CIRCULAR DATED 12 JULY 2022

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

This Circular has been published electronically on the SGXNET (as defined herein) at the URL https://www.sgx.com/securities/company-announcements and the website of VibroPower Corporation Limited (the "**Company**") at the URL http://www.vibropower.com. Printed copies of this Circular, the Notice of Extraordinary General Meeting and the accompanying Proxy Form will NOT be dispatched to shareholders of the Company (the "**Shareholders**").

If you have sold or transferred all your ordinary shares in the capital of the Company, you should immediately inform the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward notification to the purchaser or transferee that this Circular, together with the Notice of Extraordinary General Meeting and the accompanying Proxy Form, could be accessed via the SGXNET at the URL https://www.sgx.com/securities/company-announcements and the Company's website at the URL http://www.vibropower.com.

Due to the current COVID-19 situation in Singapore, Shareholders will not be able to attend the Extraordinary General Meeting (the "**EGM**") in person. Instead, alternative arrangements have been put in place to allow Shareholders who pre-register to participate at the EGM by (a) observing and/or listening to the proceedings via "live" audio-visual webcast or "live" audio-only stream; (b) submitting questions related to the resolution to be tabled for approval in advance of the EGM; and/or (c) appointing the Chairman of the EGM as proxy to vote on their behalf at the EGM. Shareholders should refer to the Company's announcement dated 12 July 2022, which is available at the SGXNET at the URL https://www.sgx.com/securities/company-announcements and the Company's website at the URL http://www.vibropower.com, for further information, including the steps to be taken by Shareholders to participate at the EGM.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this Circular.

VIBROPOWER™

THE CUSTOM POWER SPECIALIST

VIBROPOWER CORPORATION LIMITED

(Company Registration Number 200004436E)

(Incorporated in the Republic of Singapore on 23 May 2000)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

THE PROPOSED RENEWAL OF THE SHAREHOLDERS' GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS

IMPORTANT DATES AND TIMES:

Last date and time for lodgement of Proxy Form	:	26 July 2022 at 9.30 a.m.
Date and time of Extraordinary General Meeting	:	28 July 2022 at 9.30 a.m. by way of electronic means (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held by way of electronic means at 9.00 a.m. on the same day)
Place of Extraordinary General Meeting	:	The Extraordinary General Meeting will be held by way of electronic means

CONTENTS

Page

DEFINITIONS 3

LETTER TO SHAREHOLDERS

1. INTRODUCTION 6
2. PROPOSED RENEWAL OF THE IPT MANDATE 6
3. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS 15
4. EXTRAORDINARY GENERAL MEETING 16
5. NO DISPATCH OF PRINTED COPIES OF THIS CIRCULAR, NOTICE OF EGM AND PROXY FORM 16
6. ACTION TO BE TAKEN BY SHAREHOLDERS 17
7. DIRECTORS' RECOMMENDATIONS 17
8. DIRECTORS' RESPONSIBILITY STATEMENT 18
9. DOCUMENTS FOR INSPECTION 18

NOTICE OF EXTRAORDINARY GENERAL MEETING 19

DEFINITIONS

In this Circular, the following definitions shall apply throughout unless the context otherwise requires:

"ACRA"	:	Accounting and Corporate Regulatory Authority of Singapore
"AGM"	:	The Annual General Meeting of the Company to be held by way of electronic means on 28 July 2022 at 9.00 a.m.
"Board"	:	The Board of Directors of the Company for the time being
"CDP"	:	The Central Depository (Pte) Limited
"Circular"	:	This circular dated 12 July 2022
"Companies Act"	:	The Companies Act 1967 of Singapore, as may be amended or modified or supplemented from time to time
"Company"	:	VibroPower Corporation Limited
"Controlling Shareholder"	:	A person who: (a) holds directly or indirectly 15% or more of the total voting rights in the Company (unless the SGX-ST determines that such a person is not a controlling shareholder); or (b) in fact exercises control over the Company
"Covid-19 Act"	:	The COVID-19 (Temporary Measures) Act 2020, as amended, modified or supplemented from time to time, passed by Parliament on 7 April 2020 which, inter alia, enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means
"Covid-19 Order"	:	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, modified or supplemented from time to time, which was gazetted on 13 April 2020 and deemed to have come into operation on 27 March 2020, and which sets out the alternative arrangements in respect of, *inter alia*, the general meetings of companies
"Directors"	:	The directors of the Company for the time being
"EGM"	:	The extraordinary general meeting of the Company, notice of which is set out on pages 19 to 21 of this Circular
"Group"	:	The Company and its subsidiaries
"Interested Persons"	:	The interested persons of the Company who fall within the IPT Mandate, as set out under sections 2.2 and 2.3 of this Circular
"Interested Person Transactions"	:	The categories of transactions with Interested Persons which fall within the IPT Mandate, as set out under section 2.4 of this Circular

DEFINITIONS

"IPT Mandate"	:	The general mandate given by Shareholders to authorise the Directors to enter into any of the mandated transactions with specified classes of the Company's Interested Persons in accordance with the terms set out in this Circular
"Latest Practicable Date"	:	12 July 2022, being the latest practicable date prior to the publication of this Circular for ascertaining information included herein
"Listing Manual"	:	The listing manual of the SGX-ST, as may be amended or modified from time to time
"NTA"	:	Net tangible assets
"SGXNET"	:	Singapore Exchange Network, a system network used by listed companies in sending information and announcements to the SGX-ST or any other system networks prescribed by the SGX-ST for the purpose of the SGX-ST making that information available to the market
"SGX-ST"	:	Singapore Exchange Securities Trading Limited
"Shareholders"	:	Registered holders of Shares, except that where the registered holder is CDP, the term "Shareholders" shall, in relation to such Shares and where the context so admits, mean the Depositors whose securities accounts are credited with Shares
"Shares"	:	Ordinary shares in the capital of the Company
"subsidiary"		A company which is for the time being a subsidiary of the Company, as defined by Section 5 of the Companies Act
"treasury shares"	:	Issued Shares of the Company which were (or are treated as having been) purchased by the Company in circumstances which Section 76H of the Companies Act applies and have since purchase been continuously held by the Company
"S$" and "cents"	:	Singapore dollars and cents respectively
"%"	:	Percentage or per centum

DEFINITIONS

The terms "Depositor" and "Depository Register" shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act 2001 of Singapore, or any statutory modification thereof, as the case may be.

