VICPLAS INTERNATIONAL LTD

REGISTRATION NO. 199805362R
INCORPORATED IN THE REPUBLIC OF SINGAPORE

NOTICE OF NINETEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Nineteenth Annual General Meeting of Vicplas International Ltd (the "**Company**") will be held at Devan Nair Institute for Employment and Employability, Event Hall 1 (Level 1), 80 Jurong East Street 21, Singapore 609607 on Tuesday, November 28, 2017 at 2.30 p.m. for the purpose of transacting the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the year ended July 31, 2017 and the Auditors' Report thereon. **(Resolution 1)**
2. To declare a final (one-tier tax exempt) dividend of S$0.005 per share for the year ended July 31, 2017. **(Resolution 2)**
3. To approve the Directors' fees of S$278,137.00 (2016: S$275,000.00) for the year ended July 31, 2017. **(Resolution 3)**
4. To re-elect Mr. Ng Cher Yan, who is retiring by rotation pursuant to Article 115 of the Company's Constitution, and who, being eligible, offers himself for re-election. **(Resolution 4)**
   [See Explanatory Note 1]
5. To re-elect Mr. Christopher Paul Lee, who is retiring by rotation pursuant to Article 115 of the Company's Constitution, and who, being eligible, offers himself for re-election. **(Resolution 5)**
   [See Explanatory Note 2]
6. To re-appoint Deloitte & Touche LLP as Auditors and to authorise the Directors to fix their remuneration. **(Resolution 6)**

AS SPECIAL BUSINESS

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

7. Authority to allot and issue shares and convertible instruments **(Resolution 7)**

   "That pursuant to Section 161 of the Companies Act, Cap. 50 (the "**Companies Act**") and the listing rules of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), authority be and is hereby given to the Directors of the Company to:

   (a) (i) issue shares 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) 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 may in their absolute discretion deem fit; and

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

   Provided that:

   (i) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares to be issued other than on a *pro-rata* basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (ii) below);

   (ii) (subject to such manner of calculation 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 total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) 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 the exercise of any share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed, provided that the share options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
   (c) any subsequent bonus issue, consolidation or subdivision of shares,

   and, in sub-paragraph (i) above and this sub-paragraph (ii), "subsidiary holdings" has the meaning given to it in the Listing Manual of the SGX-ST;

   (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST 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 for the time being of the Company; and

   (iv) 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 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." [See Explanatory Note 3]

8. Renewal of the Shareholders' Mandate for interested person transactions **(Resolution 8)**

   "That:

   (a) approval be and is hereby given for the purposes of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**Chapter 9**"), for the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9), or any of them, to enter into transactions falling within the types of interested person transactions described in the Appendix to the Company's Circular to Shareholders dated November 10, 2017 (the "**Circular**") with any party who is of the class of interested persons described in the Appendix to the Circular, provided that such transactions are made on normal commercial terms and will not be prejudicial to the interests of the Company and minority shareholders and in accordance with the guidelines and procedures for such interested person transactions as set out in the Appendix to the Circular;

   (b) the approval given in paragraph (a) above (the "**Shareholders' Mandate**") shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company; and

   (c) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the Shareholders' Mandate and/or this Resolution." [See Explanatory Note 4]

9. Renewal of the Share Purchase Mandate **(Resolution 9)**

   "That:

   (a) for the purposes of Sections 76C and 76E of the Companies Act, Cap. 50 (the "**Act**"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire ordinary shares of the Company ("**Shares**") not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:
   (i) market purchase(s) (each a "**Market Purchase**") on the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"); and/or
   (ii) off-market purchase(s) (each an "**Off-Market Purchase**") effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which schemes shall satisfy all the conditions prescribed by the Act,

   and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Purchase Mandate**");

   (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earliest of:
   (i) the date on which the next Annual General Meeting of the Company is held;
   (ii) the date by which the next Annual General Meeting of the Company is required by law to be held; and
   (iii) the date on which purchases and acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated;

   (c) in this Resolution:

   "**Prescribed Limit**" means that number of issued Shares representing 10% of the total number of issued Shares as at the date of the passing of this Resolution (excluding treasury shares and subsidiary holdings (as defined in the Listing Manual of the SGX-ST) as at that date);

   "**Maximum Price**" in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, stamp duties, applicable goods and services tax and other related expenses) not exceeding:
   (i) in the case of a Market Purchase: 105% of the Average Closing Price of the Shares; and
   (ii) in the case of an Off-Market Purchase: 120% of the Average Closing Price of the Shares,

   where:

   "**Average Closing Price**" means the average of the closing market prices of the Shares over the last five Market Days, on which transactions in the Shares were recorded, immediately preceding the date of the making of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase pursuant to the equal access scheme, as deemed to be adjusted for any corporate action which occurs after the relevant five Market Day period;

   "**date of the making of the offer**" means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from the shareholders of the Company stating the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

   "**Market Day**" means a day on which the SGX-ST is open for trading in securities;

   (d) the Directors of the Company and/or any of them be and are hereby authorised to deal with the Shares purchased by the Company pursuant to the Share Purchase Mandate in any manner as may be permitted under the Act; and

   (e) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated by this Resolution." [See Explanatory Note 5]

10. Authority to grant options, and allot and issue shares pursuant to the Vicplas International Share Option Plan **(Resolution 10)**

    "That approval be and is hereby given to the Directors of the Company to offer and grant options in accordance with the provisions of the Vicplas International Share Option Plan (the "**Share Option Plan**") and to allot and issue from time to time such number of ordinary shares of the Company as may be required to be issued pursuant to the exercise of options under the Share Option Plan, provided that the aggregate number of new ordinary shares which may be issued pursuant to options to be granted under the Share Option Plan, when added to the number of new ordinary shares issued and issuable in respect of all options granted under the Share Option Plan, shall not exceed 15% of the total number of issued ordinary shares of the Company, excluding treasury shares and subsidiary holdings (as defined in the Listing Manual of the Singapore Exchange Securities Trading Limited), from time to time." [See Explanatory Note 6]

11. Authority to issue new shares pursuant to the Vicplas International Ltd Scrip Dividend Scheme **(Resolution 11)**

    "That pursuant to Section 161 of the Companies Act, Cap. 50, authority be and is hereby given to the Directors of the Company to allot and issue from time to time such number of ordinary shares of the Company as may be required to be allotted and issued pursuant to the Vicplas International Ltd Scrip Dividend Scheme." [See Explanatory Note 7]

12. Affirmation of the grant of options made to Directors under the Vicplas International Share Option Plan **(Resolution 12)**

    "That the grant or grants of share options heretofore to any Director of the Company as a participant of the Vicplas International Share Option Plan, be and are hereby approved and affirmed." [See Explanatory Note 8]

By Order of the Board

Esther Au
Company Secretary
Singapore

November 10, 2017

Notes:

(a) (i) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Nineteenth Annual General Meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.

(ii) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Nineteenth Annual General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"**Relevant intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act, Cap. 50.

(b) A proxy need not be a member of the Company.

(c) The instrument appointing a proxy or proxies must be deposited at the registered office of the Company, 35 Joo Koon Circle, Singapore 629110, not less than 48 hours before the time appointed for holding the Nineteenth Annual General Meeting.

Explanatory Notes:

1. Resolution 4 is to re-elect Mr. Ng Cher Yan, who will be retiring by rotation under Article 115 of the Company's Constitution. Mr. Ng is considered an Independent and Non-Executive Director. If he is re-elected, he will remain as the Chairman of the Audit Committee, the Chairman of the Remuneration Committee and a member of the Nominating Committee. Key information on Mr. Ng can be found on page 8 of the Annual Report 2017. There are no material relationships (including immediate family relationships) between Mr. Ng and the other Directors of the Company or the Company.
2. Resolution 5 is to re-elect Mr. Christopher Paul Lee, who will be retiring by rotation under Article 115 of the Company's Constitution. Mr. Lee is considered a Non-Independent and Non-Executive Director. If he is re-elected, he will remain as the Chairman of the Strategy Committee. Key information on Mr. Lee can be found on page 8 of the Annual Report 2017.
3. Resolution 7 is an Ordinary Resolution to empower the Directors, from the date of this Nineteenth Annual General Meeting until the date of the next Annual General Meeting, to issue shares of the Company, to make or grant instruments convertible into shares, and to issue shares pursuant to such instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings), of which up to 20% may be issued other than on a *pro-rata* basis to shareholders.

   For the purpose of determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time that Resolution 7 is passed after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when Resolution 7 is passed, and (b) any subsequent bonus issue, consolidation or subdivision of shares. As at October 13, 2017, the Company had 461,000 treasury shares and no subsidiary holdings.
4. Resolution 8 is an Ordinary Resolution to renew the Shareholders' Mandate for transactions with interested persons and empower the Directors of the Company, from the date of this Nineteenth Annual General Meeting until the date of the next Annual General Meeting, to enter into transactions falling within the types of interested person transactions described in the Appendix to the Company's Circular to Shareholders dated November 10, 2017. For more details, please refer to paragraph 2 of the Appendix to the Company's Circular to Shareholders dated November 10, 2017.
5. Resolution 9 is an Ordinary Resolution to renew, effective until the next Annual General Meeting, the Share Purchase Mandate for the Company to purchase or acquire its issued ordinary shares on the terms and subject to the conditions of Resolution 9.

