

# NOTICE OF ANNUAL GENERAL MEETING

## VERSALINK HOLDINGS LIMITED

Company Registration No. 201411394N

(Incorporated in the Republic of Singapore)

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Versalink Holdings Limited (the “**Company**”) will be convened and held by way of electronic means on Tuesday, 27 June 2023 at 10.30 a.m. to transact the following business:-

### **AS ORDINARY BUSINESS**

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 28 February 2023, together with the Auditor’s Report thereon. **Resolution 1**
2. To approve the payment of Directors’ fees of S\$105,000 for the financial year ending 29 February 2024 (2023: S\$105,000), to be paid monthly in arrears. **Resolution 2**
3. To re-elect Dato’ Dr Lee Chung Wah, who is retiring in accordance with Article 114 of the Company’s Constitution and who, being eligible, offer himself for re-election as a Director of the Company. **Resolution 3**  
*Dato’ Dr Lee Chung Wah shall, upon re-election, remain as an Executive Director of the Company.*
4. To re-elect Datuk Lim Tong Lee, who is retiring in accordance with Article 114 of the Company’s Constitution and who, being eligible, offer himself for re-election as a Director of the Company. **Resolution 4**  
*Datuk Lim Tong Lee shall, upon re-election, remain as the Independent Non-Executive Chairman of the board of directors of the Company (the “**Board**”), Chairman of the Nominating Committee as well as a member of the Audit Committee and the Remuneration Committee of the Company. Datuk Lim Tong Lee is considered independent by the Board for the purpose of Rule 704(7) of the Singapore Exchange Securities Trading Limited Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”).*
5. To re-appoint RSM Chio Lim LLP as Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **Resolution 5**
6. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

### **AS SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following as Ordinary Resolutions, with or without amendments:

7. **Authority to allot and issue shares** **Resolution 6**
  - (a) “That pursuant to Section 161 of the Companies Act 1967 of Singapore (“**Companies Act**”) and Rule 806 of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”), authority be and is hereby given to the Directors of the Company to:
    - (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

# NOTICE OF ANNUAL GENERAL MEETING

- (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:

- (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) shall not exceed one hundred per centum (100%) of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (ii) 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 fifty per centum (50%) of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (ii) 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 Company's total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of the passing of this Resolution, after adjusting for:
- (a) new Shares arising from the conversion or exercise of the Instruments or any convertible securities;
- (b) new Shares arising from the exercise of share options or vesting of share awards, provided that such share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
- (c) any subsequent bonus issue, consolidation or subdivision of Shares.

Adjustments in accordance with sub-paragraph (ii)(a) or sub-paragraph (ii)(b) above 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;

- (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by SGX-ST) and the Constitution for the time being of the Company; and
- (iv) unless revoked or varied by the Company in a general meeting, such authority conferred by this Resolution shall continue in force until: (a) the conclusion of 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 the earlier; or (ii) in the case of Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such Shares in accordance with the terms of the Instruments."

[See Explanatory Note (i)]

# NOTICE OF ANNUAL GENERAL MEETING

## 8. Authority to offer and grant awards and to allot and issue shares under the Versalink Performance Share Plan Resolution 7

"That pursuant to Section 161 of the Companies Act and the Catalist Rules, approval be and is hereby given to the Directors of the Company to:

- a) offer and grant awards ("**Awards**") in accordance with the provisions of the Versalink Performance Share Plan (the "**Plan**");
- b) allot and issue from time to time such number of fully paid-up Shares as may be required to be allotted and issued pursuant to the vesting of the Awards granted by the Company under the Plan, whether granted during the subsistence of this authority or otherwise, provided that the aggregate number of Shares to be allotted and issued pursuant to the Plan, when aggregated together with Shares issued and/or issuable in respect of all Awards granted under the Plan, all other existing share schemes or share plans of the Company for the time being, shall not exceed fifteen per centum (15%) of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time; and
- c) unless revoked or varied by the Company in a general meeting, such authority conferred by this Resolution shall continue in force until the conclusion of 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 the earlier."

[See Explanatory Note (ii)]

## 9. Authority to offer and grant options and to allot and issue shares under the Versalink Employee Share Option Scheme Resolution 8

"That pursuant to Section 161 of the Companies Act and the Catalist Rules, approval be and is hereby given to the Directors of the Company to:

- a) offer and grant options ("**Options**") in accordance with the provisions of the Versalink Employee Share Option Scheme (the "**Scheme**");
- b) to allot and issue from time to time such number of fully paid-up Shares as may be required to be allotted and issued pursuant to the exercise of the Options granted by the Company under the Scheme, whether granted during the subsistence of this authority or otherwise, provided that the aggregate number of Shares to be allotted and issued pursuant to the Scheme, when aggregated together with Shares issued and/or issuable in respect of all Options granted under the Scheme, all other existing share schemes or share plans of the Company for the time being, shall not exceed fifteen per centum (15%) of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time; and
- c) unless revoked or varied by the Company in a general meeting, such authority conferred by this Resolution shall continue in force until the conclusion of 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 the earlier."