Words importing the singular shall, where applicable, include the plural and *vice versa*. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*.

Words importing persons shall, where applicable, include corporations.

Any reference to a time of day and to dates in this Circular is made by reference to Singapore time and dates unless otherwise stated.

Any reference in this Circular to any statute or enactment is a reference to any statute or enactment as for the time being amended or re-enacted. Any word defined under the Companies Act or any statutory modification thereof and not otherwise defined in this Circular shall have the same meaning assigned to it under the Companies Act or any statutory modification thereof, as the case may be, unless otherwise provided.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any discrepancies in figures in the tables included in this Circular between the listed amounts and the totals thereof are due to rounding. Accordingly, figures shown as total in certain tables may not be an arithmetic aggregation of the figures which precede them. Where applicable, figures and percentages are rounded to the nearest two decimal places.

The Company has engaged Messrs K&L Gates Straits Law LLC as its legal adviser for the proposed renewal of the IPT Mandate.

LETTER TO SHAREHOLDERS

VIBROPOWER CORPORATION LIMITED

(Company Registration Number 200004436E)
(Incorporated in the Republic of Singapore on 23 May 2000)

Directors

Benedict Chen Onn Meng (Chief Executive Officer)
Ernest Yogarajah Balasubramaniam (Non-Executive Chairman)
Toh Shih Hua (Lead Independent and Non-Executive Director)
Tan Poh Chye Allan (Independent and Non-Executive Director)

Registered Office

11 Tuas Avenue 16
Singapore 638929

12 July 2022

To: The Shareholders of VibroPower Corporation Limited

Dear Sir/Madam

THE PROPOSED RENEWAL OF THE IPT MANDATE

1. INTRODUCTION

The Directors are convening the EGM to be held by way of electronic means on 28 July 2022 at 9.30 a.m. (or as soon thereafter following the conclusion or adjournment of the AGM scheduled to be held by way of electronic means at 9.00 a.m. on the same day) to seek Shareholders' approval for the proposed renewal of the IPT Mandate.

The purpose of this Circular is to provide Shareholders with information relating to the above proposal to be tabled at the EGM and to seek Shareholders' approval for such proposal at the EGM. The notice of EGM is set out on pages 19 to 21 of this Circular.

The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this Circular. If any Shareholder is in doubt as to the course of action he should take, he should consult his stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

2. PROPOSED RENEWAL OF THE IPT MANDATE

2.1 Background

The Directors propose to seek Shareholders' approval at the EGM in relation to the proposed renewal of the IPT Mandate which was first approved by Shareholders at the extraordinary general meeting of the Company held on 28 August 2006. The IPT Mandate was renewed at subsequent extraordinary general meetings of the Company held on 26 April 2007, 15 April 2008, 30 April 2009, 30 April 2010, 25 April 2011, 23 April 2012, 26 April 2013, 28 April 2014, 28 April 2015, 28 April 2016, 28 April 2017, 30 April 2018, 29 April 2019, 11 May 2020 and 30 April 2021.

The IPT Mandate allows the Group and its associated companies to enter into certain transactions with persons who are considered to be "interested persons" under Chapter 9 of the Listing Manual. The salient terms of the IPT Mandate and the types of Interested Person Transactions in respect of which the IPT Mandate is sought to be renewed, remains unchanged.

Chapter 9 of the Listing Manual governs transactions which a listed company or any of its subsidiaries or associated companies proposes to enter into with an interested person of the listed company. Under Chapter 9, where a listed company or any of its subsidiaries or associated companies which is an "entity at risk" proposes to enter into a transaction with an "interested person", shareholders' approval and/or an immediate announcement is required in respect of such transaction if the value of the transaction is equal to or exceeds certain thresholds.

In particular, an immediate announcement is required where:

(a) the transaction is of a value equal to, or more than, 3% of the group's latest audited NTA; or

(b) the aggregate value of all transactions entered into with the same interested person during the same financial year amounts to 3% or more of the group's latest audited NTA.

Further, shareholders' approval (in addition to an immediate announcement) is required where:

(a) the transaction is of a value equal to, or more than, 5% of the group's latest audited NTA; or

(b) the transaction, when aggregated with other transactions entered into with the same interested person during the same financial year, is of a value equal to, or more than, 5% of the group's latest audited NTA.

For the purposes of aggregation, any transaction with an interested person below S$100,000 in value will be excluded. While transactions with an interested person below S$100,000 are not normally aggregated, the SGX-ST may nevertheless aggregate any such transaction entered into during the same financial year and treat them as if they were one transaction.

The following definitions under the Listing Manual are relevant:

(a) An "**approved exchange**" means a stock exchange that has rules which safeguard the interests of shareholders against interested person transactions according to similar principles to Chapter 9 of the Listing Manual.

(b) In the case of a company, an "**associate**":

  (i) in relation to any director, chief executive officer, substantial shareholder or controlling shareholder (being an individual) means:

    (1) his immediate family (that is, the person's spouse, child, adopted child, step-child, sibling and parent);

    (2) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and

    (3) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more; and

  (ii) in relation to a substantial shareholder or a controlling shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more.

(c) A "**controlling shareholder**" means a person who:

  (i) holds directly or indirectly 15% or more of the total voting rights in the company (unless the SGX-ST determines otherwise); or

  (ii) in fact exercises control over a company.

(d) An "**entity at risk**" means:

(i) the issuer;

(ii) a subsidiary of the issuer that is not listed on the SGX-ST or an approved exchange; or

(iii) an associated company of the issuer that is not listed on the SGX-ST or an approved exchange, provided that the listed group, or the listed group and its interested person(s), has control over the associated company.

