

**PLATO CAPITAL LIMITED**  
(Company Registration No. 199907443M)  
(Incorporated in the Republic of Singapore)

## Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**AGM**” or “**Meeting**”) of PLATO CAPITAL LIMITED (the “**Company**”) will be held at Kallang Room, Level 4, Holiday Inn@ Singapore Atrium, 317 Outram Road, Singapore 169075 on Friday, 26 April 2024 at 2.00 p.m. for the following purposes:

### AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2023 and the Auditor’s Report thereon.

**(Ordinary Resolution 1)**
2. To note that Mr Chong Huai Seng retiring by rotation pursuant to Article 107 of the Constitution of the Company and he will not be seeking re-election as Director of the Company. Hence, Mr Chong Huai Seng will retire upon conclusion of the AGM.

**[See Explanatory Note (i)]**
3. To re-elect Mr Lim Kian Onn retiring by rotation pursuant to Article 107 of the Constitution of the Company.

**[See Explanatory Note (ii)]**

**(Ordinary Resolution 2)**
4. To approve the payment of Directors’ fees of up to S\$170,000 for the financial year ending 31 December 2024, payable half yearly in arrears on or after 1 July 2024 and 1 January 2025 (2023: S\$160,000).

**(Ordinary Resolution 3)**
5. To re-appoint BDO LLP as Auditors of the Company and to authorise the Directors of the Company to fix their remuneration.

**(Ordinary Resolution 4)**
6. To transact any other ordinary business which 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 any modifications:

7. **Authority to allot and issue shares (“Share Issue Mandate”)**

That pursuant to Section 161 of the Companies Act 1967 (the “**Companies Act**”) and Rule 806 of the Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), the Directors of the Company be authorised and empowered to:

- (a) (i) allot and 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) options, 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 of the Company 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 Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) shall not exceed 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) 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 the Instruments made or granted pursuant to this Resolution) shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
- (2) (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 (1) above, the percentage of issued shares 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 share options, provided that share options were granted in compliance with Part VIII of the Chapter 8 of the Catalist Rules of the SGX-ST; and
- (c) any subsequent bonus issue or consolidation or subdivision of shares.

Adjustments in accordance with sub-paragraph (2)(a) or (2)(b) above are only to be made in respect of new shares arising from convertible securities or share options which were issued and outstanding or subsisting at the time of the passing of this Resolution.

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable requirements under the Companies Act and otherwise, the Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company in a 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 earlier.

**[See Explanatory Note (iii)]**

**(Ordinary Resolution 5)**

#### 8. **Authority to allot and issue shares under the Plato Employee Share Option Scheme 2016**

That the Directors of the Company be authorised and empowered to offer and grant options ("**Options**") under the Plato Employee Share Option Scheme 2016 ("**Plato ESOS 2016**") and to allot and issue from time to time such number of shares in the capital of the Company as may be required to be allotted and issued pursuant to the exercise of the Options granted by the Company under the Plato ESOS 2016 (notwithstanding that such allotment and issue may occur after the conclusion of the next annual general meeting of the Company), whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of ordinary shares to be issued and issuable pursuant to the Plato ESOS 2016, taking into consideration all shares issued and issuable in respect of all options granted under any other share incentive schemes adopted by the Company shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company on the date preceding the grant of an Option and that such authority shall, unless revoked or varied by the Company in a 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, whichever is earlier.

**[See Explanatory Note (iv)]**

**(Ordinary Resolution 6)**

## 9. **Renewal of the Share Buy-back Mandate**

That

- (a) for the purposes of the Companies Act and the Catalist Rules of the SGX-ST, the Directors of the Company be authorised and empowered to purchase or otherwise acquire issued ordinary shares in the share capital 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) on-market purchases transacted on the SGX-ST through the SGX-ST's trading system, and which may be transacted through one or more duly licensed dealers/stockbrokers appointed by the Company for such purpose ("**Market Purchase**"); and/or
  - (ii) off-market purchases (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as defined in Section 76C of the Companies Act, as may be determined or formulated by the Directors of the Company as they may consider fit and in the best interests of the Company, in which the scheme(s) shall satisfy all the conditions prescribed by the Share Buy-back Mandate, the Constitution of the Company, the Companies Act and the Catalist Rules of the SGX-ST ("**Off-Market Purchase**");

and otherwise in accordance with all other laws and regulations, including but not limited to, the Constitution of the Company, the provisions of the Companies Act and the Catalist 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 Buy-back Mandate**");

