

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of the Company will be held at 8 Wilkie Road #03-01 Wilkie Edge Singapore 228095 on 30 July 2024 at 11 a.m. to transact the following business:-

ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and Audited Financial Statements of the Company for the financial year ended 31 March 2024 together with the Independent Auditor’s Report thereon. **Resolution 1**

2. To re-elect Mr Chang Long Jong, who is retiring in accordance with Regulation 117 of the Company’s Constitution, as a Director of the Company. **Resolution 2**

Mr Chang Long Jong shall, upon re-election as a Director of the Company, remain as a member of the Audit Committee and a member of Remuneration Committee.

3. To re-elect Mr Wong Kim Soon Royson, who is retiring in accordance with Regulation 117 of the Company’s Constitution, as a Director of the Company. **Resolution 3**

Mr Wong Kim Soon Royson shall, upon re-election as a Director of the Company, remain as Chairman of the Audit and Nominating Committee and a member of the Remuneration Committee. Mr Wong Kim Soon Royson shall be considered independent for the purpose of Rule 704(7) of the Catalist Rules.

4. To approve the payment of Directors’ fees of \$80,000 for the financial year ended 31 March 2024. **Resolution 4**

5. To appoint Messrs Forvis Mazars LLP (“Forvis Mazars”) as the Company’s Independent Auditors to hold office until the conclusion of the next annual general meeting of the Company in place of the retiring Independent Auditors, Messrs CLA Global TS Public Accounting Corporation (“CLA Global TS”), and to authorise the Directors to fix their remuneration. **Resolution 5**

[See Explanatory Note (i)]

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SPECIAL BUSINESS

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

6. Authority to allot and issue shares

Resolution 6

That pursuant to Section 161 of the Companies Act 1967 ("**Companies Act**") and the Catalist Rules, authority be and is hereby given to the Directors of the Company to allot and issue shares and convertible securities in the capital of the Company (whether by way of rights, bonus or otherwise) at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit provided that:–

- (i) the aggregate number of Shares and convertible securities to be issued pursuant to this Resolution does not exceed 100 per cent (100%) of the total number of issued Shares (excluding treasury Shares and subsidiary holdings) of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares and convertible securities to be issued other than on a pro rata basis to existing shareholders of the Company does not exceed fifty per cent (50%) of the total number of issued shares (excluding treasury Shares and subsidiary holdings) of the Company (as calculated in accordance with sub-paragraph (ii) below);
- (ii) (subject to such manner of calculations as may be prescribed by the SGX-ST), for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (i) above, the percentage of the total number of issued Shares shall be based on the total number of issued Shares (excluding treasury Shares and subsidiary holdings) of the Company at the time this Resolution is passed after adjusting for:–
 - (a) new Shares arising from the conversion or exercise of any convertible securities;
 - (b) new Shares arising from exercising Share Options (the "**Options**") or vesting of Share Awards outstanding or subsisting at the time of the passing of the resolution approving the mandate, provided the Options or Awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or sub-division of Shares
- (iii) unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

[See Explanatory Note (ii)]

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7. **Authority to grant Awards and to allot and issue Shares under the Vividthree Performance Share Plan** **Resolution 7**

That pursuant to Section 161 of the Companies Act and the Catalist Rules, approval be and is hereby given to the Directors of the Company to:

- (a) grant Awards in accordance with the provisions of the Vividthree Performance Share Plan (the “**Vividthree PSP**”); and
- (b) allot and issue from time to time such number of fully paid-up shares as may be required to be allotted and issued pursuant to the release of Awards under the Vividthree PSP provided that the aggregate number of Shares to be allotted and issued pursuant to the Vividthree PSP shall not exceed fifteen per cent (15%) of the total number of issued Shares (excluding Shares held by the Company as treasury shares) from time to time.

[See Explanatory Note (iii)]

8. **Renewal of Share Buyback Mandate** **Resolution 8**

All capitalised terms in this resolution which are not defined herein shall have the same meanings ascribed to them in the Addendum to Shareholders dated 11 July 2024.

That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, the exercise by the directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company (“**Shares**”) not exceeding in aggregate the number of issued Shares representing 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any, as at that date) (the “**Maximum Percentage**”), at such price or prices as may be determined by the directors of the Company from time to time up to the Maximum Price, whether by way of:
 - (i) on-market purchases, transacted on the Singapore Exchange Securities Trading Limited through the ready market, and which may be transacted through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
 - (ii) off-market purchases, otherwise than on an approved exchange as defined in the Companies Act, in accordance with an equal access scheme(s) as may be determined or formulated by the directors of the Company as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the Catalist Rules,

on the terms set out in the Addendum, be and is hereby authorised and approved generally and unconditionally (the “**Share Buyback Mandate**”);

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- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the directors of the Company pursuant to the Share Buyback Mandate may be exercised by the directors of the Company at any time and from time to time during the period commencing from the date of the passing of this resolution and expiring on the earliest of:
- (i) the date on which the next annual general meeting is held or required by law to be held; or
 - (ii) the date on which the authority conferred by the Share Buyback Mandate is revoked or varied by the Company in general meeting; or
 - (iii) the date on which purchases or acquisitions of Shares pursuant to the Share Buyback Mandate are carried out to the full extent mandated; and
- (c) the directors of the Company and each of them be and is hereby authorised to do such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or he may consider necessary, desirable or expedient to give effect to the transactions contemplated and/or authorised by this resolution.

