



**FUJI OFFSET PLATES MANUFACTURING LTD**  
(Company Registration No. 198204769G)  
(Incorporated in Singapore)

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**PUBLICATION OF ANNUAL REPORT 2019 AND PROPOSED RESOLUTIONS TO BE TABLED AT THE ANNUAL GENERAL MEETING FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019**

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**1. INTRODUCTION**

The board of directors (the "**Board**" or "**Directors**") of Fuji Offset Plates Manufacturing Ltd (the "**Company**") refers to the announcement dated 8 April 2020 on the Automatic Extension of Time to hold the Annual General Meeting ("**AGM**") of the Company for the financial year ended 31 December 2019 ("**FY2019**") pursuant to Rule 707(1) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited. One of the conditions set out in the News Release of the Accounting and Corporate Regulatory Authority and the Singapore Exchange Regulation announced on 7 April 2020 in relation to the automatic 60-day extension of time to hold AGM is for the Annual Report for FY2019 to be issued by 15 April 2020 ("**AR Condition**").

**2. ANNUAL REPORT FOR FY2019**

In compliance with the AR Condition, the Company is uploading the Annual Report for FY2019 ("**AR2019**") and the Appendix dated 15 April 2020 via SGXNet as attached in this announcement. The Appendix is in connection with the renewal of mandate from shareholders for Interested Person Transactions.

Shareholders should note that, as the date of AGM is subjected to changes in light of government advisories and measures amid the COVID-19 situation, the AR2019 is not accompanied by a Notice of AGM and the Proxy Form. The Notice of AGM together with the Proxy Form and arrangements for webcasting (where applicable) and any supporting documents (if any) will be despatched to shareholders of the Company at a later date. Shareholders are advised to refer to further announcement(s) to be made by the Company via SGXNet.

**3. PROPOSED RESOLUTIONS TO BE TABLED AT THE AGM**

A summary of proposed resolutions to be tabled at the forthcoming AGM for FY2019 is also appended herewith for information only.

By Order of the Board

David Teo Kee Bock  
Executive Chairman  
15 April 2020

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*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("**Sponsor**", Asian Corporate Advisors Pte. Ltd., in accordance with Rules 226(2)(b) and 753(2) of the Singapore Exchange Securities Trading Limited ("**Exchange**") Listing Manual Section B: Rules of Catalist for compliance with the relevant rules of the Exchange. The Company's Sponsor has not independently verified the contents of this announcement including the correctness of any of the figures used, statements or opinions made.*

*This announcement has not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of this announcement including the correctness of any of the statements or opinions made or reports contained in this announcement.*

*The contact person for the Sponsor is Ms Foo Quee Yin  
Telephone number: 6221 0271*



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The Shareholders of the Company should consider the following proposed resolutions to be tabled at the forthcoming AGM for FY2019 when reading the Annual Report. Shareholders should note that the proposed resolutions set out below are indicative only and the final form of the resolutions will be included in the Notice of AGM and Proxy Form and arrangements for webcasting (where applicable) to be despatched to shareholders of the Company at a later date. Shareholders should note that the proposed resolutions below may be subject to change due to unforeseen circumstances.

**PROPOSED RESOLUTIONS TO BE TABLED AT THE FORTHCOMING AGM**

**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 2019, together with the Independent Auditors' Report thereon.  

**(Resolution 1)**
2. To declare a first and final one-tier tax-exempt dividend of 0.3 Singapore cents per share for the financial year ended 31 December 2019 (2018: 0.3 Singapore cents per share).  

**(Resolution 2)**
3. To re-elect the following Directors of the Company retiring pursuant to the Article 106 of the Constitution of the Company:-  

Mr Teo Kee Bock **(Resolution 3)**  
Mr Teo Kee Chong **(Resolution 4)**

*Mr Teo Kee Bock will, upon re-election as a Director of the Company, remain as Executive Director and Chairman of the Board of the Company.*

*Mr Teo Kee Chong will, upon re-election as a Director of the Company, remain as Executive Director and Managing Director of the Company.*

*Detailed information on each of the abovementioned Directors of the Company as required pursuant to Rule 720(5) of the Listing Manual Section B: Rules of Catalist is on pages 24 to 27 of the annual report.*
4. To approve the payment of Directors' fees of S\$106,247 for the financial year ended 31 December 2019 (2018: S\$118,082).  

**(Resolution 5)**
5. To re-appoint Messrs Ernst & Young LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration.  

**(Resolution 6)**
6. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

## 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

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the “**Companies Act**”) and Rule 806 of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”), the Directors of the Company be authorised and empowered to:

- (a) (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:

- (1) 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 (2) below), of which 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 other than on a pro-rata basis to shareholders of the Company 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 (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of the total number of issued Shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) 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 the Instruments or any 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; and
  - (c) any subsequent bonus issue, consolidation or subdivision of Shares;

Adjustments in accordance with Rule 806(3)(a) or Rule 806(3)(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 the resolution approving the mandate.

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

*[See Explanatory Note (i)]*

**(Resolution 7)**

## 8. **Renewal of Shareholders' Mandate for Interested Person Transactions**

That for the purposes of Chapter 9 of the Singapore Exchange Securities Trading Limited Listing Manual Section B: Rules of Catalist:

- (a) approval be given for the renewal of the mandate for the Company, its subsidiaries and associated companies or any of them to enter into any of the transactions falling within the types of Interested Person Transactions as set out in the Appendix to the Annual Report to Shareholders dated 15 April 2020 (the "**Appendix**") with any party who is of the class of Interested Persons described in the Appendix, provided that such transactions are carried out on normal commercial terms and in accordance with the review procedures of the Company for such Interested Person Transactions as set out in the Appendix (the "**Shareholders' Mandate**");
- (b) the Shareholders' Mandate shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier; and
- (c) authority be given to the Directors of the Company to complete and do all such acts and things (including executing all such documents as may be required) as they may consider necessary, desirable or expedient to give effect to the Shareholders' Mandate as they may think fit.

*[See Explanatory Note (ii)]*

**(Resolution 8)**

### **Explanatory Notes:**

- (i) The Ordinary Resolution 7 in item 7 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, one hundred per centum (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to fifty per centum (50%) may be issued other than on a pro-rata basis to shareholders.

For determining the aggregate number of Shares that may be issued, the percentage of the total number of issued Shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution 7 is passed after adjusting for new Shares arising from the conversion or exercise of any convertible securities, or share options or vesting of share awards and any subsequent bonus issue, consolidation or subdivision of Shares.

- (ii) The Ordinary Resolution 8 in item 8 above, if passed, will authorise the Interested Person Transactions as described in the Appendix and recurring in the year and will empower the Directors of the Company to do all acts necessary to give effect to the Shareholders' Mandate. This authority will, unless previously revoked or varied by the Company in a general meeting, expire at the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.