

**VIBROPOWER CORPORATION LIMITED**  
Registration No. 200004436E  
(Incorporated in Singapore)

**2021 ANNUAL GENERAL MEETING**

Date and Time : 30 April 2021 at 9.00 a.m.  
Place : 38 Tuas Crescent Singapore 638725 by way of Live Webcast  
Present : Refer to the Attendance List

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Mr Ernest Yogarajah s/o Balasubramaniam (“Chairman”) presided over the meeting and called the meeting to order at 9.05 a.m. after ascertaining that a quorum was present.

Chairman welcomed the shareholders to the Company’s Annual General Meeting (“AGM”). He informed the meeting that as a copy of the Company’s Notice of AGM together with the Annual Report had been circulated to the shareholders on 14 April 2021 published in the newspapers, Notice of the AGM was taken as read.

The meeting was informed that the Company had received 25 proxy forms from shareholders appointing the Chairman of this AGM as their proxies to vote on their behalf, on each Resolution tabled at this AGM. Grant Thornton Singapore Pte Ltd and Boardroom Corporate & Advisory Services Pte Ltd had been appointed as Scrutineer and Polling Agent respectively. The scrutineer had checked and verified the validity of the proxy forms received and the polling agent had prepared the polling results.

Prior to the meeting, the Company also received questions from a shareholder. The Board had addressed the substantial and relevant questions in the announcement made by the Company on 29 April 2021 via the SGXNet.

**RESOLUTION 1 – TO RECEIVE AND ADOPT THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020**

As the Annual Report had been previously circulated, the Directors’ Statements and Audited Financial Statements of the Company for the financial year ended 31 December 2020 was taken as read.

Chairman read out the results of the votes cast and declared the resolution duly passed.

	No. of Shares	Percentage (%)
Votes in favour of the Resolution	33,905,510	83.61%
Votes against the Resolution	6,648,880	16.39%

It was resolved that the Directors’ Statement and Audited Financial Statements of the Company for the year ended 31 December 2020 together with the Auditors’ Report thereon be received and adopted.

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**RESOLUTION 2 – TO RE-ELECT DIRECTOR**

The meeting was informed that Mr Ernest Yogarajah s/o Balasubramaniam would retire in accordance with the Constitution of the Company and that he was eligible and offered himself for re-election.

Chairman read out the results of the votes cast and declared the resolution duly passed.

	No. of Shares	Percentage (%)
Votes in favour of the Resolution	30,473,255	75.14%
Votes against the Resolution	10,081,135	24.86%

It was resolved that Mr Ernest Yogarajah s/o Balasubramaniam be re-elected as Director of the Company in accordance with Article 104 of the Company's Constitution.

**RESOLUTION 3 – TO RE-ELECT DIRECTOR**

The meeting was informed that Mr Tan Poh Chye Allan would retire in accordance with the Constitution of the Company and that he was eligible and offered himself for re-election.

Chairman read out the results of the votes cast and declared the resolution duly passed.

	No. of Shares	Percentage (%)
Votes in favour of the Resolution	30,473,255	75.14%
Votes against the Resolution	10,081,135	24.86%

It was resolved that Mr Tan Poh Chye Allan be re-elected as Director of the Company in accordance with Article 114 of the Company's Constitution.

**RESOLUTION 4 – TO APPROVE DIRECTORS' FEES FOR YEAR ENDING 31 DECEMBER 2021**

Chairman stated that Directors' fees of S\$140,000 for the financial year ending 31 December 2021, to be payable half-yearly in arrears, had been proposed for shareholders' approval.

Chairman read out the results of the votes cast and declared the resolution duly passed.

	No. of Shares	Percentage (%)
Votes in favour of the Resolution	30,473,255	75.14%
Votes against the Resolution	10,081,135	24.86%

It was resolved that the Directors' fees of S\$140,000 for the year ending 31 December 2021, payable half-yearly in arrears, be approved.

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**RESOLUTION 5 – TO RE-APPOINT AUDITORS**

The shareholders were informed that item 5 on the agenda pertained to the re-appointment of auditors of the Company for the ensuing year.

Chairman read out the results of the votes cast and declared the resolution duly passed.

	No. of Shares	Percentage (%)
Votes in favour of the Resolution	33,905,510	83.61%
Votes against the Resolution	6,648,880	16.39%

It was resolved that Messrs Ernst & Young LLP be re-appointed as Auditors of the Company, to hold office until the conclusion of the next Annual General Meeting and that the Directors be authorised to fix their remuneration.

**RESOLUTION 6 - PROPOSED SHARE ISSUE MANDATE**

Chairman explained that the proposed Ordinary Resolution 6 relates to the grant of authority to the Directors of the Company to issue shares pursuant to the proposed Enhanced Share Issue Mandate. The mandate will enable the Company to issue shares and convertible securities on a pro rata basis of up to an aggregate of 100% of its issued shares (excluding treasury shares and subsidiary holdings), compared to 50% previously.

Ordinary Resolution 6 referred to in the Notice convening the Annual General Meeting dated 14 April 2021 was taken as read.

Chairman read out the results of the votes cast and declared the resolution duly passed.

	No. of Shares	Percentage (%)
Votes in favour of the Resolution	30,473,255	75.14%
Votes against the Resolution	10,081,135	24.86%

It was resolved that pursuant to Section 161 of the Companies Act, Cap. 50 of Singapore (the "Companies Act") and the Listing Manual ("Listing Manual") of the SGX-ST, authority be given to the Directors of the Company to allot and issue:

- (a) shares; or
- (b) convertible securities; or
- (c) additional convertible securities issued pursuant to Rule 829 of the Listing Manual (notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time the additional securities are issued, provided that the adjustment does not give the holder a benefit that a shareholder does not receive); or
- (d) shares arising from the conversion of the securities in (b) and (c) above (notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time the shares are to be issued),

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in the Company (whether by way of rights, bonus or otherwise) at any time to such persons and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit, provided that:

- (i) the aggregate number of shares and convertible securities to be allotted and issued pursuant to this Resolution must be not more than 100% of the total number of issued shares (excluding treasury shares) in the capital of the Company (calculated in accordance with (ii) below), of which the aggregate number of shares and convertible securities issued other than on a pro rata basis to existing shareholders must be not more than 20% of the total number of issued shares (excluding treasury shares) in the capital of the Company (calculated in accordance with (ii) below); and
- (ii) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the number of shares and convertible securities that may be issued pursuant to (i) above, the percentage of issued shares shall be calculated based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed, after adjusting for (a) new shares arising from the conversion or exercise of 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 of the Listing Manual; and (c) any subsequent bonus issue, consolidation or subdivision of shares. Adjustments in accordance with (a) or (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 this Resolution approving the mandate.

Unless revoked or varied by ordinary resolution of the shareholders of the Company in general meeting, this Resolution shall remain in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting is required by law to be held, whichever is earlier.

**TERMINATION OF MEETING**

There being no other business, the Meeting ended at 9.15 a.m. with a vote of thanks to the Chair.

CONFIRMED AS A TRUE RECORD OF MINUTES

**ERNEST YOGARAJAH S/O BALASUBRAMANIAM**  
Chairman