

# VICPLAS INTERNATIONAL LTD

(Incorporated in the Republic of Singapore)  
(Company Registration No. 199805362R)

# PROXY FORM

## IMPORTANT

1. The Twenty-Second Annual General Meeting is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. The Notice of Twenty-Second Annual General Meeting and this Proxy Form will be sent to members by electronic means via publication on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>, and will also be made available on the Company's website at the URL <https://www.vicplas.com/investor-relations>. Printed copies will not be despatched to members.
2. Alternative arrangements relating to attendance at the Twenty-Second Annual General Meeting via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of or at the Twenty-Second Annual General Meeting, addressing of substantial and relevant questions prior to or at the Twenty-Second Annual General Meeting and voting by appointing the Chairman of the Meeting as proxy at the Twenty-Second Annual General Meeting, are set out in the accompanying Company's announcement dated November 4, 2020. This announcement may be accessed at the SGX website at the URL <https://www.sgx.com/securities/company-announcements>, and will also be made available on the Company's website at the URL <https://www.vicplas.com/investor-relations>.
3. **Due to the COVID-19 situation, a member will not be able to attend the Twenty-Second Annual General Meeting in person. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the Twenty-Second Annual General Meeting, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the Twenty-Second Annual General Meeting.**
4. CPF and SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators by 5.00 p.m. on November 16, 2020 to submit their votes.
5. **Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of the Chairman of the Meeting as a member's proxy to attend, speak and vote on his/her/its behalf at the Twenty-Second Annual General Meeting.**

### Personal Data Privacy

By submitting an instrument appointing the Chairman of the Meeting as proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of Twenty-Second Annual General Meeting dated November 4, 2020.

\*I/We, \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC/Passport No./UEN)

of \_\_\_\_\_ (Address)

being a \*member/members of Vicplas International Ltd (the "**Company**") hereby appoint the Chairman of the Meeting as \*my/our proxy to attend, speak and vote for \*me/us and on \*my/our behalf at the Twenty-Second Annual General Meeting of the Company to be convened and held by way of electronic means on Thursday, November 26, 2020 at 3.00 p.m. (Singapore time) (the "**Meeting**") and at any adjournment thereof.

\*I/We direct the Chairman of the Meeting to vote for or against, or to abstain from voting on, the resolutions to be proposed at the Meeting as indicated hereunder.

No.	Resolutions	For**	Against**	Abstain**
1.	To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the year ended July 31, 2020 and the Auditor's Report thereon.			
2.	To declare a final (one-tier tax exempt) dividend of S\$0.00375 per share for the year ended July 31, 2020.			
3.	To approve Directors' fees of S\$250,644.00 (2019: S\$275,000.00) for the year ended July 31, 2020.			
4.	To re-elect Mrs. Jane Rose Philomene Gaines-Cooper as a Director pursuant to Article 115 of the Company's Constitution.			
5.	To re-elect Mr. Christopher Paul Lee as a Director pursuant to Article 115 of the Company's Constitution.			
6.	To re-appoint Deloitte & Touche LLP as Auditor and to authorise the Directors to fix its remuneration.			
7.	To authorise the Directors to issue additional shares and convertible instruments.			
8.	To approve the renewal of the Shareholders' Mandate for interested person transactions.			
9.	To approve the renewal of the Share Purchase Mandate.			
10.	To authorise the issuance of shares pursuant to the Vicplas International Ltd Scrip Dividend Scheme.			

\* Delete where inapplicable.