(e) In the case of a company, an "**interested person**" means a director, chief executive officer or controlling shareholder of the issuer or an associate of any such director, chief executive officer or controlling shareholder.

(f) An "**interested person transaction**" means a transaction between an entity at risk and an interested person.

Based on the latest audited financial statements of the Group for the financial period ended 31 March 2022, the audited NTA of the Group as at 31 March 2022 was approximately S$16,303,000.

Accordingly, Shareholders' approval would be required where:

(a) the transaction is of a value equal to, or more than, S$815,150 (the "**Threshold**"), being 5% of the latest audited NTA of the Group; or

(b) the transaction, when aggregated with other transactions entered into with the same interested person during the same financial year (excluding transactions below S$100,000 in value, as provided for in Rule 906(2) of the Listing Manual), is of a value equal to, or more than, the Threshold.

The Group has entered into various interested person transactions with the Interested Persons and of the nature described in section 3.4 of this Circular. Information on the value of these transactions in the last two financial years appears in the Notes to Financial Statements in the Company's Annual Reports for the respective financial years ended 31 December 2020 and 31 March 2022.

As at the Latest Practicable Date, none of the said transactions with the Interested Persons have crossed the Threshold described above. There is a possibility that the value of such transactions with the Interested Persons may cross the Threshold described above in the current financial year, and upon the recommendation of the Audit Committee, the Company is seeking to renew the IPT Mandate to ensure that it remains in compliance with the requirements of Chapter 9 of the Listing Manual.

2.2 Classes of Interested Persons

(a) Mason Industries Pte Ltd ("**Mason Industries**") is a company incorporated in Singapore. It is principally engaged in the manufacturing of, and trading in, a range of component parts used in the manufacturing of power generators (the "**Parts**").

As at the Latest Practicable Date, 95.5% of the issued and paid-up share capital of Mason Industries is held by Mr. Chen Siew Meng, who is the brother of Mr. Benedict Chen Onn Meng, a Director and Controlling Shareholder of the Company. The remaining 4.5% of the issued and paid-up share capital of Mason Industries is held by Pineda Epifanio Mendoza (Manny), who is not an interested person. As at the Latest Practicable Date, Mr. Benedict Chen Onn Meng holds, directly and indirectly, approximately 22.5% of the issued share capital of the Company (excluding treasury shares).

Pursuant to Chapter 9 of the Listing Manual, Mason Industries is an associate of Mr. Benedict Chen Onn Meng, and therefore an interested person. Accordingly, transactions between Mason Industries and the Company constitute interested person transactions.

(b) Mason Industries (Hong Kong) Limited ("**Mason HK**") is a company incorporated in Hong Kong. As at the Latest Practicable Date, 39% of the issued and paid-up share capital of Mason HK is held by Mr. Benedict Chen Onn Meng, a Director and Controlling Shareholder of the Company. The remaining 61% of the issued and paid-up share capital of Mason HK is held by Mr. Yiu Kam Chung, who is not an interested person. Mason HK is principally engaged in the manufacturing of, and trading in, the Parts.

Pursuant to Chapter 9 of the Listing Manual, Mason HK is an associate of Mr. Benedict Chen Onn Meng, and therefore an interested person. Accordingly, transactions between Mason HK and the Company constitute interested person transactions.

(c) Vibro Holdings Pte Ltd ("**Vibro Holdings**") is a company incorporated in Singapore. As at the Latest Practicable Date, 43% of the issued and paid-up share capital of Vibro Holdings is held by Mr. Chen Siew Meng, who is the brother of Mr. Benedict Chen Onn Meng, a Director and Controlling Shareholder of the Company. The remaining 57% of the issued and paid-up share capital of Vibro Holdings is held by Ms. Seow Hwee Tiang, who is the wife of Mr. Chen Siew Meng.

Pursuant to Chapter 9 of the Listing Manual, Vibro Holdings is an associate of Mr. Benedict Chen Onn Meng, and therefore an interested person. Accordingly, transactions between Vibro Holdings and the Company constitute interested person transactions.

(d) The Company anticipates that it would, in its ordinary course of business, continue to enter into transactions with Mason Industries, Mason HK and Vibro Holdings and possibly other associates of Mr. Benedict Chen Onn Meng. These are recurrent transactions of a revenue or trading nature or necessary for the day-to-day operations of the Company, such as the purchase and sale of services, supplies and materials (but not in respect of the purchase or sale of assets, undertakings or businesses).

2.3 Scope of the IPT Mandate

(a) The IPT Mandate will apply to transactions in the categories described in section 2.4 of this Circular, between any member of the Group and any of the following (each an "**Interested Person**", and collectively, the "**Interested Persons**"):

(i) Mr. Benedict Chen Onn Meng;

(ii) Mason Industries;

(iii) Mason HK;

(iv) Vibro Holdings; and

(v) any other associate of Mr. Benedict Chen Onn Meng.

(b) The entity-at-risk group, that is, the entities with whom the Interested Persons may transact for the purposes of the IPT Mandate, comprises:

(i) the Company;

(ii) subsidiaries of the Company (excluding subsidiaries listed on the SGX-ST or an approved exchange) from time to time; and

(iii) associated companies of the Company (other than an associated company that is listed on the SGX-ST or an approved exchange) from time to time over which the Group, or the Group and its interested person(s) has or have control over.

Reference to the "**Group**" in this section 2 shall include a reference to all the entities in this entity-at-risk group.

(c) The IPT Mandate will not cover any Interested Person Transaction that is below S$100,000 in value as the threshold and aggregation requirements of Chapter 9 of the Listing Manual would not apply to such transactions. In addition, the IPT Mandate only covers recurrent transactions of a revenue or trading nature or those necessary for the day-to-day operations such as the purchase and sale of services, supplies and materials but will not cover transactions relating to the purchase or sale of assets, undertakings or businesses.

