

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“AGM”) of the Company will be held by way of electronic means on Tuesday, 5 January 2021 at 10:00 a.m. to transact the following businesses:-

## AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2018 and the Directors’ Statement together with the Auditors’ Report. **(Resolution 1)**
2. To re-elect the following Directors who are retiring in accordance with the Company’s Constitution:
  - (a) Mr Sun, Lihua (Retiring under Article 88) **(Resolution 2)**
  - (b) Mr Koh Poh Beng (Retiring under Article 89) **(Resolution 3)**

[See Explanatory Notes 1 & 2]
3. To re-appoint Foo Kon Tan LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 4)**
4. To approve the payment of Directors’ fees of S\$120,000/- for the financial year ended 31 December 2018. (2017: \$100,000/-). **(Resolution 5)**

## AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following ordinary resolutions, with or without modifications:-

### 5. Authority to allot and issue new shares

“That:-

- (a) pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the “Act”) and the listing rules of the Singapore Exchange Securities Trading Limited (“SGX-ST”), authority be and is hereby given to the Directors of the Company to: **(Resolution 6)**
  - (i) issue shares in the capital 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 was in force,

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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) (the "Share Issues") shall not exceed 50 per cent (50%) of the Company's total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of Shares to be issued other than on a *pro-rata* basis to existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 20 per cent (20%) of the Company's total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (b) 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 percentage of issued Shares (excluding treasury shares) shall be based on the Company's total number of issued Shares (excluding treasury shares) 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 exercising share options or vesting of share awards which are outstanding or subsisting at the time that this Resolution is passed; and
  - (C) any subsequent bonus issue, consolidation or subdivision of Shares;
- (c) 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 Listing Manual of the SGX-ST for the time being in force (in each case, unless 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
- (d) such authority 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 or the date by which the next Annual General Meeting of the Company is required by law to be held."

[See Explanatory Note 3]

- 6. To transact any other business of which due notice shall have been given.

By Order of the Board

Lee Wei Hsiung  
Company Secretary

16 December 2020  
Singapore

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## EXPLANATORY NOTES:

1. Ordinary Resolution 2 – Mr Sun, Lihua upon re-election as a Director of the Company, remains as the Executive Director and the Chief Executive Officer. Mr Sun, Lihua has an immediate family relationship with the majority shareholder. Detailed information on Mr Sun, Lihua can be found at page 7 of the Annual Report. There is no change to the information and declaration disclosed in the Appendix 7.4.1 (Announcement of Appointment) that was announced on 28 February 2020 during his appointment process.
2. Ordinary Resolution 3 – Mr Koh Poh Beng upon re-election as a Director of the Company, remains as the Lead Independent Director, Chairman of the Audit Committee and a member of Nominating Committee and Remuneration Committee. Mr Koh Poh Beng will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”). Detailed information on Mr Koh Poh Beng can be found at page 7 of the Annual Report. There is no change to the information and declaration disclosed in the Appendix 7.4.1 (Announcement of Appointment) that was announced on 5 May 2017 during his appointment process.
3. Ordinary Resolution 6, if passed, will authorise the Directors of the Company to, from the date of the passing of Ordinary Resolution 6 to the date of the next Annual General Meeting, issue Shares and to make or grant Instruments (such as warrants or debentures) convertible into Shares, and to issue Shares in pursuance of such Instruments, up to an amount not exceeding in total 50 per cent (50%) of the total number of issued Shares (excluding treasury shares), with a sub-limit of 20 per cent (20%) of the total number of issued Shares (excluding treasury shares) for issues other than on a *pro-rata* basis to existing shareholders of the Company. For the purpose of determining the aggregate number of Shares that may be issued, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time that Ordinary Resolution 6 is passed, after adjusting for:–
  - (a) new Shares arising from the conversion or exercise of any convertible securities;
  - (b) new Shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time that Ordinary Resolution 6 is passed; and
  - (c) any subsequent bonus issue, consolidation or sub-division of Shares.