\*\* Voting will be conducted by poll. If you wish the Chairman of the Meeting as your proxy to vote all your shares "For" or "Against" a resolution, please tick (✓) within the "For" or "Against" box provided in respect of that resolution. Alternatively, please indicate the number of votes "For" or "Against" in the "For" or "Against" box provided in respect of that resolution. If you wish the Chairman of the Meeting as your proxy to abstain from voting on a resolution, please tick (✓) within the "Abstain" box provided in respect of that resolution. Alternatively, please indicate the number of shares that the Chairman of the Meeting as your proxy is directed to abstain from voting in the "Abstain" box provided in respect of that resolution. **In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the Meeting as your proxy for that resolution will be treated as invalid.**

Dated this \_\_\_\_\_ 2020

Total Number of Ordinary Shares in:	No. of Ordinary Shares
CDP Register	
Register of Members	

\_\_\_\_\_  
Signature(s) of Member(s) or Common Seal

**PLEASE READ NOTES OVERLEAF**

**Notes:**

- (a) **Due to the COVID-19 situation in Singapore, a member will not be able to attend the Twenty-Second Annual General Meeting in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Twenty-Second Annual General Meeting if such member wishes to exercise his/her/its voting rights at the Twenty-Second Annual General Meeting.** This Proxy Form may be accessed at the SGX website at the URL <https://www.sgx.com/securities/company-announcements>, and will also be made available on the Company's website at the URL <https://www.vicplas.com/investor-relations>. A member may also appoint the Chairman of the Meeting as his/her/its proxy via the pre-registration website for the Twenty-Second Annual General Meeting at the URL <https://agm.conveneagm.com/vicplasagm/#/agm>.

Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstention from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

CPF and SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators by 5.00 p.m. on November 16, 2020 to submit their votes.

- (b) The Chairman of the Meeting, as proxy, need not be a member of the Company.
- (c) A member should insert the total number of shares held. If the member has shares entered against his/her/its name in the Depository Register (maintained by The Central Depository (Pte) Limited), he/she/it should insert that number of shares. If the member has shares registered in his/her/its name in the Register of Members (maintained by or on behalf of the Company), he/she/it should insert that number of shares. If the member has shares entered against his/her/its name in the Depository Register and registered in his/her/its name in the Register of Members, he/she/it should insert the aggregate number of shares. If no number is inserted, this Proxy Form appointing the Chairman of the Meeting as proxy will be deemed to relate to all the shares held by the member.
- (d) The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
- (i) if submitted by post, be lodged at the office of the Company's Share Registrar, B.A.C.S. Private Limited, at 8 Robinson Road #03-00, ASO Building, Singapore 048544; or
  - (ii) if submitted electronically, be submitted:
    - (1) via email to the Company's Share Registrar at [main@zicoholdings.com](mailto:main@zicoholdings.com); or
    - (2) via the pre-registration website for the Twenty-Second Annual General Meeting at the URL <https://agm.conveneagm.com/vicplasagm/#/agm>,

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

A member who wishes to submit an instrument appointing a proxy by post or via email must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

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

- (e) The instrument appointing the Chairman of the Meeting as proxy must, if submitted by post or electronically via email, be under the hand of the appointor or of his attorney duly authorised in writing or, if submitted electronically via the pre-registration website at the URL <https://agm.conveneagm.com/vicplasagm/#/agm>, be authorised by the appointor via the online proxy appointment process through the website. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must, if submitted by post or electronically via email, be executed either under its seal or under the hand of its duly authorised officer or attorney or, if submitted electronically via the pre-registration website at the URL <https://agm.conveneagm.com/vicplasagm/#/agm>, be authorised via the online proxy appointment process through the website. Where an instrument appointing the Chairman of the Meeting as proxy 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), if the instrument appointing the Chairman of the Meeting as proxy is submitted by post, be lodged with the instrument appointing a proxy or, if the instrument appointing the Chairman of the Meeting as proxy is submitted electronically via email, be emailed with the instrument appointing a proxy, failing which the instrument may be treated as invalid.
- (f) The Company shall be entitled to reject the instrument appointing the Chairman of the Meeting 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 Meeting as proxy (including any related attachment). In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing the Chairman of the Meeting as proxy lodged or submitted, if the member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.
- (g) Any reference to a time of day is made by reference to Singapore time.