(d) Transactions with interested persons (including the Interested Persons) that do not fall within the ambit of the IPT Mandate will be subject to the provisions of Chapter 9 of the Listing Manual and/or other applicable provisions of the Listing Manual.

2.4 Categories of Interested Person Transactions

(a) Purchase of Parts

In the ordinary course of its business, the Group purchases Parts from Mason HK and Mason Industries, on a job-by-job basis. These Parts are incorporated into the products manufactured by the Group.

Currently, the Parts comprise vibration isolators (both spring and rubber), acoustic attenuators (both intake and discharge), acoustic enclosures, exhaust mufflers and radiator fans. In future, other components may be included.

The Directors are of the view that the price and terms of such Parts offered by the Interested Persons are not less favorable than those offered by unrelated third parties taking into account industry norms.

These transactions are recurrent and of a trading nature.

(b) Supply of Skilled Labor

Mason Industries is one of the suppliers of skilled factory and site labor to the Group. Using external sources of labor allows the Group to respond more efficiently to changes in its manpower requirements from time to time, without carrying the overheads of a larger workforce.

Mason Industries supplies some of the skilled factory and site labor to the Group to carry out production activities.

The Directors are of the view that the charges offered by the Interested Persons are not less favorable than those offered by unrelated third parties taking into account industry norms.

These transactions are recurrent and necessary to facilitate the day-to-day operations of the Group.

(c) Provision of Administrative Services and Reimbursement of Expenses

Mason Industries bears certain office expenses for the Group companies, for administrative convenience. The Company reimburses these expenses to Mason Industries at cost.

The Company also uses the services of some of Mason Industries' employees who perform clerical duties and technical support for both the Company and Mason Industries. The costs of these employees are shared between the two companies, with the allocation based on the estimated time spent for performing duties for each company. The Company's portion of these costs is reimbursed to Mason Industries at cost.

These transactions are recurrent and necessary to facilitate the day-to-day operations of the Group.

2.5 Rationale and Benefit

(a) The Directors are of the view that it will be beneficial to the Group to transact or to continue to transact with the Interested Persons.

(b) The Group can leverage on the familiarity of Mason Industries with the Group's products and the Group's standing as a priority customer of Mason Industries, to ensure a reliable supply of the Parts consistent with the Group's product quality standards.

These advantages will augment the efficiency of the Group's manufacturing process thereby enhancing the timeliness of production and delivery.

(c) The transactions, being recurrent in nature, will occur from time to time at differing intervals.

The IPT Mandate and the subsequent renewals on an annual basis will eliminate the need to prepare and make announcements and/or convene separate general meetings on a continual basis to seek prior approval for the entry into these transactions. This will enhance the ability of the Group to pursue business opportunities which are time-sensitive or cost-sensitive in nature. In addition, it will substantially reduce the time and expenses which would otherwise be incurred to convene general meetings on an *ad hoc* basis, and considerably improve the Company's efficiency in administration of such interested person transactions, without compromising corporate objectives.

2.6 Review Procedures for Interested Person Transactions

The Company has an established process of implementing the guidelines and procedures to ensure that interested person transactions, and in particular the Interested Person Transactions are transacted with the Group on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders:

Specific Review Procedures

(a) Purchases of Parts

In the case of procurement of products and services from an Interested Person, at least two other comparative quotations are obtained from unrelated third party suppliers for similar or substantially similar type of Parts as bases for comparison. These comparative quotations are obtained on a periodical basis and not for each transaction, given the frequency and large volume of the transactions. The price and terms offered by the Interested Person shall not be less favorable than those offered by unrelated third parties.

In the case where it is impractical or not possible to obtain comparable quotes from unrelated third parties, a Director (who has no interest, direct or indirect, in the transaction) will review the price and terms offered, to ensure that the same are fair and reasonable, and beneficial to the Group, taking into account industry norms, and whether the transactions would result in cost savings, increased profit margins or other advantages to the Group.

The Group may enter into transactions with Interested Persons in certain circumstances, notwithstanding that the price offered may be higher than the comparative quotes. The reason is that in order to maintain its product quality and to meet or exceed customer expectations, a choice of supplier must be predicated not only on price but on qualitative factors as well. In selecting a supplier, the Group considers factors such as credit terms, whether the supplier can meet the volume of production required, timeliness and costs of delivery, logistics issues, preferences of customers for particular brands of parts, import or export regulations, consistency of quality and supply, service response, market conditions and many others. Prior approval of a Director (who has no interest, direct or indirect, in the transaction) must be obtained when the price offered by Interested Persons is higher than the comparable quotes.

Notwithstanding the above, all Interested Person Transactions in excess of S$100,000 in value are subject to the prior approval of the Audit Committee. The Audit Committee will also review all Interested Person Transactions in the Register (as defined in sub-paragraph (d) below) quarterly to ensure that they are transacted on terms and prices not more favorable to the Interested Persons than if they were transacted with an unrelated third party and are not prejudicial to the interests of the Company and/or its minority Shareholders.

(b) Supply of Skilled Labor

When procuring a supply of skilled labor from the Interested Persons, a Director (who has no interest, direct or indirect in the transaction) will review the charges for the supply of skilled labor to ensure that these are at prevailing market rates, by comparison with quotations from unrelated third parties. In the event that it is impractical or not possible to obtain comparable quotes from unrelated third parties due to special skill requirements, nature of the job or prevailing market conditions, a Director (who has no interest, direct or indirect, in the transaction) will review the charges to ensure that such charges for the supply of skilled labor are fair and reasonable according to industry norms.

(c) Provision of Administrative Services and Reimbursement of Expenses

The cost of certain administrative services provided by Interested Persons is shared between the Group and the Interested Persons. Such services are obtained on a cost recovery basis. Where possible, comparative costs for the administrative services are obtained. In the event that it is impractical or not possible to obtain comparable quotes from unrelated third parties, a Director (who has no interest, direct or indirect, in the transaction) will review the charges to ensure that such charges are fair and reasonable according to industry norms.

