

# NOTICE OF ANNUAL GENERAL MEETING

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## VERSALINK HOLDINGS LIMITED

(Company Registration No. 201411394N)

(Incorporated in the Republic of Singapore)

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“AGM”) of Versalink Holdings Limited (the “Company”) will be held at the Theatre, Level 2, Raffles Marina, 10 Tuas West Drive, Singapore 638404 on Thursday, 27 June 2024 at 2.30 p.m. to transact the following business:

### **AS ORDINARY BUSINESS**

1. To receive and adopt the Directors’ Statement and Audited Financial Statements of the Company for the financial year ended 29 February 2024, together with the Auditor’s Report thereon. **Resolution 1**
2. To approve the payment of additional Directors’ fees of S\$16,607.90 for the financial year ended 29 February 2024. **Resolution 2**  
  
*[See Explanatory Note (i)]*
3. To approve the payment of Directors’ fees of S\$156,000 for the financial year ending 28 February 2025 (2024: S\$121,607.90, including additional Directors’ fees of S\$16,607.90 referred to in item 2 above), to be paid quarterly in arrears. **Resolution 3**
4. To re-elect Mr Law Kian Siong, who is retiring in accordance with Article 114 of the Company’s Constitution and who, being eligible, offers himself for re-election as a Director of the Company. **Resolution 4**  
  
*[See Explanatory Notes (ii) and (vii)]*
5. To re-elect Mr Ge Shuming, who is retiring in accordance with Article 118 of the Company’s Constitution and who, being eligible, offers himself for re-election as a Director of the Company. **Resolution 5**  
  
*[See Explanatory Notes (iii) and (vii)]*
6. To re-elect Mr Chong Kwang Shih, who is retiring in accordance with Article 118 of the Company’s Constitution and who, being eligible, offers himself for re-election as a Director of the Company. **Resolution 6**  
  
*[See Explanatory Notes (iv) and (vii)]*
7. To re-elect Mr Xue Congyan, who is retiring in accordance with Article 118 of the Company’s Constitution and who, being eligible, offers himself for re-election as a Director of the Company. **Resolution 7**  
  
*[See Explanatory Notes (v) and (vii)]*
8. To re-elect Ms Liu Xiaohua, who is retiring in accordance with Article 118 of the Company’s Constitution and who, being eligible, offers herself for re-election as a Director of the Company. **Resolution 8**  
  
*[See Explanatory Notes (vi) and (vii)]*
9. To note that RSM SG Assurance LLP (previously known as RSM Chio Lim LLP) will not be seeking re-appointment as the external auditor of the Company. **Resolution 8**  
  
*[See Explanatory Note (viii)]*
10. To transact any other ordinary business which may properly be transacted at an AGM.

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## **AS SPECIAL BUSINESS**

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

### 11. Authority to allot and issue shares

### Resolution 9

(a) That pursuant to Section 161 of the Companies Act 1967 of Singapore ("**Companies Act**") and Rule 806 of the Listing Manual Section B: Rules of Catalist ("**Catalist Rules**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), authority be and is hereby given to the Directors of the Company to:

- (i) allot and issue shares in the share 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 at their absolute discretion deem fit; and

(b) (notwithstanding that 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 (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued pursuant to this Resolution does not exceed 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 (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued other than on a *pro-rata* basis to existing shareholders of the Company does not exceed 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 this Resolution is passed, after adjusting for:

- (1) new Shares arising from the conversion or exercise of the Instruments or any convertible securities;
- (2) 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 Catalist Rules; and
- (3) any subsequent bonus issue, consolidation or subdivision of Shares.

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Adjustments in accordance with sub-paragraphs (ii)(1) or (ii)(2) above are only to be made in respect of new Shares arising from the Instruments, 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 the SGX-ST), the Companies Act 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: (1) the conclusion of the next AGM of the Company or by the date by which the next AGM of the Company is required by law to be held, whichever is earlier; or (2) 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 (ix)]*

**By Order of the Board**

LIM KOK MENG  
Company Secretary

12 June 2024  
Singapore

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## Explanatory Notes:

- (i) At the Annual General Meeting of the Company held on 27 June 2023, shareholders of the Company approved the payment of Directors' fees of S\$105,000 for the financial year ended 29 February 2024 ("FY2024"), to be paid monthly in arrears.

The proposed payment of additional Directors' fees of S\$16,607.90 for FY2024 to be approved by shareholders of the Company at this AGM of the Company arose due to the Board renewal process and the change of Independent Directors in FY2024, which led to the appointment of an additional Independent Director to the Board of Directors of the Company ("**Board**"). As part of the Board renewal process, the fees payable to the incoming Independent Directors were reviewed and revised to ensure that such fees remained competitive.

If the proposed payment of additional Directors' fees of S\$16,607.90 is approved by shareholders of the Company at this AGM of the Company, the total payment for Directors' fees for FY2024 will be S\$121,607.90.

