



FUJI OFFSET PLATES MANUFACTURING LTD
(Company Registration No.: 198204769G)
(Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**” or the “**Meeting**”) of Fuji Offset Plates Manufacturing Ltd (the “**Company**”) will be held at Conference Room, 2 Jalan Rajah #06-28 Golden Wall Flatted Factory, Singapore 329134 on Monday, 29 April 2024, at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2023, together with the Independent Auditors’ Report thereon.

(Resolution 1)
2. To declare a first and final one-tier tax-exempt dividend of 0.5 Singapore cents per share for the financial year ended 31 December 2023 (2022: 0.5 Singapore cents per share).

(Resolution 2)
3. To note the retirement of following Director upon the conclusion of this AGM:

Mr Tan Keh Eyo

[See Explanatory Note (i)]
4. To re-elect the following Director of the Company retiring pursuant to the Article 106 of the Constitution of the Company:-

Mr Lai Mun Onn

[See Explanatory Note (ii)]

(Resolution 3)
5. To re-elect the following Director of the Company retiring pursuant to the Article 90 of the Constitution of the Company:-

Mr Koh Chun Yuan

[See Explanatory Note (ii)]

(Resolution 4)
6. To approve the payment of Directors’ fees of S\$100,000 for the financial year ended 31 December 2023 (2022: S\$100,000).

(Resolution 5)
7. To re-appoint Messrs CLA Global TS Public Accounting Corporation as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration.

(Resolution 6)
8. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

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

9. Authority to allot and issue shares

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

- (a) (i) allot and issue shares in capital of the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to), options, warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

- (b) (notwithstanding that the authority conferred by this Ordinary Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Ordinary Resolution is in force,

provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below) , of which the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued other than on a pro-rata basis to shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below) or any such other limit as may be prescribed by the Catalist Rules as at the date this Ordinary Resolution is passed;
- (2) (subject to such manner of calculation and adjustments as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings, if any) will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company at the time of the passing of this Ordinary Resolution, after adjusting for:
 - (a) new Shares arising from the conversion or exercise of the Instruments or any convertible securities;
 - (b) new Shares arising from exercising share options or vesting of share awards which are outstanding and subsisting at the time this Resolution is passed, provided that the options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares;

Adjustments in accordance with sub-paragraphs (a) and (b) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Ordinary Resolution;

- (3) in exercising the authority conferred by this Ordinary Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and otherwise, and the Constitution of the Company for the time being; and
- (4) unless revoked or varied by the Company in a general meeting, such authority conferred by this Ordinary Resolution shall continue to be in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.”

[See Explanatory Note (iii)]

(Resolution 7)

10. **Renewal of Shareholders’ Mandate for Interested Person Transactions**

“That for the purposes of Chapter 9 of the Catalist Rules:

- (a) approval be given for the renewal of the mandate for the Company, its subsidiaries and associated companies that are considered to be “entities at risk” under Chapter 9 of the Catalist Rules, or any of them to enter into any of the transactions falling within the types of interested person transactions as set out in the Appendix to the Annual Report to Shareholders dated 12 April 2024 (the “**Appendix**”) with any party who is of the class of interested persons described in the Appendix, provided that such transactions are carried out on normal commercial terms, will not be prejudicial to the interests of the Company and its minority shareholders, and in accordance with the guidelines and review procedures of the Company for such Interested Person Transactions as set out in the Appendix (the “**Shareholders’ Mandate**”);
- (b) the Shareholders’ Mandate shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier;
- (c) the Audit Committee of the Company be and are hereby authorised to take such action as they deem proper in respect of procedures and to implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Catalist Rules which may be prescribed by the SGX-ST from time to time; and
- (d) authority be given to the Directors of the Company to complete and do all such acts and things (including executing all such documents as may be required) as they may consider necessary, desirable or expedient to give effect to the Shareholders’ Mandate as they may think fit.”

