

VIVIDTHREE HOLDINGS LTD.

Registration No. 201811828R

(Incorporated in Singapore)

(the "Company")



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of the Company will be convened and held by way of electronic means on Thursday, 29 July 2021 at 10.00 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 2021 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 Remuneration Committee and shall be considered non-independent.

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 as a member of the Remuneration Committee. Mr Wong Kim Soon Royson shall be considered independent for the purpose of Rule 704(7) of Catalist Rules.

4. To approve the payment of Directors' fees of \$100,000 for the year ended 31 March 2021. **Resolution 4**

5. To re-appoint Messrs Nexia TS Public Accounting Corporation as Auditors for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 5**

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, Cap. 50. ("**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);



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- (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 (i)]

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 (ii)]

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

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Explanatory Notes:

- (i) 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.
- (ii) 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.

BY ORDER OF THE BOARD

YAP PECK KHIM
Company Secretary

Date: 14 July 2021

NOTES:

1. PARTICIPATION IN THE AGM VIA “LIVE” WEBCAST OR “LIVE” AUDIO FEED

- (a) In view of the safe distancing regulations to hold physical meetings and to minimise physical interactions and COVID-19 transmission risks, the Company will conduct its AGM 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 and members will NOT be able to attend the AGM in person. Printed copies of this notice of AGM (“**Notice**”), the proxy form and the FY2021 Annual Report will NOT be sent to members of the Company. Instead, the documents including this Notice will be made available to members 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>.
- (b) Alternative arrangements relating to, among others, attendance at the AGM by way of electronic means (including arrangements by which the AGM can be electronically accessed via live audio-visual webcast or live audio-only feed), submission of questions in advance of the AGM, addressing of substantial and relevant questions prior to, or at the AGM and/or voting by appointing the Chairman of the Meeting as proxy at the AGM, are set out below.
- (c) A member will be able to follow the proceedings of the AGM through a “live” webcast or listen to these proceedings through a “live” audio feed (collectively, “**Live Webcast**”).

In order to do so, a member must pre-register by 10.00 a.m. on 26 July 2021 (“**Registration Deadline**”), at the URL <https://conveneagm.com/sg/vividthree> for authentication of their status as members.

- (d) Following authentication of your status as members, authenticated members will receive email instructions on how to access the Live Webcast of the proceedings of the AGM by 10.00 a.m. on 28 July 2021. Members who have registered by the Registration Deadline but did not receive email instructions by 10.00 a.m. on 28 July 2021 may contact support@conveneagm.com for assistance. Members must not forward the abovementioned email instructions to other persons who are not members and who are not eligible to attend the AGM. This is to avoid any potential technical disruptions to the Live Webcast.



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- (e) Investors holding shares through relevant intermediaries as defined in Section 181(1C) of the Companies Act, including CPF and SRS Investors who wish to participate in the AGM should approach his/her relevant intermediary as soon as possible so that the necessary arrangements can be made for their participation in the AGM.

2. SUBMISSION OF QUESTIONS

- (a) A member who pre-registers to watch the “live” webcast or listen to the “live” audio feed may also submit questions related to the resolutions to be tabled for approval at the Annual General Meeting.

To do so, all questions must be submitted by 10.00 a.m. on 26 July 2021:

- (i) via the pre-registration website at the URL <https://conveneagm.com/sg/vividthree>
 - (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 8 Robinson Road #03-00 ASO Building Singapore 048544; or
 - (iii) by email to B.A.C.S. Private Limited at main@zicoholdings.com
- (b) 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.

3. SUBMISSION OF PROXY FORMS

- (a) A member (whether individual or corporate) will NOT be able to attend the AGM in person. A member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM. The instrument appointing the Chairman of the AGM as proxy has been uploaded together with this Notice of AGM on SGX website on the same day.
- (b) 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 form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
- (c) The Chairman of the Meeting, as proxy, need not be a member of the Company.
- (d) The instrument appointing the Chairman of the Meeting as proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must:
 - (i) if by post, to the Company’s Share Registrar, B.A.C.S. Private Limited, at 8 Robinson Road #03-00 ASO Building Singapore 048544; or
 - (ii) if submitted electronically, be submitted via email to the Company’s Share Registrar at main@zicoholdings.com,

in either case, by 10.00 a.m on 26 July 2021 or not less than **72 hours** before the time for holding the AGM or at any adjournment thereof.

- (e) A member who wishes to submit an instrument of proxy by (i) and (ii) 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 address provided above, or scanning and sending it by email to the email address provided above. In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.
- (f) Investors who hold shares through relevant intermediaries as defined in Section 181(1C) of the Companies Act, including CPF and SRS Investors, and wish to appoint the Chairman of the Meeting as proxy, should approach their respective agents, including CPF Agent Banks and SRS Operators, to submit their votes at least seven (7) working days before the AGM (i.e. by 10.00 a.m. on 20 July 2021) 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.

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- (g) The Company shall be entitled to reject the instrument appointing the Chairman of the Meeting 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 Meeting as proxy (such as in the case where the appointor submits more than one instrument of proxy).
- (h) 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 Chairman of the Meeting as proxy.

IMPORTANT NOTICE:

Due to the evolving COVID-19 situation in Singapore, the Company may change the AGM arrangements at short notice. The Company will announce any changes to the holding or conduct of the AGM via the SGX website. Shareholders are advised to check the SGX website regularly for updates on the AGM.

The Annual Report for the financial year ended 31 March 2021 ("**2021 Annual Report**") may be accessed at the Company's website at the URL <https://www.vividthreeholdings.com>

PERSONAL DATA PRIVACY

By (a) submitting an instrument appointing the Chairman of the AGM as proxy to attend and vote at the AGM and/or any adjournment thereof, or (b) submitting details for the registration to observe the proceedings of the AGM via Live Webcast, or (c) submitting any question prior to the AGM in accordance with this Notice, a Shareholder consents to the collection, use and disclosure of the Shareholder'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 proxy forms appointing the Chairman of the AGM as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof);
- (ii) processing of the registration for purpose of granting access to Shareholders (or their corporate representatives in the case of Shareholders which are legal entities) to the Live Webcast to observe the proceedings of the AGM and providing them with any technical assistance where necessary;
- (iii) addressing substantial and relevant questions from Shareholders received before the AGM and if necessary, following up with the relevant Shareholders in relation to such questions;
- (iv) preparation and compilation of the attendance list, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.