (“Share Issue Mandate”)**
  - (a) That pursuant to Section 161 of the Companies Act 1967 of Singapore (the “Companies Act”) and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“SGX-ST”) (“Catalist Rules”), the Directors of the Company be authorised and empowered to:
    - (i) allot and issue shares in the Company (“Shares”) whether by way of rights, bonus or otherwise; and/or
    - (ii) make or grant offers, agreements or options (collectively, “Instruments”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and
  - (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (i) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares and convertible securities to be issued other than on a pro-rata basis to shareholders of the Company (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) shall not exceed fifty per centum (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below);
- (ii) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (i) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
  - (a) new Shares arising from the conversion or exercise of any convertible securities;
  - (b) new Shares arising from exercising share options provided the options were granted in compliance with Part VIII of the Chapter 8 of the Catalist Rules; and
  - (c) any subsequent bonus issue, consolidation or subdivision of Shares.

Adjustments in accordance with sub-paragraph (ii)(a) or (ii)(b) are only to be made in respect of new shares arising from convertible securities or share options which were issued and outstanding or subsisting at the time of the passing of this Resolution.

- (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) all applicable requirements under the Companies Act and otherwise, and the Constitution for the time being of the Company; and
- (iv) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law and the Catalist Rules to be held, whichever is earlier.

**[See Explanatory Note (iii)]**

**(Resolution 6)**

#### 8. **Authority to issue shares under the Plato Employee Share Option Scheme 2016**

That pursuant to Section 161 of the Companies Act, the Directors of the Company be authorised and empowered to offer and grant options in accordance with the provision of the Plato Employee Share Option Scheme 2016 ("**Plato ESOS 2016**") ("**Options**") and to allot and issue from time to time such number of ordinary Shares in the capital of the Company as may be required to be issued pursuant to the exercise of Options granted by the Company under the Plato ESOS 2016 (notwithstanding that such allotment and issue may occur after the conclusion of the next AGM of the Company), whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of ordinary shares to be issued and issuable pursuant to the Plato ESOS 2016, taking into consideration all Shares issued and issuable in respect of all options granted under any other share incentive schemes adopted by the Company shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company on the date preceding the grant of an Option and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

**[See Explanatory Note (iv)]**

**(Resolution 7)**

By Order of the Board

Ngiam May Ling  
Secretary  
Singapore, 13 April 2022

## Explanatory Notes:

- (i) Resolution 2 is for the re-election of Mr Lim Kian Onn, a Director of the Company who retires by rotation at this AGM. Mr Lim will, upon re-election as a Director of the Company, remain as the Chairman of the Board and a member of the Audit, Remuneration and Nominating Committees and will be considered non-independent. For more information on Mr Lim, please refer to the “Profile of Board of Directors” and “Additional Information on Directors Seeking Re-election” sections in the Annual Report 2021.
- (ii) Resolution 3 is for the re-election of Mr Chong Huai Seng, a Director of the Company who retires by rotation at this AGM. Mr Chong will, upon re-election as a Director of the Company, remain as Chairman of the Remuneration and Nominating Committees and a member of the Audit Committee and will be considered independent for the purposes of Rule 704(7) of the Catalist Rules. For more information on Mr Chong, please refer to the “Profile of Board of Directors” and “Additional Information on Directors Seeking Re-election” sections in the Annual Report 2021.
- (iii) Under the Catalist Rules of the SGX-ST, a share issue mandate approved by shareholders as an ordinary resolution will enable directors of an issuer to issue an aggregate number of new Shares and convertible securities of the issuer of up to 100% of the issued share capital of the issuer (excluding treasury shares and subsidiary holdings) as at the time of passing of the resolution approving the share issue mandate, of which the aggregate number of new Shares and convertible securities issued other than on a pro-rata basis to existing shareholders must not be more than 50% of the issued share capital (excluding treasury shares and subsidiary holdings) of the Company.

The proposed Share Issue Mandate will enable the Company to respond faster to business opportunities and to have greater flexibility and scope in negotiating with third parties in potential fund-raising exercises or other arrangements or transactions involving the capital of the Company.

The Ordinary Resolution 6, if passed, will empower the Directors of the Company to allot and issue Shares in the capital of the Company and/or Instruments. The aggregate number of Shares to be issued pursuant to this Ordinary Resolution 6 (including shares to be issued in pursuance of Instruments made or granted) shall not exceed one hundred per centum (100%) of the issued share capital (excluding treasury shares and subsidiary holdings) of the Company, with a sub-limit of fifty per centum (50%) for shares issued other than on a pro-rata basis (including shares to be issued in pursuance of Instruments made or granted pursuant to this Ordinary Resolution 6) to shareholders. As at 1 April 2022, the Company did not have treasury shares or subsidiary holdings.

- (iv) The Ordinary Resolution 7, if passed, will empower the Directors of the Company, effective until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares in the Company pursuant to all options granted under share incentive schemes adopted by the Company for the time being in force, up to a number not exceeding in aggregate fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time. As at 1 April 2022, the Company did not have treasury shares or subsidiary holdings.