Interested Persons occasionally bear certain office expenses (including utilities bills) for the Group, for administrative convenience. The Group reimburses these expenses to such Interested Persons at cost.

General Review Procedures

(d) Register

The Company's Finance Department maintains a register for all transactions (including transactions below S$100,000 in value) carried out with interested persons (the "**Register**") recording the basis, including the quotations obtained to support such basis, on which they were entered into. This Register is updated on a monthly basis.

Subsidiaries of the Group are required to inform the Finance Department of any significant upcoming transactions with interested persons so that the Register can be updated, and so as to obtain prior approval of the Audit Committee or Shareholders, where necessary.

The Finance Department will maintain a list of the Group's directors and controlling shareholders and disclose this to the Board to facilitate identification of interested persons. This list of interested persons will be reviewed by the Audit Committee, where necessary.

Further, as part of the Company's internal audit plan, the Audit Committee conducts a review of all Interested Person Transactions entered into in the relevant financial year pursuant to the IPT Mandate.

(e) Review by Audit Committee

The Audit Committee reviews the records and audit reports on a quarterly basis in respect of all ongoing interested person transactions.

All interested person transactions are reviewed by the Audit Committee. Interested person transactions in excess of S$100,000 in value are subject to prior approval by the Audit Committee. All other interested person transactions having a value of up to S$100,000 (whether or not quotes from unrelated third parties have been secured) are reviewed quarterly by the Audit Committee to ensure that they are on normal commercial terms and on an arms' length basis, consistent with the Group's usual business practices and policies, that is, the transactions are transacted on terms and prices not more favorable to the interested persons than if they were transacted with an unrelated third party and are not prejudicial to the interests of the Company and its minority Shareholders.

The Audit Committee has the overall responsibility for the determination of the review procedures for all interested person transactions (including the Interested Person Transactions) and has the authority to delegate such responsibility to individuals or committee within the Group.

The Audit Committee will consider whether the established review procedures and the prevailing rules and regulations of the Listing Manual have been complied with. If, during periodic reviews by the Audit Committee, the Audit Committee is of the view that the review procedures in place have become inappropriate or insufficient in view of changes to the nature of, or the manner in which, the business activities of the Group are conducted, the Company will revert to the Shareholders for a fresh mandate based on new guidelines and review procedures to ensure that the Interested Person Transactions will be at arm's length and on normal commercial basis.

If any member of the Audit Committee has an interest in any interested person transaction to be reviewed, such member will abstain from any decision-making in respect of that transaction and the review and approval of that transaction will be undertaken by the remaining members of the Audit Committee.

(f) Review by the Internal Auditors

All interested person transactions, including the review policy and procedures established by the Group, are reviewed by the Group's internal auditors as part of the Group's standard internal audit process.

(g) Review by the Board of Directors

As the Audit Committee makes periodic reports to the Board, the Board takes cognizance of the Audit Committee's review of interested person transactions. The Board will ensure that all disclosure requirements on interested person transactions, including those required by prevailing legislation, the Listing Manual and accounting standards, are complied with.

2.7 Validity Period of the IPT Mandate

The IPT Mandate will take effect from the date of the passing of the ordinary resolution approving the renewal of the same and will (unless revoked or varied by the Company in general meeting) continue in force until the next annual general meeting of the Company. Approval from Shareholders will be sought for the renewal of the IPT Mandate at each subsequent annual general meeting, subject to satisfactory review by the Audit Committee of its continued application.

2.8 Disclosure of the Interested Person Transactions pursuant to the IPT Mandate

(a) The Company will announce the aggregate value of the Interested Person Transactions conducted pursuant to the IPT Mandate for the financial periods which the Company reports on, in accordance with applicable financial reporting standards and within the time required for the announcement of such reports.

(b) Disclosure will also be made in the Company's annual report of the aggregate value of Interested Person Transactions conducted pursuant to the IPT Mandate during the current financial year, and for subsequent financial years that the IPT Mandate continues in force, in accordance with the requirements of Chapter 9 of the Listing Manual.

2.9 Interest of Directors

Save for Mr. Benedict Chen Onn Meng, the other Directors of the Company have no interest, direct or indirect, in the Interested Person Transactions described above.

2.10 Statement of the Audit Committee

As at the Latest Practicable Date, the Audit Committee of the Company comprises Ms. Toh Shih Hua, Mr. Tan Poh Chye Allan and Mr. Ernest Yogarajah Balasubramaniam.

Pursuant to Rule 920(1)(c) of the Listing Manual, the Audit Committee confirms that:

(a) the methods and review procedures for determining the transaction prices of the Interested Person Transactions, set out in section 2.6 of this Circular, have not changed since Shareholders first approved the IPT Mandate at the Company's extraordinary general meeting held on 28 August 2006; and

(b) the methods and review procedures of the Interested Person Transactions established by the Company for determining the transaction prices of the Interested Person Transactions, if adhered to, are sufficient to ensure that the Interested Person Transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

If, in its review, the Audit Committee is of the view that the review procedures are no longer sufficient to ensure that the Interested Person Transactions will be conducted on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders, it will direct the Company to seek a fresh mandate from the Shareholders based on new guidelines and procedures for Interested Person Transactions.

2.11 Voting

Rule 919 of the Listing Manual provides that interested persons and their associates must not vote on any shareholders' resolution approving any mandate or renewal thereof in respect of any interested person transactions nor accept appointments as proxies unless specific instructions as to voting are given.

Mr. Benedict Chen Onn Meng will abstain from voting his shareholdings, and undertakes to ensure that his associates will abstain from voting in respect of Ordinary Resolution relating to the proposed renewal of the IPT Mandate at the EGM. Further, Mr. Benedict Chen Onn Meng undertakes to decline to accept, and undertakes to ensure that his associates will decline to accept, appointment as proxy to vote at the EGM in respect of Ordinary Resolution relating to the proposed renewal of the IPT Mandate unless the Shareholder appointing any of them has given specific instructions as to the manner in which his votes are to be cast for the said resolution.

3. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

3.1 Interests in Shares

As at the Latest Practicable Date, the interests of Directors and substantial shareholders of the Company in the Shares, based on the Company's register of interest of Directors and register of substantial shareholders respectively, are as follows:

	Direct Interest		Deemed Interest	
	No. of Shares	%[1]	No. of Shares	%[1]
Directors				
Benedict Chen Onn Meng[2]	12,000,180	16.28	175,200	0.24
Ernest Yogarajah Balasubramaniam	–	–	–	–
Toh Shih Hua	–	–	–	–
Tan Poh Chye Allan	–	–	–	–
Substantial Shareholders				
Benedict Chen Onn Meng[2]	12,000,180	16.28	175,200	0.24
Chng Beng Hock [3]	862,750	1.17	5,572,030	7.56
Chen Siew Meng[4]	4,793,000	6.50	1,661,200	2.25
Wong Kim Siong	7,000,000	9.50	–	–

Notes:

(1) Based on the issued share capital of the Company of 73,696,114 Shares excluding 1,076,800 treasury shares held by the Company as at the Latest Practicable Date.

(2) Mr. Benedict Chen Onn Meng is deemed interested in 175,200 Shares held through his Central Provident Fund investment account (UOB Kay Hian Private Limited).

(3) Chng Beng Hock has 3,081,800 ordinary shares held under the name of Phillip Securities Pte Ltd & 2,490,230 ordinary shares held under OCBC Securities Pte Ltd.

(4) Mr. Chen Siew Meng is deemed interested in 12,900 Shares held under OCBC Nominees Singapore Pte Ltd and 1,648,300 Shares held under OCBC Securities Pte Ltd.

3.2 Interests in warrants under the deed poll dated 17 December 2019

As at the Latest Practicable Date, the interests of Directors in the warrants of the Company, based on the Company's register of interest of Directors, are as follows:

	Direct Interest		Deemed Interest	
	No. of warrants	%[1]	No. of warrants	%[1]
Directors				
Benedict Chen Onn Meng	4,000,060	51.91	–	–
Ernest Yogarajah Balasubramaniam	–	–	–	–
Toh Shih Hua	–	–	–	–
Tan Poh Chye Allan	–	–	–	–

Notes:

(1) As a percentage of the total number of outstanding warrants of 7,705,598 warrants as at the Latest Practicable Date.

4. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages 19 to 21 of this Circular, will be held by way of electronic means on 28 July 2022 at 9.30 a.m. (or as soon thereafter following the conclusion or adjournment of the AGM scheduled to be held by way of electronic means at 9.00 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without modifications, the ordinary resolution set out in the notice of EGM.

Due to the current COVID-19 situation, the EGM will be held by way of electronic means and Shareholders will not be able to attend the EGM in person. Instead, alternative arrangements have been put in place to allow Shareholders to participate at the EGM by:

(a) observing and/or listening to the EGM proceedings via "live" audio-visual webcast or "live" audio-only stream;

(b) submitting questions related to the resolution to be tabled for approval in advance of the EGM; and/or

(c) voting by appointing the Chairman as proxy at the EGM.

Shareholders should refer to the Company's announcement dated 12 July 2022, which is available at the SGXNET, at the URL https://www.sgx.com/securities/company-announcements and the Company's website at the URL http://www.vibropower.com, for further information, including the steps to be taken by Shareholders to participate at the EGM.

In addition, Shareholders should note that the Company may make further changes to its EGM arrangements (including but not limited to any applicable alternative arrangements as may be prescribed or permitted (as the case may be) under the COVID-19 Act and any regulations promulgated thereunder (including the COVID-19 Order) as well as other guidelines issued by the relevant authorities) as the situation evolves. Shareholders are advised to keep abreast of any such changes as may be announced by the Company from time to time on SGXNET.

5. NO DISPATCH OF PRINTED COPIES OF THIS CIRCULAR, NOTICE OF EGM AND PROXY FORM

In line with the provisions under the COVID-19 Order, no printed copies of the Circular, the Notice of EGM and the Proxy Form in respect of the EGM will be dispatched to Shareholders.

A copy of this Circular, the Notice of EGM and the Proxy Form has been uploaded on SGXNET at the URL https://www.sgx.com/securities/company-announcements and the Company's website at the URL http://www.vibropower.com. A Shareholder will need an Internet browser and PDF reader to view these documents on SGXNET and the Company's website.

6. ACTION TO BE TAKEN BY SHAREHOLDERS

6.1 Appointment of Proxies

Shareholders (whether individual or corporate) who wish to vote on the resolution at the EGM must vote by proxy only and appoint only the Chairman of the EGM as their proxy by completing the Proxy Form as attached to the Notice of EGM.

Each Shareholder appointing the Chairman of the EGM as proxy must give specific instructions as to his manner of voting, or abstention from voting, failing which the appointment will be treated as invalid.

Please refer to the alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the EGM as set out in the Notice of EGM, and in the Company's announcement dated 12 July 2022 which have been uploaded together with this Circular on SGXNET, at the URL https://www.sgx.com/securities/company-announcements and the Company's website at http://www.vibropower.com on the same day.

All Shareholders are encouraged to complete, sign and return the Proxy Form attached to this Circular in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the Company (i) by email to vote@vibropower.com or (ii) by post to the Company's registered office at 11 Tuas Avenue 16, Singapore 638929, not later than 48 hours before the time appointed for the EGM.

In view of the current COVID-19 situation, Shareholders are strongly encouraged to submit completed Proxy Forms electronically via email.

An investor who holds Shares under the Central Provident Fund Investment Scheme (the "**CPF Investor**") and/or the Supplementary Retirement Scheme (the "**SRS Investor**") who wish to appoint the Chairman of the EGM as their proxy should approach their respective relevant intermediaries or agent banks to submit their votes no later than 9.30 a.m. on 19 July 2022, being seven (7) working days before the date of the EGM. CPF Investors and SRS Investors should not directly appoint the Chairman as proxy to direct the vote. The Proxy Form is not valid for use by CPF and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

6.2 When Depositor regarded as Shareholder

A Depositor shall not be regarded as a Shareholder entitled to attend and vote at the EGM unless he is shown to have Shares entered against his name in the Depository Register as at 72 hours before the time fixed for holding the EGM, as certified by CDP to the Company.