In exercising the authority conferred by Ordinary Resolution 6, the Company shall comply with the requirements of the SGX-ST (unless waived by the SGX-ST), all applicable legal requirements and the Company’s Constitution. This authority, will, unless revoked or varied at a general meeting, expire at 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.

## IMPORTANT NOTES:

### 1. Pre-Registration:

The AGM is being convened, and will be held, by way of 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. Alternative arrangements relating to, amongst others, attendance, submission of questions in advance and/or voting by proxy at the AGM are set out in this notice of AGM. This notice of AGM may be accessed at the URLs <https://www.sgx.com/securities/company-announcements> and [www.sunvic-chem.com](http://www.sunvic-chem.com).

**Members will not be able to attend the AGM physically.** Members who wish to participate at the AGM may observe and/or listen to the AGM proceedings via a live audio-visual webcast or live audio-only stream (“**Live Webcast**”). To do so, members must pre-register their details including full name, NRIC/Passport/Company Registration No., contact number and email address on the Company’s AGM pre-registration website at the URL <https://globalmeeting.bigbangdesign.co/sunvic/> (“**Pre-Registration Website**”) before **10.00 a.m. on Saturday, 2 January 2021** (“**Registration Deadline**”) for the Company to verify their status as members.

Verified members will receive an email by Monday, 4 January 2021 containing instructions to access the Live Webcast. Members must not forward the link or their log-in details to third persons who are not members or who are not entitled to attend the AGM proceedings.

Members who do not receive an email by **10.00 a.m. on Monday, 4 January 2021** but have registered before the Registration Deadline should contact Big Bang Design by email to [webcast@bigbangdesign.co](mailto:webcast@bigbangdesign.co).

Registrations received after the Registration Deadline will not be processed.

### 2. Submission of Questions:

**The Company will not be addressing any questions raised by the members during the Meeting.** Members who have any substantial and relevant questions in relation to any agenda item of this notice, shall send their queries to the Company in advance, by **Saturday, 2 January 2021**, either by (i) the **Pre-Registration Website**; or (ii) email to [investor@sunvic-chem.com](mailto:investor@sunvic-chem.com).

The Company will endeavor to upload the Company’s responses to substantial and relevant queries from members on the SGXNet and the Company’s website by **Monday, 4 January 2021**.

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### 3. Submission of Proxy Form:

Members will not be able to vote through the Live Webcast and voting is only through submission of proxy form. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the AGM. In appointing Chairman of the Meeting as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the proxy form, failing which, the appointment of Chairman of the Meeting as proxy for that resolution will be treated as invalid.

The accompanying proxy form for the AGM can be accessed at the Company's website at the URL [www.sunvic-chem.com](http://www.sunvic-chem.com) and the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>, and is made available with this notice of AGM.

For CPF or SRS investors who wish to appoint Chairman of the Meeting as their proxy, they should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM, i.e. by **10.00 a.m.** on **Wednesday, 23 December 2020**.

The instrument appointing Chairman of the Meeting as proxy must be:

- (a) deposited at the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 80 Robinson Road, #11-02, Singapore 068898; or
- (b) emailed to [sg.is.proxy@sg.tricorglobal.com](mailto:sg.is.proxy@sg.tricorglobal.com)

in either case, not less than 72 hours before the time appointed for holding the AGM, i.e. by **10.00 a.m.** on **Saturday, 2 January 2021**.

Any incomplete/improperly completed proxy form (including proxy form which is not appointing "Chairman of the Meeting" as proxy) will be rejected by the Company.

A member who wishes to submit an instrument of proxy must first **download, complete and sign the proxy form**, before submitting it by post to the address provided above, or scanning and sending it by email to the email address provided above.