## Important Notes:

- (1) The AGM 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 printed copies of the Annual Report 2021 will be sent to shareholders. In addition, this Notice of AGM, the Proxy Form and the Annual Report 2021 may be accessed at the Company’s website at the URL <https://www.platocapital.com/AGM2022>, and will also be made available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
- (2) Alternative arrangements relating to attendance at the AGM of the Company by electronic means (including arrangements by which the meeting may be electronically accessed via “live” audio-visual broadcast or “live” audio only feed), submission of questions to the Chairman of the AGM in advance of the AGM, addressing of substantial and relevant questions at the AGM and voting by appointing the Chairman of the AGM as proxy at the AGM, are set out in Note (3) below and the Company’s accompanying announcement dated 12 April 2022. This announcement may be accessed at the Company’s website at the URL <https://www.platocapital.com/AGM2022>, and will also be made available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.

### (3) **Alternative Arrangements**

The following are the alternative arrangements which have been put in place for the AGM:

#### (a) *“Live” audio-visual broadcast and “live” audio only feed*

The Chairman of the AGM will conduct the proceedings of the AGM by way of electronic means. Shareholders will be able to watch these proceedings through a “live” audio-visual broadcast via their mobile phones, tablets or computers or listen to these proceedings through a “live” audio only feed via telephone. In order to do so, shareholders must follow these steps:

- Shareholders who wish to watch the “live” audio-visual broadcast or listen to the “live” audio only feed must pre-register from **13 April 2022 till 2.00 p.m. on Monday, 25 April 2022** (the “**Registration Deadline**”), at the URL <https://bit.ly/PCLAGM2022>.

Following the authentication of the shareholders’ status as shareholders, authenticated shareholders will receive email instructions on how to access the “live” audio-visual broadcast and “live” audio only feed of the AGM proceedings by **2.00 p.m. on Wednesday, 27 April 2022** (the “**Confirmation Email**”).

- Shareholders who register by the Registration Deadline but do not receive the Confirmation Email by **2.00 p.m. on Wednesday, 27 April 2022** should contact the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. by telephone at 6536 5355 during Monday to Friday, from 8.30 a.m. to 5.30 p.m. or by email to [srs.teamb@boardroomlimited.com](mailto:srs.teamb@boardroomlimited.com).
- Investors holding shares through relevant intermediaries as defined in Section 181 of the Companies Act (other than CPF/SRS investors) who wish to participate in the AGM by (i) observing and/or listening to the AGM proceedings via “live” audio-visual broadcast or “live” audio only feed; (ii) submitting questions in advance of the AGM; and/or (iii) appointing the Chairman as proxy to attend, speak and vote on their behalf at the AGM, should contact the relevant intermediary through which they hold such shares as soon as possible in order to make the necessary arrangements for them to participate in the AGM.

#### (b) *Submission of questions in advance*

Shareholders may also submit questions related to the resolutions to be tabled for approval at the AGM:

- All questions must be submitted by **2.00 p.m. on Thursday, 21 April 2022**:
  - via the pre-registration website at the URL <https://bit.ly/PCLAGM2022>;
  - by post by lodging the same at the registered office of the Company at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
  - by email to [agm2022@platocapital.com](mailto:agm2022@platocapital.com).

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for shareholders to submit questions by post, shareholders are strongly encouraged to submit questions electronically via the pre-registration website or by email as above stated.

- Shareholders will need to identify themselves when posing questions at pre-registration website or by post or by mail by providing the following details:
  - the shareholder’s full name as it appears on his/her/its CDP/CPF/SRS share records;
  - the shareholder’s NRIC/Passport/UEN number;
  - the shareholder’s contact number and email address; and
  - the manner in which the shareholder holds his/her/its shares in the Company (e.g. via CDP, CPF or SRS).

Please note that the Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.

- The Company will address substantial and relevant questions received from shareholders by **2.00 pm on Sunday, 24 April 2022** and publish them on the Company's website at the URL <https://www.platocapital.com/AGM2022>, and will also be made available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. During the AGM itself, the Company will endeavour to address as many substantial and relevant questions related to the Ordinary Resolutions to be tabled at the AGM for approval, which are submitted after **2.00 pm on Thursday, 21 April 2022** and have not already been addressed prior to the AGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.
- The Company will, within one month after the date of the AGM, publish the minutes of the AGM on SGXNet and the Company's website, and the minutes will include the responses to the questions referred to above.
- Please note that shareholders will not be able to ask questions at the AGM "live" during the webcast and the audio only feed, and therefore it is important for shareholders to submit their questions in advance of the AGM.

(c) *Proxy voting*

Shareholders will not be able to vote online on the resolutions to be tabled for approval at the AGM.