7. DIRECTORS' RECOMMENDATIONS

Proposed Renewal of the IPT Mandate

Having considered, *inter alia*, the terms, the rationale for and the benefits of the IPT Mandate, the Directors who are considered independent for the purposes of the proposed renewal of the IPT Mandate, namely Mr. Ernest Yogarajah Balasubramaniam, Ms. Toh Shih Hua and Mr. Tan Poh Chye Allan, are of the opinion that the proposed renewal of the IPT Mandate is in the best interests of the Company. Accordingly, they recommend that Shareholders vote in favour of Ordinary Resolution relating to the proposed renewal of the IPT Mandate at the EGM.

8. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the proposed renewal of the IPT Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in the Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the Circular in its proper form and context.

9. DOCUMENTS FOR INSPECTION

The following documents are available for inspection at the registered office of the Company at 11 Tuas Avenue 16, Singapore 638929 during normal business hours from the date of this Circular up to the date of the EGM:

(a) the Constitution of the Company; and

(b) the Annual Report of the Company for the financial period ended 31 March 2022.

In light of the prevailing safe distancing measures due to the COVID-19 situation, Shareholders should provide their names, contact number, proposed date and time of inspection to the Company Secretary, Sia Huai Peng at +65 6868 5168 at least three (3) working days' in advance to make a prior appointment to attend at the registered office of the Company to inspect the documents.

Yours faithfully,
for and on behalf of the Board of Directors of
VibroPower Corporation Limited

Benedict Chen Onn Meng
Chief Executive Officer

NOTICE OF EXTRAORDINARY GENERAL MEETING

VIBROPOWER CORPORATION LIMITED

(Company Registration Number 200004436E)
(Incorporated in the Republic of Singapore on 23 May 2000)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of VibroPower Corporation Limited (the "**Company**") will be held by way of electronic means on 28 July 2022 at 9.30 a.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company scheduled to be held by way of electronic means at 9.00 a.m. on the same day) for the purpose of considering and, if thought fit, passing with or without modifications, the following Ordinary Resolution:

ORDINARY RESOLUTION

Proposed Renewal of the Shareholders' General Mandate for Interested Person Transactions

That:

(A) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual (the "**Chapter 9**") of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), for the Company, its subsidiaries and associated companies or any of them to enter into any of the transactions falling within the categories of interested person transactions set out in section 2.4 of the circular to shareholders of the Company dated 12 July 2022 (the "**Circular**") with any person who is of the class or classes of interested persons described in sections 2.2 and 2.3 of the Circular, provided that such transactions are made on normal commercial terms in accordance with the review procedures for interested person transactions set out in section 2.6 of the Circular (the "**IPT Mandate**");

(B) the IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue to be in force until the conclusion of the next Annual General Meeting of the Company;

(C) the Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 which may be prescribed by the SGX-ST from time to time; and

(D) the Directors of the Company and/or any of them be and are hereby authorised and empowered to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.

By Order of the Board

Sia Huai Peng
Company Secretary

Singapore
12 July 2022

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

(1) The Extraordinary General Meeting ("EGM") 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 (the "Order"). Printed copies of this Notice of EGM, the accompanying Proxy Form and the Circular will not be sent to members. Instead, this Notice of EGM, the accompanying Proxy Form and the Circular will be published electronically on (i) SGXNET at the URL https://www.sgx.com/securities/company-announcements and (ii) the Company's website at the URL http://www.vibropower.com.

(2) Alternative arrangements for the EGM relating to, amongst other things, attendance at the EGM via electronic means (including arrangements by which the meeting may be electronically accessed via live webcast), submission of questions to the Chairman of the Meeting in advance of the EGM, addressing of substantial and relevant questions at the EGM and voting by appointing the Chairman of the Meeting as proxy at the EGM, are set out in the Company's announcement dated 12 July 2022. This document may be accessed at the Company's website at the URL http://www.vibropower.com and is also available on SGXNET at the URL https://www.sgx.com/securities/company-announcements.

(3) Due to the current COVID-19 situation, the EGM will be held by electronic means and a member will NOT be able to attend the EGM in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM. Please note that a member may not vote at the EGM otherwise than by way of appointing the Chairman of the Meeting as the member's proxy. Printed copies of the Proxy Form for the EGM will not be sent to members. The Proxy Form for the EGM may be accessed at the Company's website at the URL http://www.vibropower.com and is also available on SGXNET at the URL https://www.sgx.com/securities/company-announcements. Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the EGM (i.e. by 9.30 a.m. on 19 July 2022) in order to allow sufficient time for their respective CPF Agent Banks or SRS Operators to in turn submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf by the cut-off date).

(4) The Chairman of the Meeting, acting as proxy, need not be a member of the Company.

(5) The Proxy Form must be submitted to the Company in the following manners:

(a) if submitted by post, be deposited at the registered office of the Company at 11 Tuas Avenue 16, Singapore 638929; or

(b) if submitted electronically, be submitted via email in Portable Document Format (PDF) format to the Company at vote@vibropower.com,

in either case, at least 48 hours before the time fixed for holding the EGM and/or any adjournment thereof. A member who wishes to submit the Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or by scanning and submitting it by way of electronic means via email to the email address provided above.