**In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.**

The Company shall be entitled to reject the instrument appointing 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 Chairman of the Meeting as proxy (including any related attachment) (such as in the case where the appointor submits more than one instrument appointing Chairman of the Meeting as proxy). In addition, in the case of members whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing Chairman of the Meeting as proxy lodged if such members are not shown to have shares entered against their names in the Depository Register as at 72 hours before the time appointed for the AGM, as certified by The Central Depository (Pte) Limited to the Company.

### 4. Key Dates/Deadlines:

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

Key Dates	Actions
<b>From 16 December 2020 (Wednesday)</b>	Members may begin to pre-register at the website <a href="https://globalmeeting.bigbangdesign.co/sunvic/">https://globalmeeting.bigbangdesign.co/sunvic/</a> for the live audio-visual webcast or audio-only stream of the AGM proceedings.  Submission of questions in advance either by (i) the <b>Pre-Registration Website</b> ; or (ii) email to <a href="mailto:investor@sunvic-chem.com">investor@sunvic-chem.com</a>  Submit completed proxy form either by (i) post to the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 80 Robinson Road, #11-02, Singapore 068898; or (ii) email to <a href="mailto:sg.is.proxy@sg.tricorglobal.com">sg.is.proxy@sg.tricorglobal.com</a>
<b>23 December 2020 at 10.00 a.m. (Wednesday)</b>	Deadline for SPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy to approach their CPF and/or SRS Approved Nominees to submit their votes.
<b>2 January 2021 at 10.00 a.m. (Saturday)</b>	Deadline for members to submit questions in advance. Questions can be submitted via: 1. Pre-registration Website; or 2. Email to <a href="mailto:investor@sunvic-chem.com">investor@sunvic-chem.com</a>
<b>2 January 2021 at 10.00 a.m. (Saturday)</b>	Deadline for members to: 1. pre-register online to attend the AGM; and 2. submit proxy forms.

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<b>4 January 2021 at 10.00 a.m. (Monday)</b>	<p>Verified members will receive an email containing a unique link, as well as password details and instructions to access the live audio-visual webcast and the telephone number to access the audio-only stream of the AGM proceedings ("<b>Confirmation Email</b>").</p> <p>Members who do not receive the Confirmation Email by 10.00 a.m. on 4 January 2021, but have registered by the Registration Deadline should email to <a href="mailto:webcast@bigbangdesign.co">webcast@bigbangdesign.co</a>.</p>
<b>Date and time of AGM 5 January 2021 at 10.00 a.m. (Tuesday)</b>	<p>Click on the link in the Confirmation Email to access the live audio-visual webcast of the AGM proceedings;</p> <p>Members can also choose to access the live audio-visual webcast by following the instructions in the Confirmation Email; or</p> <p>Dial-in the telephone number and enter the webinar ID to access the audio-only stream of the AGM proceedings.</p>

## 5. Annual Report and other documents:

The annual report for the financial year ended 31 December 2018 which was issued on 16 December 2020 can be accessed from the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL [www.sunvic-chem.com](http://www.sunvic-chem.com). No printed copy will be sent to members.

## PERSONAL DATA PRIVACY:

By pre-registering for the Live Webcast, submitting question(s) in advance of the AGM and/or submitting an instrument 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 (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 the member's participation in the alternative arrangements, including 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 (collectively, the "Purposes"); (ii) warrants that where the member discloses the personal data of any individual(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such individual(s) for the collection, use and disclosure by the Company (or its agents or service providers) of their personal data 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.

Photographic, sound and/or video recordings of the above AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a member or any individual(s) disclosed by a member (such as the name, presence at the AGM and any questions he/she may raise) may be recorded by the Company for such purpose.

Minutes of the AGM, which will be published on the SGX's website and the Company's website, may contain personal data of a member or any individual(s) as explained above. By participating in the AGM by way of pre-registration for the Live Webcast, submission of question(s) in advance and/or submission of an instrument appointing the Chairman of the AGM as proxy, a member or a member's proxy will be deemed to have consented to have his/her personal data recorded and dealt with for the purposes and in the manner explained above.