[See Explanatory Note (iv)]

(Resolution 8)

By Order of the Board

Kevin Cho
Company Secretary

Singapore,
12 April 2024

Explanatory Notes:

- (i) Upon the retirement of Mr Tan Keh Eyo as Lead Independent Director of the Company, he will be relinquishing his position as Chairman of the Audit Committee as well as a member of the Nominating Committee and Remuneration Committee.
- (ii) Mr Lai Mun Onn will, upon re-election as a Director of the Company and the Changes to the Composition of the Board and Board Committees as announced on 5 April 2024, serve as Chairman of Nominating Committee and member of Audit Committee and Remuneration Committee. The Board considers Mr Lai Mun Onn to be independent for the purposes of Rule 704(7) of the Listing Manual Section B: Rules of Catalist (the "**Catalist Rules**").

Mr Koh Chun Yuan will, upon re-election as a Director of the Company and the Changes to the Composition of the Board and Board Committees as announced on 5 April 2024, serve as Chairman of Remuneration Committee and member of Audit Committee and Nominating Committee. The Board considers Mr Koh Chun Yuan to be independent for the purposes of Rule 704(7) of the Catalist Rules.

- (iii) The Ordinary Resolution 7 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments. The aggregate number of Shares (including Shares to be made in pursuance of Instruments made or granted pursuant to this Ordinary Resolution) which the Directors may allot and issue, shall not exceed, in total, one hundred per centum (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company, of which up to fifty per centum (50%) may be issued other than on a pro-rata basis to existing shareholders.

For determining the aggregate number of Shares that may be issued, the percentage of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company at the time this Ordinary Resolution 7 is passed after adjusting for new Shares arising from the conversion or exercise of any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Ordinary Resolution 7 is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

- (iv) The Ordinary Resolution 8 above, if passed, will authorise the Interested Person Transactions as described in the Appendix and recurring in the year and will empower the Directors of the Company to do all acts necessary to give effect to the Shareholders' Mandate. This authority will, unless previously revoked or varied by the Company in a general meeting, expire at the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.

Access to Documents or Information Relating to the AGM

1. The AGM is being convened, and will be held, at Conference Room, 2 Jalan Rajah #06-28 Golden Wall Flatted Factory, Singapore 329134 on Monday, 29 April 2024, at 10.00 a.m. (the "**AGM**" or "**Physical Meeting**"). **There will be no option for the members to participate virtually.**

Submit Questions in relation to any Resolution set out in the Notice of AGM in advance of, or at, the AGM

2. Shareholders can submit their questions in advance of the AGM via following manner:
 - (a) if submitted by post, be deposited at the registered office of the Company at 2 Jalan Rajah, #06-28 Golden Wall Flatted Factory, Singapore 329134; or

- (b) if submitted electronically, be submitted via email to the Company, at agm2024@fopgroup.com,

in either case, by 10.00 a.m. on Saturday, 20 April 2024.

Addressing questions

3. Management and the Board of the Company will endeavour to address all substantial and relevant questions submitted, prior to or during the AGM by publishing the responses to such questions on the SGX's website at the URL <https://www.sgx.com/securities/company-announcements> and the Company's corporate website at the URL <https://www.fopgroup.com/index.php/investor-relations> by no later than 10.00 a.m. on 25 April 2024. However, as there may not be sufficient time to address all such questions during the AGM itself, the Company will publish the responses to those questions which the Company will not be addressing during the AGM on the SGX's website at the URL <https://www.sgx.com/securities/company-announcements> and the Company's corporate website at the URL <https://www.fopgroup.com/index.php/investor-relations>, and the minutes will include the responses to the substantial and relevant questions which are addressed during the AGM.
4. The Company will publish the minutes of the AGM within one (1) month from date of AGM on both the SGX's website at the URL <https://www.sgx.com/securities/company-announcements> and the Company's corporate website at the URL <https://www.fopgroup.com/index.php/investorrelations>, and the minutes will include the responses by the Board of Directors and Management to the substantial and relevant questions from shareholders which are addressed during the AGM.

Attendance at the AGM

5. Shareholders who are appointing Proxyholder(s) to attend the Physical Meeting on his/her/its behalf should pre-register the Proxyholder and specify his/her/its intention to attend the Physical Meeting as well as to submit the completed and signed Proxy Form by 10.00 a.m. on Saturday, 27 April 2024, being at least forty-eight (48) hours before the time fixed for the AGM, failing which the appointment shall be invalid.