- (b) any Share purchased or otherwise acquired by the Company pursuant to the Share Buy-back Mandate shall, at the discretion of the Directors of the Company, either be cancelled or held by the Company as a treasury share in accordance with the Companies Act;
- (c) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buy-back Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:
- (i) the conclusion of the next annual general meeting of the Company or the date by which such annual general meeting is required by law to be held;
  - (ii) the date on which the authority conferred by the Share Buy-back Mandate is revoked or varied by the shareholders in a general meeting; or
  - (iii) the date on which purchases or acquisitions of Shares by the Company pursuant to the Share Buy-back Mandate are carried out to the full extent mandated. ("**Relevant Period**").
- (d) for purposes of this Resolution:

"**Prescribed Limit**" means that number of issued Shares representing 6.98% of the issued ordinary share capital (excluding treasury shares and subsidiary holdings) of the Company as at the date of the passing of this Resolution, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered (excluding any treasury shares and subsidiary holdings that may be held by the Company from time to time);

"**Maximum Price**" in relation to a Share to be purchased or acquired, means the purchase or acquisition price (excluding brokerage, stamp duties, commission, 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 (5) Market Days (a **“Market Day”** being a day on which the SGX-ST is open for securities trading), on which transactions in the Shares were recorded before the day on which the purchases or acquisitions are made, or as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five (5)-day period and the day on which the purchases or acquisitions are made; and

**“day of the making of the offer”** means the day on which the Company announces its intention to make an offer for the an Off-Market Purchase, stating therein the purchase or acquisition price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; 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 without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents) as they and/or he/she may consider desirable, expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.

**[See Explanatory Note (v)]**

**(Ordinary Resolution 7)**

By Order of the Board

Ngiam May Ling  
Secretary  
Singapore, 11 April 2024

### **Explanatory Notes:**

- (i) Upon the retirement of Mr Chong Huai Seng as a Non-Executive Independent Director of the Company at the conclusion of the AGM, he will concurrently cease to be the Chairman of the Nominating and Remuneration Committees and a member of the Audit Committee.
- (ii) Ordinary Resolution 2 is for the re-election of Mr Lim Kian Onn, a Director of the Company who retires by rotation at the AGM. Mr Lim Kian Onn will, upon re-election as a Director of the Company, remain as the Chairman of the Board and a member of the Audit, Remuneration and Nominating Committees and will be considered non-independent. For more information on Mr Lim Kian Onn, please refer to the “Profile of Board of Directors” on page 4 of the Annual Report 2023 and Addendum to the Annual Report 2023 on pages 108 to 111 of the Annual Report 2023.
- (iii) Under the Catalist Rules of the SGX-ST, a share issue mandate approved by shareholders as an ordinary resolution will enable directors of an issuer to issue an aggregate number of new shares and convertible securities of the issuer of up to 100% of the issued share capital of the issuer (excluding treasury shares and subsidiary holdings) as at the time of passing of the resolution approving the share issue mandate, of which the aggregate number of new shares and convertible securities issued other than on a pro-rata basis to existing shareholders must not be more than 50% of the issued share capital (excluding treasury shares and subsidiary holdings) of the Company.

The proposed Share Issue Mandate will enable the Company to respond faster to business opportunities and to have greater flexibility and scope in negotiating with third parties in potential fund-raising exercises or other arrangements or transactions involving the capital of the Company.

Ordinary Resolution 5, if passed, will empower the Directors of the Company from the date of the AGM until the date of the next annual general meeting or the date by which the next annual general meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue shares in the capital of the Company and/or to make or grant Instruments. The aggregate number of shares to be issued pursuant to this Ordinary Resolution 5 (including shares to be issued in pursuance of Instruments made or granted) shall not exceed 100% of the issued share capital (excluding treasury shares and subsidiary holdings) of the Company, with a sub-limit of 50% 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 Ordinary Resolution 5) to shareholders. As at 28 March 2024, the Company did not have treasury shares or subsidiary holdings.

