

# NOTICE OF THE 33RD ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 33rd Annual General Meeting of Spindex Industries Limited (the “**Company**”) will be held by way of electronic means on Friday, 23 October 2020 at 2.30 p.m., for the following purposes:

## **AS ROUTINE BUSINESS:**

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements for the financial year ended 30 June 2020, together with the Auditor’s Report thereon.  
**(Resolution 1)**
2. To declare a final dividend of 2.80 cents per ordinary share tax exempt (one-tier) for the financial year ended 30 June 2020 (previous year: final dividend of 3.30 cents per ordinary share tax exempt (one-tier)).  
**(Resolution 2)**
3. To re-elect Mr Chen Chang Rong as a Director under Article 115 of the Company’s Constitution.  
[See Explanatory Note (i)]  
**(Resolution 3)**
4. To re-elect Mr Peter Tan Boon Heng as a Director under Article 115 of the Company’s Constitution.  
[See Explanatory Note (ii)]  
**(Resolution 4)**
5. To approve the payment of Directors’ fees of S\$215,160 for the financial year ended 30 June 2020 (previous year: S\$276,540).  
**(Resolution 5)**
6. To re-appoint Messrs Ernst & Young LLP as Auditor and to authorise the Directors to fix their remuneration.  
**(Resolution 6)**
7. To transact any other routine business that 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 modifications:

### **8. SHARE ISSUE MANDATE**

That pursuant to Section 161 of the Companies Act, Chapter 50 (the “**Companies Act**”) and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) and notwithstanding the provisions of the Constitution of the Company, authority be and is hereby given to the Directors of the Company to:

- a. (i) allot and issue shares in the capital of the Company (whether by way of rights, bonus or otherwise); and/or
- (ii) make or grant offers, agreements or options that may 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 (collectively, “**Instruments**”),

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

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- b. (notwithstanding that 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,

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 fifty per cent. (50%) of the total number of issued shares excluding subsidiary holdings (as defined in the Listing Manual of the SGX-ST) and treasury shares of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares to be granted other than on a pro-rata basis to shareholders of the Company with registered addresses in Singapore (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed ten per cent. (10%) of the total number of issued shares excluding subsidiary holdings (as defined in the Listing Manual of the SGX-ST) and treasury shares of the Company (as calculated in accordance with sub-paragraph (ii) below);
- (ii) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the percentage of the total number of issued shares excluding subsidiary holdings (as defined in the Listing Manual of the SGX-ST) and treasury shares of the Company shall be calculated based on the total number of issued shares excluding subsidiary holdings (as defined in the Listing Manual of the SGX-ST) and treasury shares 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 exercise of share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the 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;
- (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) 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 (iii)]

**(Resolution 7)**

By Order of the Board

Abdul Jabbar Bin Karam Din  
Company Secretary

Singapore, 8 October 2020

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## Explanatory Notes

- (i) **Resolution 3** - is to re-elect Mr Chen Chang Rong as a Director of the Company. Mr Chen Chang Rong will, upon re-election, continue as the Non-Executive Director of the Board and a member of the Audit, Remuneration and Nominating Committees.
- (ii) **Resolution 4** - is to re-elect Mr Peter Tan Boon Heng as a Director of the Company. Mr Peter Tan Boon Heng will, upon re-election, continue as the Independent Director of the Board, Chairman of the Nominating and Remuneration Committees and a member of the Audit Committee.
- (iii) **Resolution 7** - proposed in item 8 above, if passed, is to empower the Directors to allot and issue shares in the capital of the Company and/or Instruments (as defined above), and to issue shares in pursuance of such Instruments. The aggregate number of shares to be issued pursuant to Resolution 7 (including shares to be issued in pursuance of Instruments made or granted) shall not exceed fifty per cent. (50%) of the total number of issued shares excluding subsidiary holdings (as defined in the Listing Manual of the SGX-ST) and treasury shares of the Company, with a sub-limit of ten per cent. (10%) 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 Resolution) to shareholders with registered addresses in Singapore. For the purpose of determining the aggregate number of shares that may be issued, the percentage of the total number of issued shares excluding subsidiary holdings (as defined in the Listing Manual of the SGX-ST) and treasury shares of the Company will be calculated based on the total number of issued shares excluding subsidiary holdings (as defined in the Listing Manual of the SGX-ST) and treasury shares of the Company at the time of the passing of Resolution 7, after adjusting for (i) new shares arising from the conversion or exercise of any convertible securities; (ii) new shares arising from exercise of share options or vesting of share awards outstanding or subsisting at the time of the passing of Resolution 7, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and (iii) any subsequent bonus issue, consolidation or subdivision of shares.

