



World Precision Machinery Limited
(Incorporated in Singapore)
(Company Registration No: 200409453N)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING (the “**EGM**”) of World Precision Machinery Limited (the “**Company**”) will be held by way of electronic means on Tuesday, 22 December 2020 at 2.00 p.m. for the purpose of considering and, if thought fit, passing the ordinary resolution set out below.

*All references to the Circular in this Notice of Extraordinary General Meeting shall mean the Company’s Circular to Shareholders dated 7 December 2020 (the “**Circular**”). All capitalised terms not otherwise defined herein shall have the meanings given to them in the Circular.*

ORDINARY RESOLUTION: THE PROPOSED SALE

IT IS RESOLVED THAT:

- (a) approval be and is hereby given, for the purpose of Chapter 9 and Chapter 10 of the Listing Manual of the SGX-ST, for the sale of all the shareholding interest in Shenyang World High-End Equipment Manufacturing Co., Ltd (the “**Target Company**”), together with all of the factory buildings and land associated with such factory buildings owned by the Target Company, by World Precise Machinery (Shenyang) Co., Ltd. (the “**Seller**”), a wholly-owned subsidiary of the Company, to World Agriculture (Shenyang) Co., Ltd. (the “**Buyer**”), for a consideration of RMB 263,143,415.97, in accordance with the terms and conditions of the sale and purchase agreement entered into between the Seller and the Buyer dated 4 September 2020 (“**SPA**”), the salient terms of which are set out in the Circular; and
- (b) the Directors of the Company and each of them be and are hereby authorised to take such steps, approve all matters, implement, execute, perfect or give effect to complete and do all such acts and things, including directing and authorising the Seller to do the same, for the purposes of giving effect to or facilitating the Proposed Sale with full power to assent to any condition, amendment, alteration, modification or variation (including to the SPA) as may be required or as they or he may in their/his absolute discretion consider necessary, desirable or expedient in the interests of the Company to complete the transactions contemplated in the Proposed Sale and to give effect to this Resolution.

BY ORDER OF THE BOARD

Shao Jianjun
Executive Chairman

7 December 2020

Notes:

General

- (1) 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 (as amended from time to time), the EGM of the Company will be held by way of electronic means and members of the Company will NOT be allowed to attend the EGM in person.
- (2) Alternative arrangements are instead put in place to allow shareholders to participate in the EGM by:
 - (a) voting by proxy at the EGM. Please refer to Notes 3 to 10 below for further details;
 - (b) watching or listening to the EGM proceedings via a Live Webcast (as defined below). Shareholders who wish to participate as such will have to pre-register in the manner outlined in Note 11 below; and
 - (c) submitting questions ahead of the EGM. Please refer to the Notes 14 to 16 below for further details.

Voting by proxy

- (3) The live webcast will not provide for online voting. If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the EGM. In appointing the Chairman of the Meeting as proxy, such member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the instrument appointing the Chairman of the Meeting as proxy ("**Proxy Form**"), failing which the appointment will be treated as invalid.
- (4) The Chairman of the Meeting, as proxy, need not be a member of the Company.
- (5) The Proxy Form must be submitted through any one of the following means:
 - (a) by depositing a physical copy at the registered office of the Company's Share Registrar, B.A.C.S. Private Limited, at 8 Robinson Road, #03-00 ASO Building, Singapore 048544; or
 - (b) by sending a scanned PDF copy by email to main@zicoholdings.com.in each case, not later than 2.00 p.m. on 20 December 2020, and failing which, the Proxy Form will not be treated as valid.
- (6) The Proxy Form must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed under its common seal or under the hand of its officer or attorney duly authorised. Where the Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.
- (7) 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 with respect to the EGM, in accordance with Section 179 of the Companies Act (Cap. 50) of Singapore and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
- (8) The Company shall be entitled to reject the Proxy Form 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 in the Proxy Form.
- (9) In the case of a member of the Company whose shares are entered against his/her name in the Depositor Register, the Company may reject any Proxy Form if the member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.
- (10) A member of the Company who holds his/her shares through a Relevant Intermediary* (including CPFIS Members or SRS investors) and who wish to exercise his/her votes by appointing the Chairman of the Meeting as proxy should approach his/her Relevant Intermediary (including his/her CPF Agent Bank or SRS Approved Bank) to submit his/her voting instructions at least seven (7) working days prior to the date of the EGM.

*A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act (Cap. 19) of Singapore 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 under the Securities and Futures Act, (Cap. 289) of Singapore and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36) of Singapore (the "**CPF Act**"), in respect of shares purchased under the subsidiary legislation made under the CPF 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 Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

Participation in EGM proceedings via “live webcast”

- (11) A member of the Company or their corporate representative (in the case of a member which is a legal entity) will be able to watch or listen to the proceedings of the EGM through a “live” webcast via mobile phone, tablet or computer (“**Live Webcast**”). In order to do so, the member must pre-register by 2.00 p.m. on 19 December 2020 (“**Registration Deadline**”), at the following URL <https://globalmeeting.bigbangdesign.co/worldprecisionegm/> (the “**Pre-registration Website**”).
- (12) It is important that you provide your email address in your registration form. Following authentication of his/her/its status as a member of the Company, such member will receive an email on their authentication status containing login credentials to access the Live Webcast of the EGM proceedings using the account created.
- (13) Members who have pre-registered by the Registration Deadline but do not receive the aforementioned email by 2.00 p.m. on 20 December 2020 should contact Samuel Ng at the following email address: saisamuelng@hotmail.com, with the following details included: (i) the full name of the shareholder; and (ii) his/her/its identification/registration number.

Submission of questions prior to the EGM

- (14) A member of the Company may also submit questions relating to the resolutions to be tabled for approval at the EGM or the Company’s businesses and operations. The Company will endeavour to address questions which are substantial and relevant during the EGM proceedings.
- (15) To do so, all questions must be submitted no later than 2.00 p.m. on 19 December 2020:
 - (a) via the Pre-registration Website; or
 - (b) in physical copy by depositing the same at the registered office of the Company’s Share Registrar, B.A.C.S. Private Limited, at 8 Robinson Road, #03-00 ASO Building, Singapore 048544; or
 - (c) by email to Samuel Ng at email address: saisamuelng@hotmail.com.
- (16) If the questions are deposited in physical copy at the registered office of the Company’s Share Registrar or sent via email, and in either case not accompanied by the completed and executed Proxy Form (as defined below), the following details must be included with the submitted questions for verification purposes, failing which the submission will be treated as invalid: (i) the full name of the shareholder; and (ii) his/her/its identification/registration number.

Personal Data Privacy:

By pre-registering for the Live Webcast, submitting a Proxy Form appointing the Chairman of the Meeting as proxy to vote at the EGM and/or any adjournment thereof, and/or submitting questions relating to the resolutions to be tabled for approval at the EGM or the Company’s businesses and operations, a member of the Company: (i) consents to the collection, use and disclosure of such 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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 such member discloses the personal data of such member’s proxy(ies) and/or representative(s) to the Company (or its agents), such 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 such member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of such member’s breach of warranty.