- (iv) Ordinary Resolution 6, if passed, will empower the Directors of the Company to issue shares in the Company pursuant to all options granted under share incentive schemes adopted by the Company for the time being in force, up to a number not exceeding in aggregate 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time. As at 28 March 2024, the Company did not have treasury shares or subsidiary holdings. This authority will, unless revoked or varied at a general meeting, expire at the next annual general meeting of the Company or by the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier.
- (v) Ordinary Resolution 7, if passed, will empower the Directors of the Company, effective 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 or such authority is varied or revoked by the Company in a general meeting, whichever is earliest, to purchase or otherwise acquire Shares (whether by way of Market Purchases or Off-Market Purchases on an equal access scheme) from time to time of up to 6.98% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at prices up to but not exceeding the Maximum Price. As at 28 March 2024, the Company did not have treasury shares or subsidiary holdings. Details of the proposed renewal of the Share Buy-back Mandate are set out in the Appendix accompanying this Notice of AGM on pages 118 to 134 of the Annual Report 2023.

**Notes:**

1. The AGM will be held in a wholly physical format at Kallang Room, Level 4, Holiday Inn® Singapore Atrium, 317 Outram Road, Singapore 169075 on Friday, 26 April 2024 at 2.00 p.m.. There will be no option for members to participate virtually.

Printed copies of this Notice of AGM, Annual Report 2023 and the accompanying proxy form will be sent by post to members. These documents will also be published on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and on the Company's website at the URL <https://www.platocapital.com/AGM2024>.

Members (including CPF and SRS investors) and (where applicable) duly appointed proxies can attend, speak and vote at the AGM in person.

2. Each of the resolutions to be put to the vote of members at the AGM (and at any adjournment thereof) will be voted on by way of a poll.
3.
  - (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such member appoints two proxies, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument appointing a proxy(ies).
  - (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member 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 appointing a proxy(ies).

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

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 AGM as his/her/its proxy.
5. Completion and return of the instrument appointing a proxy(ies) by a member shall not preclude the member from attending, speaking and voting at the AGM if the member so wishes. The appointment of the proxy(ies) for the AGM shall be deemed to be revoked if the member attends the AGM in person, and in such event, the Company reserves the right to refuse to admit any proxy(ies) appointed under the relevant instrument appointing a proxy(ies) to the AGM.
6. The instrument appointing a proxy(ies) must be submitted in the following manner:
  - (a) if submitted personally or by post, be lodged at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
  - (b) if submitted electronically via email, be submitted to the Company at [agm2024@platocapital.com](mailto:agm2024@platocapital.com),

and in either case, must be lodged or received (as the case may be) by 2.00 p.m. on Wednesday, 24 April 2024, being not less than 48 hours before the time appointed for holding the AGM.

7. CPF and SRS investors:
- (a) may vote at the AGM 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
  - (b) may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 2.00 p.m. on Wednesday, 17 April 2024.
8. Members may ask questions related to the resolutions to be tabled for approval at the AGM at the Meeting, or submit questions in advance of the AGM by 2.00 p.m. on Thursday, 18 April 2024 via email to [agm2024@platocapital.com](mailto:agm2024@platocapital.com) or by post to the registered office of the Company at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632.

When submitting questions via email or by post, members will need to provide the Company with the following details for verification purposes:

- the member's full name;
- the member's address;
- the member's NRIC/Passport/UEN number; and
- the manner in which the member holds shares in the Company (e.g., via CDP, CPF, SRS and/or scrip).

Please note that the Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its member status.

9. The Company will respond to the substantial and relevant questions received from members prior to and/or at the AGM, at the Meeting. The responses to questions from members will be included in the minutes of the AGM, which will be published on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and on the Company's website at the URL <https://www.platocapital.com/AGM2024>, within one month after the date of the AGM.

Where substantially similar questions are received, the Company will consolidate such questions and consequently, not all questions may be individually addressed.

### Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) 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 proxies and representatives appointed 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 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 (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.