

# VICPLAS INTERNATIONAL LTD

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

# PROXY FORM

**Important**

- The Twenty-Fourth Annual General Meeting of the Company ("**Annual General Meeting**") 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. The Notice of Annual General Meeting and this Proxy Form will be sent to members by electronic means via publication on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and on the Company's website at the URL <https://www.vicplas.com/investor-relations>. Printed copies will not be despatched to members.
- Alternative arrangements relating to attendance at the Annual General Meeting by members, including CPF and SRS investors, via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting by members, including CPF and SRS investors, in advance of, or "live" at, the Annual General Meeting, addressing of substantial and relevant questions prior to, or "live" at, the Annual General Meeting and voting at the Annual General Meeting (i) "live" by the member or his/her/its duly appointed proxy(ies) (other than the Chairman of the Meeting) via electronic means; (ii) "live" by the CPF or SRS Investor via electronic means if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators; or (iii) by the member, or the CPF or SRS investor, appointing the Chairman of the Meeting as proxy to vote on their behalf at the Annual General Meeting, are set out in the accompanying Company's announcement dated November 2, 2022. This announcement may be accessed at the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <https://www.vicplas.com/investor-relations>.
- A member who wishes to exercise his/her/its voting rights at the Annual General Meeting may:
  - (where the member is an individual) vote "live" via electronic means at the Annual General Meeting, or (whether the member is an individual or a corporate) appoint a proxy(ies) (other than the Chairman of the Meeting) to vote "live" via electronic means at the Annual General Meeting on his/her/its behalf; or
  - (whether the member is an individual or a corporate) appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the Annual General Meeting.
- Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of a proxy(ies).
- This proxy form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by CPF and SRS investors. CPF and SRS investors:
  - who wish to vote "live" via electronic means at the Annual General Meeting as proxies appointed by their respective CPF Agent Banks or SRS Operators, should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
  - who wish to appoint the Chairman of the Meeting as proxy to vote on their behalf at the Annual General Meeting, should approach their respective CPF Agent Banks or SRS Operators to submit their voting instructions by 5.00 p.m. on November 14, 2022 (being seven working days before the date of the Annual General Meeting).

Personal Data Privacy  
By submitting an instrument appointing a proxy(ies), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated November 2, 2022.

\*I/We, \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC/Passport/UEN No.)  
of \_\_\_\_\_ (Address)  
being a \*member/members of Vicplas International Ltd (the "**Company**") hereby appoint:

Name	Address	Email Address^	NRIC/Passport No.	Proportion of Shareholdings (%)

and/or (delete as appropriate)

Name	Address	Email Address^	NRIC/Passport No.	Proportion of Shareholdings (%)

^ Appointed proxy(ies) (other than the Chairman of the Meeting) will be prompted via email (within 2 business days after the Company's receipt of a validly completed and submitted instrument appointing a proxy(ies)) to pre-register at the pre-registration website at the URL <https://convnecm.sg/vicplasagm2022>, in order to access the live audio-visual webcast or live audio-only stream of the Annual General Meeting.

or if no person is named in the above boxes, the Chairman of the Meeting, as \*my/our \*proxy/proxies to attend, speak and vote for \*me/us on \*my/our behalf at the Annual General Meeting of the Company, to be convened and held by way of electronic means on Thursday, November 24, 2022 at 3.00 p.m. (Singapore time) and at any adjournment thereof.

\*I/We direct \*my/our \*proxy/proxies to vote for or against or abstain from voting on the resolutions to be proposed at the Annual General Meeting as indicated hereunder.

No.	Resolutions	For**	Against**	Abstain**
1.	To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the year ended July 31, 2022 and the Auditor's Report thereon.			
2.	To declare a final (one-tier tax exempt) dividend of S\$0.0045 per share for the year ended July 31, 2022.			
3.	To approve the Directors' fees of S\$300,000.00 (2021: S\$270,411.00) for the year ended July 31, 2022.			
4.	To re-elect Mrs. Jane Rose Philomene Gaines-Cooper as a Director pursuant to Article 115 of the Company's Constitution.			
5.	To re-appoint Deloitte & Touche LLP as Auditor and to authorise the Directors to fix its remuneration.			
6.	To authorise the Directors to issue additional shares and convertible instruments.			
7.	To approve the renewal of the Interested Person Transactions Mandate.			
8.	To approve the renewal of the Share Purchase Mandate.			
9.	To authorise the grant of options and the allotment and issuance of shares pursuant to the Vicplas International Share Option Plan 2021.			
10.	To authorise the issuance of shares pursuant to the Vicplas International Ltd Scrip Dividend Scheme.			

\* Delete where inapplicable.