[See Explanatory Note (iv)]

9. To transact any other business which may be properly transacted at an Annual General Meeting.

Explanatory Notes:

- (i) An Addendum is attached to this notice to provide shareholders with information and the rationale relating to the proposed change of Auditors to be tabled at the AGM.

The Ordinary Resolution proposed in item 5, if passed, will approve the appointment of Forvis Mazars as Independent Auditors of the Company in place of the retiring Independent Auditors, CLA Global TS, and authorise the Directors to fix their remuneration.

CLA Global TS, the retiring Independent Auditors, has served as the Independent Auditors of the Company since 23 August 2018. The Directors are of the view that it would be timely to effect a change in Independent Auditors with effect from the financial year ending 31 March 2025.

The Board has concurred with the Audit Committee for the appointment of the Independent Auditors at the upcoming AGM. CLA Global TS will be retiring and will not be seeking for re-appointment as Independent Auditors for the financial year ending 31 March 2025. Further details of the proposed change of auditors are set out in the Addendum dated 15 July 2024 in relation to Resolution 5.

In accordance with the requirements of Rule 712(3) of the Catalist Rules:

- (a) the outgoing Auditors, CLA Global TS has confirmed that they are not aware of any professional reasons why the new Auditors, Forvis Mazars should not accept appointment as Auditors of the Company;
- (b) the Directors confirm that there were no disagreements with the outgoing Auditors, CLA Global TS, on accounting treatment during the financial year ended 31 March 2024;

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- (c) the Directors confirm that, other than as set out above, it is not aware of any circumstances connected with the proposed change of the Auditors that should be brought to the attention of shareholders;
 - (d) the specific reasons for the proposed change of Auditors are disclosed in the Addendum; and
 - (e) the Directors confirm that Rule 712 and Rule 715 of the Catalyst Rules are complied with in relation to the appointment of Forvis Mazars.
- (ii) The Ordinary Resolution proposed in item 6, if passed, will empower the Directors from the date of this Annual General Meeting until the date of the next Annual General Meeting, to allot and issue Shares and convertible securities in the Company. The number of Shares and convertible securities, which the Directors may allot and issue under this Resolution shall not exceed hundred (100%) of the total number of issued Shares (excluding treasury Shares and subsidiary holdings) at the time of passing this Resolution. For allotment and issue of Shares and convertible securities other than on a pro-rata basis to all shareholders of the Company, the aggregate number of Shares and convertible securities to be allotted and issued shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury Shares and subsidiary holdings). This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting, or by the date by which the next Annual General Meeting is required by law to be held, whichever is earlier.
- (iii) The Ordinary Resolution proposed in item 7, if passed, will empower the Directors to grant Awards and to issue and allot Shares pursuant to the Vividthree PSP. The grant of Awards under the Vividthree PSP will be made in accordance with the provisions of the Vividthree PSP. The aggregate number of Shares which may be issued pursuant to the Vividthree PSP shall not exceed fifteen per cent (15%) of the total number of issued Shares (excluding Shares held by the Company as treasury shares) from time to time.
- (iv) The Ordinary Resolution proposed in item 8, if passed, will empower the Directors of the Company, effective period commencing from the date on which the ordinary resolution in relation to the proposed renewal of the Share Buyback Mandate is passed in a general meeting and expiring on the earliest of the date on which the next Annual General Meeting is held or is required by law to be held, the date the said mandate is revoked or varied by the Company in a general meeting, or the date on which the purchases of shares pursuant to the Share Buyback Mandate are carried out to the full extent mandated, to repurchase ordinary shares of the Company by way of on-market purchases or off-market purchases of up to ten per cent (10%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company at the Maximum Price. The rationale for, the authority and limitation on, the sources of funds to be used for the purchase or acquisition including the amount of financing and the financial effects of the purchase or acquisition of ordinary shares by the Company pursuant to the Share Buyback Mandate on the audited consolidated financial statements of the Group for the financial year ended 31 March 2024 are set out in greater detail in the Addendum to Shareholders dated 15 July 2024.