[See Explanatory Note (iii)]

# NOTICE OF ANNUAL GENERAL MEETING

## **Explanatory Notes:**

- (i) Resolution 6, if passed, will empower the Directors of the Company, from the date of this Annual General Meeting until the date of the next Annual General Meeting, or the date by which the next Annual General Meeting is required by law to be held or the date such authority is revoked or varied by the Company in a general meeting, whichever is the earliest, to allot and issue Shares and convertible securities in the Company. The aggregate number of Shares (including any Shares issued pursuant to the convertible securities) which the Directors of the Company may allot and issue under this Resolution will not exceed one hundred per centum (100%) of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings), of which up to fifty per centum (50%) of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings), may be issued 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 in the capital of the Company (excluding treasury shares and subsidiary holdings) will be calculated based on the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed after adjusting for new Shares arising from the conversion or exercise of the Instruments or any convertible securities or the exercise of share options or the vesting of share awards which were issued and outstanding or subsisting at the time when this Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

- (ii) Resolution 7, if passed, will empower the Directors of the Company, from the date of this Annual General Meeting until the date of the next Annual General Meeting, or the date by which the next Annual General Meeting is required by law to be held or the date such authority is revoked or varied by the Company in a general meeting, whichever is the earliest, to offer and grant Awards under the Plan and to allot and issue Shares upon the vesting of such Awards in accordance with the Plan provided that the aggregate number of Shares to be allotted and issued pursuant to the Plan, when aggregated together with Shares issued and/or issuable in respect of all Awards granted under the Plan, all other existing share schemes or share plans of the Company for the time being, shall not exceed fifteen per centum (15%) of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time.
- (iii) Resolution 8, if passed, will empower the Directors of the Company, from the date of this Annual General Meeting until the date of the next Annual General Meeting, or the date by which the next Annual General Meeting is required by law to be held or the date such authority is revoked or varied by the Company in a general meeting, whichever is the earliest, to offer and grant Options under the Scheme and to allot and issue Shares upon the exercise of such Options in accordance with the Scheme, provided that the aggregate number of Shares to be allotted and issued pursuant to the Scheme, when aggregated together with Shares issued and/or issuable in respect of all Options granted under the Scheme, all other existing share schemes or share plans of the Company for the time being, shall not exceed fifteen per centum (15%) of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time.

## **By Order Of the Board**

SEAH KIM SWEE  
Company Secretary

Date : 12 June 2023

# NOTICE OF ANNUAL GENERAL MEETING

## Notes:

### General

- 1) The Annual General Meeting (“**AGM**”) is being convened, and will be held, by 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 the Annual Report, together with the notice of AGM and accompanying proxy form, will not be sent to members. Instead, the Annual Report, together with the notice of AGM and accompanying proxy form, will be sent to members by electronic means via publication on SGXNet at <https://www.sgx.com/securities/company-announcements> and on the Company’s corporate website at <https://versalink.com/investors>.
- 2) Alternative arrangements relating to participation in the AGM proceedings via electronic means, submission of questions in advance of the AGM or during the AGM, and voting during the AGM or by appointing a proxy or proxies (including the Chairman of the Meeting as proxy) at the AGM, are set out below.

### Participation in the AGM proceedings

- 3) **Members will not be able to attend the AGM in person.** Members who wish to attend the AGM via electronic means must pre-register themselves or their appointed proxies at <https://www.events.studio/VersalinkAGM2023> by **10.30 a.m. on 25 June 2023** to enable the Company to verify their status. Pre-registrations received after the deadline will not be processed.

For verification purpose, when pre-registering themselves or their appointed proxy(ies) at <https://www.events.studio/VersalinkAGM2023>, members **MUST** provide the Company with their particulars (comprising full name (for individuals) / company name (for corporates), email address, contact number, NRIC (last 4 alphanumeric characters) / passport number (last 4 alphanumeric characters) / company registration number, shareholding type and number of shares held), failing which the submission will be treated as invalid.

- 4) Following the verification, authenticated members and proxies will receive an email by **10.30 a.m. on 26 June 2023**. The email will contain instructions on how to access the live audio-visual webcast and the live audio-only stream of the AGM proceedings. Members and proxies who have registered by the deadline of **10.30 a.m. on 25 June 2023**, but do not receive an email by **10.30 a.m. on 26 June 2023**, should contact the Company by email at [dorothee@versalink.com](mailto:dorothee@versalink.com) for assistance.
- 5) Investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore) (including those who hold shares under the Supplementary Retirement Scheme) and who wish to participate in the AGM proceedings via electronic means or submit questions in advance of the AGM, should contact their respective relevant intermediaries (including SRS Operators) as soon as possible in order to make the necessary arrangements for them to do so.
- 6) A Depositor shall not be regarded as a member of the Company entitled to participate in the AGM proceedings and to exercise his voting rights thereat unless his name appears on the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

### Submission of questions

- 7) Members and proxies who have registered and been authenticated will be able to ask questions relating to the resolutions to be tabled for approval at the AGM during the AGM by submitting text-based questions through the live chat function on the webcast platform. The Company will endeavour to address such questions, which are substantial and relevant, during the AGM.

