CIRCULAR DATED 12 SEPTEMBER 2024

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.

If you have sold or transferred all your ordinary shares in the capital of the Company, you should immediately forward this Circular and the enclosed Notice of Extraordinary General Meeting ("**EGM**") and the Proxy Form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

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 lodgment of Proxy Form	:	25 September 2024 at 9.00 a.m.
Date and time of Extraordinary General Meeting	:	27 September 2024 at 9.00 a.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 8.30 a.m. on the same day and at the same place)
Place of Extraordinary General Meeting	:	38 Tuas Crescent, Singapore 638725

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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 on 27 September 2024 at 8.30 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 September 2024
"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
"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 18 to 20 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
"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"	:	6 September 2024, 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
"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

DEFINITIONS

"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

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 s/o 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 September 2024

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 at 38 Tuas Crescent Singapore 638725 on 27 September 2024 at 9.00 a.m. (or as soon thereafter following the conclusion or adjournment of the AGM scheduled to be held at 8.30 a.m. on the same day and at the same place) 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 18 to 20 of this Circular. The Proxy Form for the EGM is enclosed with 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, 30 April 2021, 28 July 2022 and 30 November 2023.

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 2024, the audited NTA of the Group as at 31 March 2024 was approximately S$8,188,000.

Accordingly, Shareholders' approval would be required where:

(a) the transaction is of a value equal to, or more than, S$409,400 (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 2.4 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 March 2023 and 31 March 2024.

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, 100% 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.

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 s/o 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 s/o Balasubramaniam	–	–	–	–
Toh Shih Hua	–	–	–	–
Tan Poh Chye Allan	–	–	–	–
Substantial Shareholders				
Benedict Chen Onn Meng[2]	12,000,180	16.28	175,200	0.24
Ong Ai Ling	6,208,100	8.42	–	–
Chen Siew Meng[3]	4,912,800	6.67	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) 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 s/o 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 18 to 20 of this Circular, will be held at 38 Tuas Crescent, Singapore 638725 on 27 September 2024 at 9.00 a.m. (or as soon thereafter following the conclusion or adjournment of the AGM scheduled to be held at 8.30 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. The Proxy Form for the EGM is enclosed with this Circular.

5. ACTION TO BE TAKEN BY SHAREHOLDERS

5.1 Appointment of Proxies

Shareholders who are unable to attend the EGM and who wish to appoint a proxy or proxies to attend and vote at the EGM on their behalf should complete, sign and return the Proxy Form as attached to the Notice of EGM, 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 holding of the EGM.

The completion and lodgment of a Proxy Form by a Shareholder does not preclude him from attending and voting in person at the EGM in place of his proxy or proxies if he so wishes. However, any appointment of a proxy or proxies by such Shareholder shall be deemed to be revoked if the Shareholder attends the EGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy, to the EGM.

5.2 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.

6. 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 s/o 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.

7. 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.

8. 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 2024.

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

Benedict Chen Onn Meng
Chief Executive Officer

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