\*\* Voting will be conducted by poll. If you wish your proxy/proxies to vote all your shares "For" or "Against" a resolution, please tick (✓) within the "For" or "Against" box provided in respect of that resolution. Alternatively, please indicate the number of votes "For" or "Against" in the "For" or "Against" box provided in respect of that resolution. If you wish your proxy/proxies to abstain from voting on a resolution, please tick (✓) within the "Abstain" box provided in respect of that resolution. Alternatively, please indicate the number of shares that your proxy/proxies is directed to abstain from voting in the "Abstain" box provided in respect of that resolution. In any other case, the proxy/proxies may vote or abstain as the proxy/proxies deem(s) fit on any of the above resolutions if no voting instruction is specified, and on any other matter arising at the Annual General Meeting.

Dated this \_\_\_\_\_ 2022

Total Number of Ordinary Shares in:	No. of Ordinary Shares
CDP Register	
Register of Members	

Signature(s) of Member(s) or Common Seal

**PLEASE READ NOTES OVERLEAF**

**Notes:**

- (a) A member who wishes to exercise his/her/its voting rights at the Annual General Meeting may:
- (i) (where the member is an individual) vote “live” via electronic means at the Annual General Meeting, or (whether the member is an individual or a corporate) appoint a proxy(ies) (other than the Chairman of the Meeting) to vote “live” via electronic means at the Annual General Meeting on his/her/its behalf; or
  - (ii) (whether the member is an individual or a corporate) appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the Annual General Meeting.

This Proxy Form for the Annual General Meeting may be accessed at the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and the Company’s website at the URL <https://www.vicplas.com/investor-relations>. Alternatively, in lieu of this Proxy Form, a member may appoint a proxy(ies) via the online process through the pre-registration website for the Annual General Meeting at the URL <https://conveneagm.sg/vicplasagm2022>.

- (b) (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.

- (c) A proxy need not be a member of the Company.
- (d) A member should insert the total number of shares held. If the member has shares entered against his/her/its name in the Depository Register (maintained by The Central Depository (Pte) Limited), he/she/it should insert that number of shares. If the member has shares registered in his/her/its name in the Register of Members (maintained by or on behalf of the Company), he/she/it should insert that number of shares. If the member has shares entered against his/her/its name in the Depository Register and registered in his/her/its name in the Register of Members, he/she/it should insert the aggregate number of shares. If no number is inserted, this Proxy Form will be deemed to relate to all the shares held by the member.
- (e) The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:
- (i) if submitted 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:
    - (1) via email to the Company’s Share Registrar at [main@zicoholdings.com](mailto:main@zicoholdings.com); or
    - (2) via the online process through the pre-registration website for the Annual General Meeting at the URL <https://conveneagm.sg/vicplasagm2022>,

in each case, by 3.00 p.m. on November 21, 2022, being 72 hours before the time appointed for holding the Annual General Meeting.

A member who wishes to submit an instrument appointing a proxy(ies) by post or via email must first download, complete and sign this Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it via email to the email address provided above. A member who wishes to submit an instrument appointing a proxy(ies) via the pre-registration website must complete and authorise the appointment using the online process through the pre-registration website at the URL provided above.

Members are encouraged to submit completed instruments appointing a proxy(ies) electronically via email or via the online process through the pre-registration website.

- (f) Completion and submission of the instrument appointing a proxy(ies) does not preclude a member from attending, speaking and voting at the Annual General Meeting. A member who accesses the Annual General Meeting via the live audio-visual webcast or live audio-only stream of the Annual General Meeting proceedings may revoke the appointment of a proxy(ies) at any time before voting commences and in such an event, the Company reserves the right to terminate the proxy(ies)’ access to the live audio-visual webcast and live audio-only stream of the Annual General Meeting proceedings.
- (g) The instrument appointing a proxy(ies) must, if submitted by post or electronically via email, be signed under the hand of the appointor or of his/her attorney duly authorised in writing or, if submitted electronically via the online process through the pre-registration website at the URL <https://conveneagm.sg/vicplasagm2022>, be authorised by the appointor via the online proxy appointment process through the pre-registration website. Where the instrument appointing a proxy(ies) is executed by a corporation, it must, if submitted by post or electronically via email, be executed either under its seal or under the hand of its duly authorised officer or attorney or, if submitted electronically via the online process through the pre-registration website at the URL <https://conveneagm.sg/vicplasagm2022>, be authorised by the appointor via the online proxy appointment process through the pre-registration website. Where an instrument appointing a proxy(ies) is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company), if the instrument appointing a proxy(ies) is submitted by post, be lodged with the instrument appointing a proxy(ies) or, if the instrument appointing a proxy(ies) is submitted electronically via email, be emailed with the instrument appointing a proxy(ies), failing which the instrument appointing a proxy(ies) may be treated as invalid.
- (h) The Company shall be entitled to reject the instrument appointing a proxy(ies) 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 on the instrument appointing a proxy(ies) (including any related attachment). In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing a proxy(ies) lodged or submitted, if the member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the Annual General Meeting, as certified by The Central Depository (Pte) Limited to the Company.
- (i) Any reference to a time of day is made by reference to Singapore time.