# NOTICE OF ANNUAL GENERAL MEETING

- 8) Members can also submit questions relating to the resolutions to be tabled for approval at the AGM in advance of the AGM in the following manner:
- (a) via the pre-registration website at <https://www.events.studio/VersalinkAGM2023>; or
  - (b) by post or sent personally to 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 (Opening Hours are 9.00 a.m. to 5.30 p.m., Mondays to Fridays (excluding Public Holidays)); or
  - (c) by electronic mail to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at [srs.teamd@boardroomlimited.com](mailto:srs.teamd@boardroomlimited.com),

in each case, to be received no later than **10.30 a.m. on 20 June 2023**.

For verification purpose, when submitting any questions via post or email, members **MUST** provide the Company with their particulars (comprising full name (for individuals) / company name (for corporates), email address, contact number, NRIC (last 4 alphanumeric characters) / passport number (last 4 alphanumeric characters) / company registration number, shareholding type and number of shares held), failing which the submission will be treated as invalid.

- 9) The Company will address substantial and relevant questions which are submitted by members in advance of the AGM by the stipulated deadline by publishing the responses to the questions on SGXNet at <https://www.sgx.com/securities/company-announcements> and the Company's corporate website at <https://versalink.com/investors> by **22 June 2023** (being at least forty-eight (48) hours before the closing date and time for the lodgement of the proxy forms for the AGM i.e. 23 June 2023, 10.30 a.m.). The Company will also address any subsequent clarifications sought, or follow-up questions in respect of such substantial and relevant questions during the AGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

## Voting

- 10) Members (whether individual or corporate) who wish to exercise their voting rights at the AGM may cast their votes remotely in real-time during the AGM or appoint proxies to vote on their behalf remotely in real-time during the AGM. Members may also appoint the Chairman of the Meeting as their proxy to vote on their behalf at the AGM. The proxy form for the AGM is available on SGXNet at <https://www.sgx.com/securities/company-announcements> and on the Company's corporate website at <https://versalink.com/investors>.
- 11) Unless otherwise permitted under the Companies Act 1967 of Singapore, a member of the Company entitled to attend, speak and vote at the AGM may appoint not more than two proxies to attend, speak and vote instead of him. A proxy (including the Chairman of the Meeting as proxy) need not be a member of the Company. A member who is a relevant intermediary (as defined in the Companies Act 1967 of Singapore) may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member.
- 12) Where a member appoints more than one proxy, he shall specify the proportion of his shareholding to be represented by each proxy in the proxy form. Where a member appoints the Chairman of the Meeting as his proxy, he must give specific instructions as to voting for, voting against, or abstentions from voting, in respect of each resolution in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for the resolution will be treated as invalid.
- 13) The Company shall be entitled to reject the proxy form if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the proxy form.
- 14) Investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore) (including those who hold shares under the Supplementary Retirement Scheme) and who wish to participate in the AGM proceedings via electronic means or to appoint proxies to vote must approach their respective relevant intermediaries (including SRS Operators) to submit their instructions at least seven (7) working days before the AGM (i.e. by 5.00 p.m. on 15 June 2023), to enable their respective relevant intermediaries to submit proxy forms so that they are received no later than 10.30 a.m. on 25 June 2023.

# NOTICE OF ANNUAL GENERAL MEETING

- 15) A member who wishes to submit a proxy form to appoint a proxy or proxies (including the Chairman of the Meeting as proxy) to attend and vote remotely in real-time during AGM must first download, complete and sign the proxy form, before submitting it:
- (a) if sent personally or by post, to the Share Registrar of the Company, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632 (Opening Hours is 9.00 a.m. to 5.30 p.m., Mondays to Fridays (excluding Public Holidays)); or
  - (b) if sent by email, to [srs.teamd@boardroomlimited.com](mailto:srs.teamd@boardroomlimited.com),

in either case, to be received not later than 10.30 a.m. on 25 June 2023 (being not less than forty-eight (48) hours before the time appointed for holding the AGM and at any adjournment thereof), failing which the proxy form will be treated as invalid. Members are strongly encouraged to submit completed proxy forms electronically via email.

## **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) for the purpose of the processing and administration by the Company (or its agents) 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) 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.

Photographic, sound and/or video recordings of the 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 (such as his name, his presence at the AGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.

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*This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "**Sponsor**"), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist.*

*This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice including the correctness of any of the statements or opinions made or reports contained in this notice.*

*The contact person for the Sponsor is Ms. Goh Mei Xian, Director, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03, Robinson 77, Singapore 068896, telephone (65) 6636 4201.*