VICPLAS

VICPLAS INTERNATIONAL LTD

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

NOTICE OF TWENTY-EIGHTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Eighth Annual General Meeting of Vicplas International Ltd (the "**Company**") will be held at The Star Performing Arts Centre, The Star Loft (Level 11), 1 Vista Exchange Green, Singapore 138617 on Friday, November 27, 2026 at 3.00 p.m. for the purpose of transacting the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the year ended July 31, 2026 and the Auditor's Report thereon. **(Resolution 1)**

2. To approve the Directors' fees of S$267,500.00 (2025: S$280,651.00) for the year ended July 31, 2026. **(Resolution 2)**

3. To re-elect Mrs. Jane Rose Philomene Gaines-Cooper, who is retiring by rotation pursuant to Article 115 of the Company's Constitution, and who, being eligible, offers herself for re-election. [See Explanatory Note 1] **(Resolution 3)**

4. To re-elect Mr. Ng Beng Tiong, who is retiring by rotation pursuant to Article 115 of the Company's Constitution, and who, being eligible, offers himself for re-election. [See Explanatory Note 2] **(Resolution 4)**

5. To re-appoint Deloitte & Touche LLP as Auditor and to authorise the Directors to fix its remuneration. **(Resolution 5)**

AS SPECIAL BUSINESS

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

6. Authority to allot and issue shares and convertible instruments **(Resolution 6)**

"That pursuant to Section 161 of the Companies Act 1967 of Singapore (the "**Companies Act**") and the listing rules of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), authority be and is hereby given to the Directors of the Company to:

(a) (i) issue shares of 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) 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 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 Instrument made or granted by the Directors while this Resolution is in force,

Provided that:

(i) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares to be issued other than on a *pro-rata* basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (ii) below);

(ii) (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 (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) at the time this Resolution is passed, after adjusting for:

(a) new shares arising from the conversion or exercise of any convertible securities;

(b) new shares arising from the exercise of any share options or vesting of share awards which were issued and are outstanding or subsisting at the time this Resolution is passed, provided that the share options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and

(c) any subsequent bonus issue, consolidation or subdivision of shares,

and, in sub-paragraph (i) above and this sub-paragraph (ii), "subsidiary holdings" has the meaning given to it in the Listing Manual of the SGX-ST;

(iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST 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, and the Constitution for the time being of the Company; and

(iv) unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution 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 the earlier." [See Explanatory Note 3]

7. Renewal of the Interested Person Transactions Mandate **(Resolution 7)**

"That:

(a) approval be and is hereby given for the purposes of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**Chapter 9**"), for the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9), or any of them, to enter into transactions falling within the types of interested person transactions described in the Appendix to the Company's Circular to Shareholders dated November 11, 2026 (the "**Circular**") with any party who is of the class of interested persons described in the Appendix to the Circular, provided that such transactions are made on normal commercial terms and will not be prejudicial to the interests of the Company and minority shareholders and in accordance with the guidelines and procedures for such interested person transactions as set out in the Appendix to the Circular;

(b) the approval given in paragraph (a) above (the "**IPT Mandate**") shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company; and

(c) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the IPT Mandate and/or this Resolution." [See Explanatory Note 4]

8. Renewal of the Share Purchase Mandate **(Resolution 8)**

"That:

(a) for the purposes of Sections 76C and 76E of the Companies Act 1967 of Singapore (the "**Companies Act**"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire ordinary shares of the Company ("**Shares**") not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:

(i) market purchase(s) (each a "**Market Purchase**") on the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"); and/or

(ii) off-market purchase(s) (each an "**Off-Market Purchase**") effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which schemes shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Purchase Mandate**");

(b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earliest of:

(i) the date on which the next Annual General Meeting of the Company is held;

(ii) the date by which the next Annual General Meeting of the Company is required by law to be held; and

(iii) the date on which purchases and acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated;

(c) in this Resolution:

"**Prescribed Limit**" means that number of issued Shares representing 10% of the total number of issued Shares as at the date of the passing of this Resolution (excluding treasury shares and subsidiary holdings (as defined in the Listing Manual of the SGX-ST) as at that date);

"**Maximum Price**" in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

(i) in the case of a Market Purchase: 105% of the Average Closing Price of the Shares; and

(ii) in the case of an Off-Market Purchase: 120% of the Average Closing Price of the Shares,

where:

"**Average Closing Price**" means the average of the closing market prices of the Shares over the last five Market Days, on which transactions in the Shares were recorded, immediately preceding the date of the making of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action which occurs during the relevant five Market Day period and the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase;

"**date of the making of the offer**" means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from the shareholders of the Company stating the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

"**Market Day**" means a day on which the SGX-ST is open for trading in securities;

(d) the Directors of the Company and/or any of them be and are hereby authorised to deal with the Shares purchased by the Company pursuant to the Share Purchase Mandate in any manner as may be permitted under the Companies Act; and

(e) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated by this Resolution." [See Explanatory Note 5]

9. Authority to grant options, and allot and issue shares, pursuant to the Vicplas International Share Option Plan 2021 **(Resolution 9)**

"That authority be and is hereby given to the Directors of the Company to offer and grant options in accordance with the provisions of the Vicplas International Share Option Plan 2021 (the "**VISOP 2021**") and to allot and issue from time to time such number of ordinary shares of the Company as may be required to be issued pursuant to the exercise of options under the VISOP 2021, provided that the aggregate number of new ordinary shares which may be issued pursuant to options to be granted under the VISOP 2021, when added to the total number of new ordinary shares allotted and issued and/or to be allotted and issued pursuant to options granted under the VISOP 2021, shall not exceed 15% of the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings (as defined in the Listing Manual of the Singapore Exchange Securities Trading Limited)) from time to time." [See Explanatory Note 6]

10. Authority to issue shares pursuant to the Vicplas International Ltd Scrip Dividend Scheme **(Resolution 10)**

"That pursuant to Section 161 of the Companies Act 1967 of Singapore, authority be and is hereby given to the Directors of the Company to allot and issue from time to time such number of ordinary shares of the Company as may be required to be allotted and issued pursuant to the Vicplas International Ltd Scrip Dividend Scheme." [See Explanatory Note 7]

By Order of the Board

Nor Hafiza Alwi
Company Secretary
Singapore

November 11, 2026

Notes:

(1) The Annual General Meeting will be held, in a wholly physical format, at the venue, date and time stated above. Shareholders, including CPF and SRS investors, and (where applicable) duly appointed proxies and representatives will be able to ask questions and vote at the Annual General Meeting by attending the Annual General Meeting in person. **There will be no option for shareholders to participate virtually.**

Printed copies of this Notice of Annual General Meeting and the accompanying Proxy Form will be sent by post to members. These documents will also be published on the Company's website at the URL https://www.vicplas.com/investor-relations and the SGX website at the URL https://www.sgx.com/securities/company-announcements.

(2) Shareholders, including CPF and SRS investors, and (where applicable) duly appointed proxies and representatives who wish to attend the Annual General Meeting are reminded to bring along their NRIC/Passport so as to enable the Company to identify them and are requested to arrive early to facilitate the registration process.

(3) (i) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Annual General Meeting. Where such member's instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.

(ii) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Annual General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's instrument appointing a proxy(ies) appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.

"**Relevant intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.

A member who wishes to appoint a proxy(ies) must complete the instrument appointing a proxy(ies), before submitting it in the manner set out below.

(4) A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the Meeting as his/her/its proxy.

(5) The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:

(i) if submitted personally or by post, be lodged at the office of the Company's Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or

(ii) if submitted electronically, be submitted via email to the Company's Share Registrar at main@zicoholdings.com,

and, in each case, must be lodged or received (as the case may be) by 3.00 p.m. on November 24, 2026, being not less than 72 hours before the time appointed for the holding of the Annual General Meeting.