## Notes:

1. The Annual General Meeting of the Company (the “AGM” or the “Meeting”) to be held on Friday, 23 October 2020 at 2:30 p.m. 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. **Printed copies of this Notice of AGM and the accompanying proxy form for the Meeting will not be sent to members of the Company.** Instead, this Notice of AGM and the accompanying proxy form for the Meeting will be published on (i) the SGX-ST’s website at the URL <https://www.sgx.com/securities/company-announcements>; and (ii) the Company’s corporate website at the URL <http://www.spindex.com.sg>.
2. Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the Meeting, are set out in the Company’s accompanying letter to shareholders dated 8 October 2020 (the “Announcement”), which has been uploaded together with this Notice of AGM on SGXNet on the same day. The Announcement may also be accessed at the Company’s corporate website at the URL <http://www.spindex.com.sg>. For the avoidance of doubt, the Announcement is circulated together with and forms part of this Notice of AGM in respect of the Meeting.

In particular, the Meeting will be held by way of electronic means and a member of the Company will be able to observe the proceedings of the Meeting through a “live” webcast (“LIVE WEBCAST”) via his/her/its smart phones, tablets or computers. In order to do so, a member of the Company who wishes to watch the LIVE WEBCAST must register **by 2.30 p.m. on 20 October 2020 (“Registration Deadline”)** (being not less than seventy-two (72) hours before the time appointed for holding the Meeting), at the URL <http://bit.ly/SpindexAGM2020>. Following authentication of his/her/its status as members of the Company, authenticated members of the Company will receive an email on their authentication status **by 21 October 2020**. Members who do not receive any email by 2.30 p.m. on 21 October 2020, but have registered by the Registration Deadline, should contact the Company at [support@rajahtann.com](mailto:support@rajahtann.com).

Persons who hold the shares of the Company through relevant intermediaries, including Central Provident Fund (“CPF”) Supplementary Retirement Scheme (“SRS”) investors, should contact the relevant intermediary (which would include, in the case of CPF/SRS investors, their respective CPF Agent Banks/SRS Operators) through which they hold such shares of the Company to submit their votes to the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., by post at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 or by email at [corporate@spindex.com.sg](mailto:corporate@spindex.com.sg) at least seven (7) working days before the AGM (i.e. **by 5.00 p.m. on 13 October 2020**) in order for the necessary arrangements to be made for their participation at the AGM.

3. **Due to the current COVID-19 restriction orders in Singapore, a member of the Company will not be able to attend the Meeting in person. A member will also not be able to vote online on the resolutions to be tabled for approval at the AGM. If a member of the Company (whether individual or corporate and including a Relevant Intermediary) wishes to exercise his/her/its voting rights at the Meeting, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Meeting.** In appointing the Chairman of the Meeting as proxy, a member of the Company (whether individual or corporate and including a Relevant Intermediary) 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 as proxy for that resolution will be treated as invalid.
4. The Chairman of the Meeting, as proxy, need not be a member of the Company.

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5. The instrument appointing the Chairman of the Meeting as proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must:
- (a) if sent by post, be lodged at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or
  - (b) if submitted by email, be received by the Company at [corporate@spindex.com.sg](mailto:corporate@spindex.com.sg),

in either case, **by 2.30 p.m. on 21 October 2020** (being not less than forty-eight (48) hours before the time appointed for holding the Meeting or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

A member of the Company who wishes to submit a 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 and the related safe distancing measures which may make it difficult for members of the Company to submit completed proxy forms by post, members of the Company are strongly encouraged to submit completed proxy forms electronically via email.**

CPF/SRS investors who wish to appoint the Chairman of the AGM to act as their proxy should approach their respective CPF Agent Banks/SRS Operators to submit their votes to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., by post at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 or by email at [corporate@spindex.com.sg](mailto:corporate@spindex.com.sg) at least seven (7) working days before the AGM (i.e. **by 5.00 p.m. on 13 October 2020**).

6. In the case of members of the Company whose Shares are entered against their names in the Depository Register, the Company may reject any Proxy Form lodged if the member, being the appointor, is not shown to have Shares entered against his/her/its name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM (or at any adjournment thereof), as certified by The Central Depository (Pte) Limited to the Company.
7. Members will not be able to ask questions "live" during the broadcast of this AGM. All members may submit questions relating to the business of this AGM no later than 2.30 p.m. on 16 October 2020:
- a. via the pre-registration website at <http://bit.ly/SpindexAGM2020>;
  - b. by post to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623.

**In view of the current Covid-19 situation and the related safe distancing measures which may make it difficult to submit questions by post, members and investors are strongly encouraged to submit their questions via the pre-registration website.** The Company will endeavour to answer all substantial and relevant questions prior to, or at, this AGM.

8. All documents (including the Annual Report 2020, the proxy form and this Notice of AGM) or information relating to the business of this AGM have been, or will be, published on SGXNet and/or the Company's website at <http://www.spindex.com.sg/en/Investor.aspx>. **Printed copies of these documents will not be despatched to members.** Members and CPF/SRS investors are advised to check SGXNet and/or the Company's website regularly for updates.
9. The instrument appointing the Chairman of the Meeting as proxy must be under the hand of the appointor or on his/her attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorised officer, failing which the instrument of proxy may be treated as invalid.
10. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.

\* A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act (Cap. 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

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**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 (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed 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) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) 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), 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) of the personal data of such proxy(ies) and/or representative(s) 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.