In view of the current COVID-19 situation, members are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Personal data privacy:

By submitting a proxy form appointing the Chairman of the Meeting as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents of service providers) for the purpose of the processing and administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy 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 or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

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VIBROPOWER CORPORATION LIMITED

(Company Registration Number: 200004436E)
(Incorporated in the Republic of Singapore)

EXTRAORDINARY GENERAL MEETING

PROXY FORM

IMPORTANT

1. Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the EGM are set out in the Company's announcement dated 12 July 2022. Such announcement may be accessed by the Company's website at the URL http://www.vibropower.com and is also available on SGXNET at the URL https://www.sgx.com/securities/company-announcements.
2. A member will not be able to attend the EGM in person. A member will also not be able to vote online at the resolution to be tabled for approval at the EGM. If a member (whether individual or corporate) wishes to exercise his/her/its votes, he/she/it must submit this Proxy Form to appoint the Chairman of the EGM to vote on his/her/its behalf. A member (whether individual or corporate) appointing the Chairman of the Meeting as proxy must give specific instructions as to his/her/its manner of voting, or abstentions from voting, in this Proxy Form, failing which the appointment of the Chairman of the meeting as proxy for that resolution will be treated as invalid. This Proxy Form is not valid for use by CPF Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. An investor who holds shares under the Central Provident Fund Investment Scheme ("**CPF Investor**") and/or the Supplementary Retirement Scheme ("**SRS Investor**") who wishes to vote at the EGM should approach their respective agent banks to submit their votes at least seven (7) working days before the date of the EGM. CPF Investors and/or SRS Investors are requested to contact their respective agent banks for any queries they may have with regard to appointment as to the appointment of the Chairman of the Meeting as proxy for the EGM.
4. For CPF/SRS investors who have used their CPF/SRS monies to buy VibroPower Corporation Limited's shares, this form of proxy is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them.

I/We, _____ (Name)

_____ (NRIC/Passport No./Company Registration No.)

of _____ (Address)

being a member/members of VIBROPOWER CORPORATION LIMITED (the "Company") hereby appoint the Chairman of the Meeting as *my/our proxy to attend, speak and vote for *me/us on *my/our behalf, at the Extraordinary General Meeting of the Company (the "**EGM**") to be held by way of electronic means on 28 July 2022 at 9.30 a.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company scheduled to be held by way of electronic means at 9.00 a.m. on the same day) and at any adjournment thereof. *I/We direct *my/our proxy to vote for or against the Resolution to be proposed at the Extraordinary General Meeting as indicated below. If no specific direction as to voting is given, this Proxy Form shall be disregarded and the proxy shall abstain from voting on any matter arising at this Extraordinary General Meeting and at any adjournment thereof.

	For**	Against**	Abstain**
Ordinary Resolution To approve the proposed renewal of the Shareholders' General Mandate for Interested Person Transactions			

* Delete accordingly

** Voting will be conducted by poll. If you wish the Chairman of the EGM as your proxy to exercise all your votes for or against or abstain from voting for in respect of all your Shares the above Resolution, please indicate with a tick (✓) in the relevant boxes provided. Alternatively, if you wish the Chairman of the EGM as your proxy to exercise some and not all of your votes for or against and/or abstain from voting for the Resolution and/or if you wish the Chairman of the EGM as your proxy to abstain from voting in respect of the Resolution, please indicate the number of votes "For", the number of votes "Against" and/or the number of votes "Abstaining" in the boxes provided. In the absence of specific directions, the appointment of the Chairman of the EGM as your proxy will be treated as invalid.

Dated this _____ day of _____ 2022

Total number of Shares in:	No. of Shares
(a) Depository Register	
(b) Register of Members	

_____
Signature of Shareholder(s) / or Common Seal of
Corporate Shareholder

IMPORTANT: PLEASE READ NOTES OVERLEAF

Notes:

(1) Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore) (the "SFA"), you should insert that number of Shares. If you have Shares registered in your name in the register of members of the Company, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and the register of members of the Company, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the register of members of the Company. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.

(2) A member will not be able to attend the EGM in person. If a member (whether individual or corporate) wishes to exercise his/her/its votes, he/she/it must submit this Proxy Form to appoint the Chairman of the EGM to vote on his/her/its behalf. A member (whether individual or corporate) appointing the Chairman of the EGM as proxy must give specific instructions as to his/her/its manner of voting, or abstentions from voting, in this Proxy Form, failing which the appointment will be treated as invalid. This Proxy Form may be accessed via SGXNET at the URL https://www.sgx.com/securities/company-announcements and the Company's corporate website at URL http://www.vibropower.com.

In view of the current COVID-19 situation, members are strongly encouraged to submit completed Proxy Forms electronically via email.

(3) Relevant intermediaries shall also appoint the Chairman of the EGM to act as proxy and direct the vote at the EGM. Together with the instrument appointing a proxy, the Relevant Intermediaries shall provide to the Company a list of attendees who would like to attend the EGM by way of a "live" webcast with such information that may be requested by the Company.

"Relevant intermediary" means: (a) a banking corporation licensed under the Banking Act 1970 of Singapore or its wholly-owned subsidiary which provides nominee services and who holds shares in that capacity; (b) a capital markets services license holder which provides custodial services for securities under the SFA and who holds shares in that capacity; or (c) the Central Provident Fund ("CPF") Board, established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased on behalf of CPF investors.

(4) The Chairman of the EGM, as proxy, need not be a member of the Company.

(5) The instrument appointing the Chairman of the EGM as proxy must be completed and arrive (a) by email to vote@vibropower.com OR (b) by post to the Company's registered office at 11 Tuas Avenue 16, Singapore 638929, not less than 48 hours before the time appointed for the meeting.

(6) The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its Common Seal or under the hand of its attorney or a duly authorised officer.

(7) Where an instrument appointing a proxy or proxies 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) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.

(8) 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 at the meeting, in accordance with Section 179 of the Companies Act 1967 of Singapore.

(9) The Company shall be entitled to reject the instrument appointing the Chairman of the EGM as proxy 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 instrument appointing the Chairman of the EGM as proxy. In addition, in the case of a member whose Shares are entered against his/her name in the Depository Register, the Company may reject any instrument of proxy lodged if such member, being the appointor, is not shown to have shares entered against his name in the Depository Register 72 hours before the time appointed for holding the meeting, as certified by The Central Depository (Pte) Limited to the Company.

(10) A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the meeting in order for the Depositor to be entitled to attend and vote at the meeting.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting dated 12 July 2022.