- (ii) Mr Law Kian Siong shall, upon re-election, remain as an Executive Director of the Company.
- (iii) Mr Ge Shuming shall, upon re-election, remain as an Executive Director of the Company and the Chairman of the Board.
- (iv) Mr Chong Kwang Shih shall, upon re-election, remain as the Lead Independent Director of the Company, the Chairman of the Audit Committee, as well as a member of the Nominating Committee and the Remuneration Committee of the Company. Mr Chong Kwang Shih is considered independent by the Board for the purpose of Rule 704(7) of the Catalist Rules.
- (v) Mr Xue Congyan shall, upon re-election, remain as an Independent Director of the Company, the Chairman of the Nominating Committee, as well as a member of the Audit Committee and the Remuneration Committee of the Company. Mr Xue Congyan is considered independent by the Board for the purpose of Rule 704(7) of the Catalist Rules.
- (vi) Ms Liu Xiaohua shall, upon re-election, remain as an Independent Director of the Company, the Chairman of the Remuneration Committee, as well as a member of the Audit Committee and the Nominating Committee of the Company. Ms Liu Xiaohua is considered independent by the Board for the purpose of Rule 704(7) of the Catalist Rules.
- (vii) Please refer to the "Additional Information Required Pursuant to Rule 720(5) of the Catalist Rules on Directors Seeking For Re-election" section of the Corporate Governance Report of the Annual Report of the Company for FY2024 ("**Annual Report**") for the detailed information required pursuant to Rule 720(5) of the Catalist Rules.
- (viii) RSM SG Assurance LLP (previously known as RSM Chio Lim LLP) has expressed that it will not be seeking re-appointment as external auditor of the Company. The Company is in the midst of identifying a suitable audit firm and will make further announcement(s) when the new external auditor has been identified, and in relation to the convening of the extraordinary general meeting to obtain shareholders' approval for the appointment of the new external auditor in due course.

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- (ix) Ordinary Resolution 9 proposed in item 11 above, if passed, will empower the Directors of the Company, effective from the date of this AGM of the Company until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held, or the date such authority is varied or revoked by the Company at a general meeting, whichever is earliest, to allot and issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments. The aggregate number of Shares (including any Shares issued pursuant to such Instruments) shall not exceed 100% of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings), of which up to 50% may be issued other than on a *pro-rata* basis to 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.

## Notes:

1. Members of the Company ("Members") are invited to **attend physically** at the AGM. **There will be no option for Members to participate virtually.** Printed copies of this Notice of AGM, the Proxy Form and the Notice of Electronic Communication dated 12 June 2024 will be sent to Members. These documents are also made available on the SGXNet and the Company's corporate website at <https://versalink.com/investors/>. Members are advised to check SGXNet and/or the Company's corporate website regularly for updates.
2. The Annual Report is made available on the SGXNet and the Company's corporate website at <https://versalink.com/investors/>. Printed copies of the Annual Report will not be sent to Members. Members who wish to receive a printed copy of the Annual Report will need to complete and submit the Election Form (which can be found in the Notice of Electronic Communication dated 12 June 2024) to the Company by 9.00 a.m. on 19 June 2024.
3. Members may submit questions relating to the Annual Report and resolutions set out in the Notice of AGM in advance:
  - (a) 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
  - (b) 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).

All questions must be submitted by 9.00 a.m. on 20 June 2024.

Members, including SRS investors, who wish to submit their questions by post or by email are required to indicate their full names (for individuals) / company names (for corporates), NRIC / passport / company registration numbers, contact numbers, shareholding types and number of Shares held together with their submission of questions, to the office address or email address provided. Investors who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act), excluding SRS investors, should contact their respective relevant intermediaries to submit their questions based on the abovementioned instructions.

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The Company will endeavour to address the substantial and relevant questions from Members soonest possible and in any case, not later than forty-eight (48) hours before the closing date and time for the lodgement of Proxy Forms (i.e. by 2.30 p.m. on 23 June 2024 (the “**Cut-Off Time**”). The responses to substantial and relevant questions from Members by the Cut-Off Time will be posted on the SGXNet and the Company’s corporate website. Any subsequent clarifications sought by Members after the Cut-Off Time, or during the AGM, will be addressed at the AGM. The minutes of the AGM will be published on the SGXNet and the Company’s corporate website within one (1) month after the date of the AGM.

4. A Member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the AGM. Where such Member appoints two (2) proxies, the proportion of his shareholding to be represented by each proxy shall be specified in the Proxy Form. If the proportion of his shareholding is not specified, the first named proxy shall be deemed to represent 100% of his shareholding and the second named proxy shall be deemed to be an alternate to the first named.

A Member who is a relevant intermediary is entitled to appoint more than two (2) 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 one (1) proxy, the number of Shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.

“relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act.

5. A proxy need not be a Member.
6. The Proxy Form, duly executed together with the power of attorney or other authority, if any, under which the Proxy Form is signed or a notarially certified copy of that power of attorney or other authority (failing previous registration with the Company), must be submitted:
  - (a) if sent personally or by post, 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
  - (b) if sent by email, to the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at [srs.proxy@boardroomlimited.com](mailto:srs.proxy@boardroomlimited.com),

in each case, not less than forty-eight (48) hours before the time appointed for holding the AGM, i.e. by 2.30 p.m. on 25 June 2024.

7. The Proxy Form must be signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, it must be executed either under its common seal or signed by its attorney or officer duly authorised. Where an instrument appointing a proxy(ies) is signed on behalf of the appointed 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 is submitted personally or by post, be lodged with the instrument or, if the instrument is submitted electronically via email, be emailed with the instrument, failing which the instrument may be treated as invalid.

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8. Persons who hold Shares through relevant intermediaries (including SRS investors) and wish to exercise their votes by appointing the Chairman of the AGM as proxy should approach their respective relevant intermediaries (which would include SRS operators) through which they hold such Shares at least seven (7) working days before the AGM to submit their voting instructions in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to appoint the Chairman of the AGM to vote on their behalf by 2.30 p.m. on 25 June 2024.
9. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at seventy-two (72) hours before the time appointed for holding the AGM in order for the Depositor to be entitled to attend, speak and vote at the AGM.

## **Personal Data Privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM of the Company and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's and its proxy(ies)'s or representative(s)'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 of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM of the Company (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**"); and (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 express 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.

Photographic, sound and/or video recordings of the AGM of the Company may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM of the Company. Accordingly, the personal data of a member (such as his name, his presence at the AGM of the Company 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.*