Voting

6. Voting on the resolutions tabled at the AGM will be by poll in accordance with the Constitution of the Company.
7. The proxy form for the AGM may be accessed at the Company's corporate website at the URL <https://www.fopgroup.com/index.php/investor-relations>, and will also be made available on the SGX's website at the URL <https://www.sgx.com/securities/company-announcements>.

Where a member (whether individual or corporate) who is not a relevant intermediary (as defined below) is entitled to appoint not more than two (2) proxies, the appointments shall be invalid unless such Shareholder specifies the number of Shares to be represented by each proxy. Please note that proxy will be given the same rights as member.

A member may appoint the Chairman of the meeting as his/her/its proxy.

A Shareholder, who is a relevant intermediary, is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such Shareholder. Where such Shareholder's instrument appointing a proxy(ies) appoints more than two proxies, the number and class of Shares is held in relation to which each proxy has been appointed must be specified in the instrument appointing a proxy(ies).

Central Provident Fund ("CPF") or Supplemental Retirement Scheme ("SRS") investors who wish to appoint proxy(ies) should approach their respective CPF Agent Banks or SRS Operators (being relevant intermediaries) to submit their votes by 5.00 p.m. on Wednesday, 17 April 2024.

8. "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.
9. A member can choose to appoint the Chairman of the AGM as his/her/its proxy.
10. A proxy need not be a member of the Company.
11. The proxy form must be submitted to the Company in the following manner:
 - (a) if submitted by post, be deposited at the registered office of the Company at 2 Jalan Rajah, #06-28 Golden Wall Flatted Factory, Singapore 329134; or
 - (b) if submitted electronically, be submitted via email to the Company, at agm2024@fopgroup.com,in either case, not less than forty-eight (48) hours before the time appointed for holding the AGM, i.e., by 10.00 a.m. on Saturday, 27 April 2024.

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.
12. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at seventy-two (72) hours before the time fixed for holding the AGM in order for the Depositor to be entitled to attend and vote at the AGM.
13. Printed copies of this Notice, Proxy Form, the 2023 Annual Report and the Appendix in relation to the Proposed Renewal of Shareholders' Mandate for Interested Person Transactions (the "IPT Appendix") will be sent by post to members. This Notice, the proxy form, and the 2023 Annual Report and the IPT Appendix are also available on the SGX's website at the URL <https://www.sgx.com/securities/company-announcements> and the Company's corporate website at the URL <https://www.fopgroup.com/index.php/investor-relations> as follows:
 - (a) the 2023 Annual Report may be accessed by clicking on the hyperlinks "FOP Group's latest Annual Report"; and
 - (b) the IPT Appendix may be accessed by clicking on the hyperlinks "IPT Appendix".
14. Any reference to a time of day in this Notice of AGM is made by reference to Singapore time.

Personal data privacy:

By submitting (a) the Proxy Form appointing a proxy or proxies to attend, speak and vote at the AGM of the Company and/or any adjournment thereof, or (b) questions in relation to the resolution set out in the Notice of AGM, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing and administration by the Company (or its agents or service providers) of the appointment of a proxy or proxies for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes (including questions and answers) and other documents relating to the AGM (including any adjournment thereof);
- (ii) addressing all substantial and relevant questions received from members relating to the resolution set out in the Notice of AGM to be tabled for approval at the AGM prior to the AGM and if necessary, following up with the relevant members in relation to such questions; and
- (iii) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines by the relevant authorities.

Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a member may be recorded by the Company (or its agents or service providers) for such purposes.

This Notice has been reviewed by the Company's Sponsor, Asian Corporate Advisors Pte. Ltd., (the "Sponsor"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "SGX-ST") and the SGX-ST assumes no responsibility for the contents of this Notice, including the correctness of any of the statements or opinions made or reports contained in this Notice.

The contact person for the Sponsor is Ms. Foo Quee Yin., at 160 Robinson Road, #21-05 SBF Center, Singapore 068914, Telephone number: 6221 0271