Instead, if shareholders (whether individual or corporate) wish to exercise their votes, they must submit a proxy form to appoint the Chairman of the AGM to vote on their behalf:

- Shareholders (whether individual or corporate) appointing the Chairman of the AGM as proxy must give specific instructions as to his manner of voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid.
- The proxy form can be submitted to the Company in hard copy form or by email:
  - if by post, the proxy form must be lodged at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
  - if by email, the proxy form must be received by the Company at [agm2022@platocapital.com](mailto:agm2022@platocapital.com).

in either case by **2.00 p.m. on Tuesday, 26 April 2022**, being 48 hours before the time appointed for holding the AGM.

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 before scanning and sending it by email to the email address provided above.

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

- Persons holding shares through Central Provident Fund ("CPF") and Supplementary Retirement Scheme ("SRS") ("CPF/SRS investors") who wish to participate in the AGM by (i) observing and/or listening to the AGM proceedings via "live" audio-visual broadcast or "live" audio only feed; and (ii) submitting questions in advance of the AGM, should follow the steps for pre-registration and pre-submission of questions set out under paragraphs (3)(a) and (3)(b) above. However, CPF/SRS investors who wish to appoint the Chairman of the AGM as proxy to attend, speak and vote on their behalf should approach their respective CPF Agent Banks or SRS Operators by **2.00 p.m. on Monday, 18 April 2022** to submit their voting instructions.

(4) **Key Dates/Deadlines**

In summary, the key dates/deadlines which shareholders should take note of are set out in the table below:

<b>Key dates/deadlines</b>	<b>Actions</b>
<b>Wednesday, 13 April 2022 (immediately upon release of this notice)</b>	Shareholders may begin to pre-register at <a href="https://bit.ly/PCLAGM2022">https://bit.ly/PCLAGM2022</a> for “live” audio-visual broadcast or “live” audio only feed of the proceedings of the AGM.
<b>2.00 p.m. on Monday, 18 April 2022</b>	Deadline for CPF and SRS investors who wish to appoint the Chairman of the AGM as proxy to approach their respective CPF Agent Banks or SRS Operators to submit their votes.
<b>2.00 p.m. on Thursday, 21 April 2022</b>	Deadline for shareholders to submit questions in advance.
<b>2.00 p.m. on Monday, 25 April 2022</b>	Deadline for shareholders to pre-register for “live” audio-visual broadcast/“live” audio only feed of the proceedings of the AGM.
<b>2.00 p.m. on Tuesday, 26 April 2022</b>	Deadline for shareholders to submit proxy form.
<b>2.00 p.m. on Wednesday, 27 April 2022</b>	Authenticated shareholders will receive a Confirmation Email which will contain user ID and password details, as well as the link to access the “live” audio-visual broadcast and a toll-free telephone number to access the “live” audio of the proceedings of the AGM.  Shareholders who register by the Registration Deadline but do not receive the Confirmation Email by <b>2.00 p.m. on Wednesday, 27 April 2022</b> should contact the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. by telephone at 6536 5355 during Monday to Friday, from 8.30 a.m. to 5.30 p.m. or by email to <a href="mailto:srs.teamb@boardroomlimited.com">srs.teamb@boardroomlimited.com</a> .
<b>Date and time of AGM: 2.00 p.m. on Thursday, 28 April 2022</b>	<ul style="list-style-type: none"><li>• Click on the link in the Confirmation Email and enter the user ID and password to access the “live” audio-visual broadcast of the proceedings of the AGM; or</li><li>• Call the toll-free telephone number in the Confirmation Email to access the “live” audio only feed of the proceedings of the AGM.</li></ul>

- (5) **Due to the current COVID-19 situation in Singapore, a member will not be able to attend the AGM in person. A member (whether individual or corporate) who wishes to exercise his/her/its voting rights at the AGM must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM.** The Proxy Form may be accessed at the Company’s website at the URL <https://www.platocapital.com/AGM2022>, and will also be made available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
- (6) Where a member (whether individual or corporate) appoints the Chairman of the AGM 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 AGM as proxy for that resolution will be treated as invalid.
- (7) Persons who hold shares in the Company through relevant intermediaries (as defined in section 181 of the Companies Act), including CPF and SRS investors, and who wish to participate in the AGM by:
- observing and/or listening to the AGM proceedings via “live” audio-visual broadcast or “live” audio only feed;
  - submitting questions in advance of the AGM; and/or
  - appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM,

should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.

CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators by **2.00 p.m. on Monday, 18 April 2022** to submit their votes.

- (8) The Chairman of the AGM, as proxy, need not be a member of the Company.
- (9) The Proxy Form appointing the Chairman of the AGM as proxy must be submitted to the Company in the following manner:
- (a) if submitted by post, be deposited at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
  - (b) if submitted electronically, be submitted via email to at [agm2022@platocapital.com](mailto:agm2022@platocapital.com)

in either case by **2.00 p.m. on Tuesday, 26 April 2022**, being 48 hours before the time appointed for holding the AGM.

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 scan and send it to the email address provided above.

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

#### **Personal Data Privacy:**

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