(6) Completion and submission of an instrument appointing a proxy(ies) by a member will not preclude him/her from attending, speaking and voting at the Annual General Meeting if he/she so wishes. Any appointment of a proxy(ies) for the Annual General Meeting shall be deemed to be revoked if the member attends the Annual General Meeting in person, and in such event, the Company reserves the right to refuse to admit any person(s) appointed under the relevant instrument appointing a proxy(ies) to the Annual General Meeting.

(7) CPF and SRS investors:

(i) may vote at the Annual General Meeting if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or

(ii) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the Annual General Meeting, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on November 17, 2026.

(8) Shareholders, including CPF and SRS investors, may submit substantial and relevant questions related to the resolutions to be tabled for approval at the Annual General Meeting in advance of the Annual General Meeting:

(i) by post to the Company's Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or

(ii) by email to the Company's Share Registrar, B.A.C.S. Private Limited, at main@zicoholdings.com.

When submitting questions by post or via email, shareholders should also provide the Company with the following details for identification purposes: (a) full name of shareholder; (b) address of shareholder; and (c) the manner in which the shareholder holds shares in the Company (e.g., via CDP, CPF, SRS and/or scrip).

All questions submitted in advance must be received by 10.00 a.m. on November 19, 2026.

(9) The Company will address all substantial and relevant questions received from shareholders by the November 19, 2026 deadline by publishing its responses to such questions on the Company's website at the URL https://www.vicplas.com/investor-relations and the SGX website at the URL https://www.sgx.com/securities/company-announcements at least 48 hours prior to the closing date and time for the lodgement of instruments appointing a proxy(ies). The Company will respond to questions or follow-up questions submitted after the November 19, 2026 deadline either within a reasonable timeframe before the Annual General Meeting, or at the Annual General Meeting itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

(10) Shareholders, including CPF and SRS investors, and (where applicable) duly appointed proxies and representatives may also ask the Chairman of the Meeting substantial and relevant questions related to the resolutions to be tabled for approval at the Annual General Meeting, at the Annual General Meeting itself.

(11) The Annual Report 2026 and the Circular to Shareholders dated November 11, 2026 (in relation to the proposed renewal of the interested person transactions mandate and the proposed renewal of the share purchase mandate) have been published on the Company's website at the URL https://www.vicplas.com/investor-relations, and may be accessed as follows:

(i) the Annual Report 2026 may be accessed by clicking on the hyperlink for "Annual Report FY2026" under "Annual Reports"; and

(ii) the Circular to Shareholders dated November 11, 2026 may be accessed by clicking on the hyperlink for "Circular of AGM PDF" in the "November 27, 2026" tab under "Annual General Meetings".

These documents will also be made available on the SGX website at the URL https://www.sgx.com/securities/company-announcements. Members may request for printed copies of these documents by completing and submitting the Request Form sent to them by post together with printed copies of this Notice and the accompanying Proxy Form.

Explanatory Notes:

1. Resolution 3 is to re-elect Mrs. Jane Rose Philomene Gaines-Cooper, who will be retiring by rotation under Article 115 of the Company's Constitution. Mrs. Jane Rose Philomene Gaines-Cooper is considered a Non-Independent and Non-Executive Director. If she is re-elected, she will remain as a member of each of the Nominating Committee and the Strategy Committee of the Company. Mrs. Jane Rose Philomene Gaines-Cooper is Group Chairman, President, a director and sole shareholder of Venner Capital S.A., the Company's holding company. There are no material relationships (including immediate family relationships) between Mrs. Jane Rose Philomene Gaines-Cooper and the other Directors of the Company. Further information on Mrs. Jane Rose Philomene Gaines-Cooper can be found on pages 8 and 54 to 59 of the Annual Report 2026 under the sections "Board of Directors" and "Additional Information on Directors Seeking Re-election at the Forthcoming Twenty-Eighth Annual General Meeting".