BY ORDER OF THE BOARD

Lim Siok Ching Catherine
Company Secretary

Date: 15 July 2024

Notes:

1. A member of the Company (not being a relevant intermediary) is invited to attend physically, speak and vote at the Annual General Meeting ("**AGM or Meeting**"). **There will be no option for shareholders to participate virtually.** Printed copies of this notice of AGM ("**Notice**") and the proxy form will be sent to Shareholders. The documents including the FY2024 Annual Report will also be made available to Shareholders via publication on the Company's website at the URL <https://www.vividthreeholdings.com> and on SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
2. **Arrangements for participation in the AGM physically:**

Members (including CPF Investment Scheme ("**CPFIS**") and Supplementary Retirement Scheme ("**SRS**") investors) may participate in the AGM by:

- (a) attending the AGM in person;
- (b) submitting questions to the Chairman of the AGM in advance of, or at, the AGM; and/or

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(c) voting at the AGM

- (i) themselves personally; or
- (ii) through their duly appointed proxy(ies).

CPFIS and SRS investors who wish to appoint the Chairman of the AGM (and not third party proxy(ies)) as proxy to approach their respective CPF Agent Banks or SRS Operators to submit their votes. *Please see item 6 below for details.*

In the event members encountered Covid-19 like symptoms prior to the AGM, members are strongly encouraged to exercise social responsibility to rest at home and consider appoint a proxy(ies) to attend the AGM. We encourage members to mask up when attending the AGM.

3. Submission of Instrument Appointing a Proxy (“Proxy Form”) to Vote:

- (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote in his/her stead at the AGM. Where a member of the Company appoints more than one proxy, he/she shall specify the proportion of his/her shares to be represented by each such proxy, failing which, the nomination shall be deemed to be alternative.
- (b) A member 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 member.

Pursuant to Section 181 of the Companies Act 1967 of Singapore, a relevant intermediary is either:

- (i) a banking corporation licensed under the Banking Act 1970 or its wholly-owned subsidiary which provides nominee services and holds shares in that capacity;
- (ii) a capital market services license holder which provides custodial services for securities under the Securities and Futures Act 2001 and holds in that capacity; or
- (iii) the Central Provident Fund (“**CPF**”) Board established by the Central Provident Fund Act 1953, in respect of shares purchased on behalf of CPF investors.

4. A proxy need not be a member of the Company.

5. A member can appoint the Chairman of the AGM as his/her/its proxy but this is not mandatory.

If a member wishes to appoint the Chairman of the Meeting as proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the Meeting as proxy. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the Chairman of the Meeting will vote or abstain from voting at his discretion.

6. CPFIS/SRS investors who hold SGX shares through CPF Agent Banks/SRS Operators:

- (a) may vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks/SRS Operators, and should contact their respective CPF Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies; or
- (b) may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case they should approach their CPF Agent Banks/SRS Operators to submit their votes at least (7) working days prior to the date of AGM (i.e. by 11.00 a.m. on 19 July 2024) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the AGM to vote on their behalf by the cut-off date.

7. The Proxy Form, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must be submitted to the Company in the following manner:

- (a) if by post, to the Share Registrar of the Company, B.A.C.S. Private Limited, at 77 Robinson Road #06-03 Robinson 77 Singapore 068896; or
- (b) emailed to the Company’s Share Registrar at main@zicoholdings.com

in either case, not less than 72 hours before the time for holding the AGM by 11.00 a.m. on 27 July 2024 and at any adjournment thereof.

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8. A Shareholder who wishes to submit an instrument of proxy by (a) and (b) must first download the proxy form, which is available on SGX website at the URL <https://www.sgx.com/securities/company-announcements>, complete and sign the proxy form, before submitting it by post to the addresses provided above, or scanning and sending it by email to the email address provided above.
9. The Company shall be entitled to reject the instrument appointing a proxy or proxies 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 a proxy or proxies (such as in the case where the appointor submits more than one instrument of proxy) and received after the cut-off at 11.00 a.m on 27 July 2024. In the case of shares entered in the Depository Register, 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 AGM in order for the Depositor to be entitled to appoint the proxy or proxies.
10. If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.
11. Completion and return of the Proxy Form by a member will not prevent him/her from attending, speaking and voting at the AGM if he/she so wishes. The appointment of the proxy(ies) for the AGM will be deemed to be revoked if the member attends the AGM in person and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies) to the AGM.
12. **Submission of questions by members in advance of the AGM**
 - (i) by email to the Company at ir@vividthree.com
 - (ii) in hard copy by sending personally or by post and lodging the same at the office of the Company's Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road #06-03 Robinson 77 Singapore 068896; or

The Company will endeavor to address the substantial queries from members prior to, or at the AGM and upload the Company's responses on the SGX website. The minutes of the AGM, which include responses to substantial queries from the members which are addressed during the AGM, will be posted on the SGX website and the Company's website within one month from the date of the AGM.

All questions must be submitted by 11.00 a.m. on 22 July 2024 to the Company.

13. Important reminder. Any changes to the manner of conducting the AGM will be announced by the Company on SGXNet. Members are advised to check SGXNet regularly for any further updates.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representatives to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.