   The Company intends to use internal resources or external borrowings or a combination of both to finance its purchase or acquisition of its ordinary shares. The amount of financing required for the Company to purchase or acquire its ordinary shares, and the impact of such purchase or acquisition on the Company's financial position cannot be ascertained as at the date of this Notice as these will depend on the number of ordinary shares purchased or acquired, whether the purchase or acquisition is made out of profits or capital, the price at which such ordinary shares were purchased or acquired and whether the ordinary shares purchased or acquired are held in treasury or cancelled.

   The financial effects of an assumed purchase or acquisition of such ordinary shares by the Company pursuant to the Share Purchase Mandate, based on the audited financial statements of the Group and the Company for the year ended July 31, 2017 and certain other assumptions, are set out in paragraph 3.7 of the Company's Circular to Shareholders dated November 10, 2017 and are for illustration only.
6. Resolution 10 is an Ordinary Resolution to empower the Directors of the Company to offer and grant options, and to allot and issue from time to time such number of ordinary shares of the Company as may be required to be issued pursuant to the exercise of options under the Vicplas International Share Option Plan, provided that the aggregate number of new ordinary shares which may be issued pursuant to options to be granted under the Vicplas International Share Option Plan, when added to the number of new ordinary shares issued and issuable in respect of all options granted under the Vicplas International Share Option Plan, shall not exceed 15% of the total number of issued ordinary shares of the Company, excluding treasury shares and subsidiary holdings, from time to time.
7. Resolution 11 is an Ordinary Resolution to empower the Directors of the Company to allot and issue ordinary shares of the Company pursuant to the Vicplas International Ltd Scrip Dividend Scheme to eligible members who, in respect of a qualifying dividend, have elected to receive scrip in lieu of the cash amount of that qualifying dividend.
8. Resolution 12 is an Ordinary Resolution to affirm the grant of share options that have been made to Directors of the Company ("**Directors**") under the Vicplas International Share Option Plan (the "**Share Option Plan**").

   The Company supports the position that the holding of shares by non-executive Directors for the long term is to be encouraged as a means to better align their interests with those of shareholders. Consistent with this, the Share Option Plan (as approved by shareholders at an Extraordinary General Meeting of the Company on September 20, 2010) envisages participation by non-executive Directors.

   Accordingly, share options were granted in financial years 2011, 2014, 2015 and 2016 to certain Directors pursuant to the Share Option Plan. A total of 26,000,000 options were granted to Directors, of which 17,000,000 have been exercised, 1,500,000 have lapsed, and 7,500,000 are outstanding as at October 13, 2017. All share options granted to Directors have been disclosed in the Company's Annual Report for the respective financial years.

   These grants were to acknowledge the contributions made by the relevant Director to the success of the Company and/or the Group. As the share options granted to these Directors were not intended as an alternative to paying Directors' fees in cash or other form of emoluments in respect of their office, they were not required to be put to shareholders for further approval whether for the purposes of Section 169 of the Companies Act, Cap. 50 or the Company's Constitution.

   Nonetheless, as a matter of openness and transparency, the Company is of the view that it is good practice to table the affirmation resolution (as described above) at the forthcoming Annual General Meeting, as well as to table proposed grants of share options to any non-executive Director under the Share Option Plan at future Annual General Meetings for shareholders' approval.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Nineteenth 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Nineteenth Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Nineteenth Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over 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 or service providers), 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 or service providers) 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.

BOOKS CLOSURE AND PAYMENT DATE OF FINAL DIVIDEND

Subject to the approval of the shareholders of the Company ("**Shareholders**") to be obtained for the proposed final (one-tier tax exempt) dividend of S$0.005 per share for the financial year ended July 31, 2017 (the "**Final Dividend**"), the Share Transfer Books and Register of Members of the Company will be closed on December 13, 2017 for the purpose of determining Shareholders' entitlements to the Final Dividend. The Share Transfer Books and Register of Members will re-open on December 14, 2017.

Duly completed registrable transfers received by the Company's Share Registrar, B.A.C.S. Private Limited, at 8 Robinson Road #03-00, ASO Building, Singapore 048544 up to 5.00 p.m. on December 12, 2017 will be registered to determine Shareholders' entitlements to the Final Dividend. Shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with the shares as at 5.00 p.m. on December 12, 2017 will rank for the Final Dividend.

The Final Dividend, if approved at the Nineteenth Annual General Meeting to be held on November 28, 2017, will be paid on December 21, 2017.