2. Resolution 4 is to re-elect Mr. Ng Beng Tiong, who will be retiring by rotation under Article 115 of the Company's Constitution. Mr. Ng Beng Tiong is considered an Independent and Non-Executive Director. If he is re-elected, he will remain as Lead Independent Director, the Chairman of the Nominating Committee, the Chairman of the Remuneration Committee, and a member of each of the Audit and Risk Committee and the Strategy Committee of the Company. Further information on Mr. Ng Beng Tiong can be found on pages 8 and 54 to 59 of the Annual Report 2026 under the sections "Board of Directors" and "Additional Information on Directors Seeking Re-election at the Forthcoming Twenty-Eighth Annual General Meeting".

3. Resolution 6 is an Ordinary Resolution to empower the Directors, from the date of this Annual General Meeting until the conclusion of the next Annual General Meeting, to issue shares of the Company, to make or grant instruments convertible into shares, and to issue shares pursuant to such instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings), of which up to 20% may be issued other than on a *pro-rata* basis to shareholders.

   For the purpose of determining the aggregate number of shares that may be issued, 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) at the time that Resolution 6 is passed after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time when Resolution 6 is passed; and (b) any subsequent bonus issue, consolidation or subdivision of shares. As at October 12, 2026, the Company had 461,000 treasury shares and no subsidiary holdings.

4. Resolution 7 is an Ordinary Resolution to renew the IPT Mandate for transactions with interested persons and empower the Directors of the Company, from the date of this Annual General Meeting until the conclusion of the next Annual General Meeting, to enter into transactions falling within the types of interested person transactions described in the Appendix to the Company's Circular to Shareholders dated November 11, 2026. For more details, please refer to paragraph 2 of the Appendix to the Company's Circular to Shareholders dated November 11, 2026.

5. Resolution 8 is an Ordinary Resolution to renew, effective until the date of the next Annual General Meeting, the Share Purchase Mandate for the Company to purchase or acquire its issued ordinary shares on the terms and subject to the conditions of Resolution 8.

   The Company intends to use internal resources or external borrowings or a combination of both to finance its purchase or acquisition of its ordinary shares. The amount of financing required for the Company to purchase or acquire its ordinary shares, and the impact of such purchase or acquisition on the Company's financial position cannot be ascertained as at the date of this Notice as these will depend on the number of ordinary shares purchased or acquired, whether the purchase or acquisition is made out of profits or capital, the price at which such ordinary shares were purchased or acquired and whether the ordinary shares purchased or acquired are held in treasury or cancelled.

   The financial effects of an assumed purchase or acquisition of such ordinary shares by the Company pursuant to the Share Purchase Mandate, based on the audited financial statements of the Group and the Company for the year ended July 31, 2026, and certain other assumptions, are set out in paragraph 3.7 of the Company's Circular to Shareholders dated November 11, 2026 and are for illustration only.

6. Resolution 9 is an Ordinary Resolution to empower the Directors of the Company to offer and grant options under the VISOP 2021 and to allot and issue from time to time such number of ordinary shares of the Company as may be required to be issued pursuant to the exercise of options under the VISOP 2021, provided that the aggregate number of new ordinary shares which may be issued pursuant to options to be granted under the VISOP 2021, when added to the total number of new ordinary shares allotted and issued and/or to be allotted and issued pursuant to options granted under the VISOP 2021, shall not exceed 15% of the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings) from time to time.

7. Resolution 10 is an Ordinary Resolution to empower the Directors of the Company to allot and issue ordinary shares of the Company pursuant to the Vicplas International Ltd Scrip Dividend Scheme to eligible members who, in respect of a qualifying dividend, have elected to receive scrip in lieu of the cash amount of that qualifying dividend.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (a) 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 proxies and representatives for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual 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, take-over rules, regulations and/or guidelines (collectively, the "**Purposes**"); (b) 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 (c) 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.