

NOTICE OF ANNUAL GENERAL MEETING

VERSALINK HOLDINGS LIMITED

Registration No. 201411394N

(Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Versalink Holdings Limited (the “**Company**”) will be convened and held by way of electronic means on Tuesday, 29 June 2021 at 2.00 p.m. to transact the following business:-

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 28 February 2021, together with the Auditor’s Report thereon. **Resolution 1**

2. To approve the payment of Directors’ fees of S\$106,000 for the financial year ended 28 February 2021 (2020: S\$107,000). **Resolution 2**

3. To note the retirement of Mr Chin Chee Choon who is retiring in accordance with Article 114 of the Company’s Constitution, as a Director of the Company.

*Mr Chin Chee Choon, upon his retirement at the conclusion of this Annual General Meeting, shall cease to be the Chairman of the Board of Directors of the Company (“**Board**”) and the Audit Committee and a member of the Remuneration Committee and Nominating Committee.*

4. To re-elect Mr Law Kian Guan, who is retiring in accordance with Article 114 of the Company’s Constitution and who, being eligible, offer himself for re-election as a Director of the Company. **Resolution 3**

Mr Law Kian Guan shall, upon re-election, remain as an Executive Director of the Company.

5. To re-elect Mr Law Boon Seng, who is retiring in accordance with Article 118 of the Company’s Constitution and who, being eligible, offer himself for re-election as a Director of the Company. **Resolution 4**

Mr Law Boon Seng shall, upon re-election, remain as an Executive Director of the Company and a member of the Nominating Committee.

6. To re-elect Dato’ Dr Lee Chung Wah, who is retiring in accordance with Article 118 of the Company’s Constitution and who, being eligible, offer himself for re-election as a Director of the Company. **Resolution 5**

Dato’ Dr Lee Chung Wah shall, upon re-election, remain as an Independent Non-Executive Director of the Company, Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee. Dato’ Dr Lee Chung Wah is considered independent by the Board for the purpose of Rule 704(7) of the Singapore Exchange Securities Trading Limited Listing Manual Section B: Rules of Catalyst.

7. To re-appoint RSM Chio Lim LLP as auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **Resolution 6**

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AS SPECIAL BUSINESS

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

8. **Authority to allot and issue shares**

Resolution 7

- (a) "That pursuant to Section 161 of the Companies Act, Cap. 50. ("**Companies Act**") and Rule 806 of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist ("**Catalist Rules**"), authority be and is hereby given to the Directors of the Company to:

- (i) allot and issue shares in the 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 the authority conferred by this 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 Resolution was 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) shall not exceed one hundred per centum (100%) of the Company's 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 existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed fifty per centum (50%) of the Company's 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 Company's total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of the passing of this 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, provided that such share options or share 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.

Adjustments in accordance with sub-paragraph (ii)(a) or sub-paragraph (ii)(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 Resolution;

- (iii) in exercising the authority conferred by this 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 SGX-ST) and the Constitution for the time being of the Company; and
- (iv) unless revoked or varied by the Company in a general meeting, such authority conferred by this Resolution shall continue in force until: (a) the conclusion of the next annual general meeting of the Company or by the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier; or (ii) in the case of Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such Shares in accordance with the terms of the Instruments."

[See Explanatory Note (i)]

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9. **Authority to offer and grant awards and to allot and issue shares under the Versalink Performance Share Plan** **Resolution 8**

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

- a) offer and grant awards ("**Awards**") in accordance with the provisions of the Versalink Performance Share Plan (the "**Plan**");
- 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 vesting of the Awards granted by the Company under the Plan, whether granted during the subsistence of this authority or otherwise, provided that the aggregate number of Shares to be allotted and issued pursuant to the Plan, when aggregated together with Shares issued and/or issuable in respect of all Awards granted under the Plan, all other existing share schemes or share plans of the Company for the time being, shall not exceed fifteen per centum (15%) of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time; and
- c) unless revoked or varied by the Company in a general meeting, such authority conferred by this Resolution shall continue in force until the conclusion of the next annual general meeting of the Company or by 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)]

10. **Authority to offer and grant options and to allot and issue shares under the Versalink Employee Share Option Scheme** **Resolution 9**

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

- a) offer and grant options ("**Options**") in accordance with the provisions of the Versalink Employee Share Option Scheme (the "**Scheme**");
- b) to 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 exercise of the Options granted by the Company under the Scheme, whether granted during the subsistence of this authority or otherwise, provided that the aggregate number of Shares to be allotted and issued pursuant to the Scheme, when aggregated together with Shares issued and/or issuable in respect of all Options granted under the Scheme, all other existing share schemes or share plans of the Company for the time being, shall not exceed fifteen per centum (15%) of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time; and
- c) unless revoked or varied by the Company in a general meeting, such authority conferred by this Resolution shall continue in force until the conclusion of the next annual general meeting of the Company or by 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 (iii)]

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

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Explanatory Notes:

- (i) Resolution 7, if passed, will empower the Directors of the Company, from the date of this Annual General Meeting until the date of the next Annual General Meeting, or the date by which the next Annual General Meeting is required by law to be held or the date such authority is revoked or varied by the Company in a general meeting, whichever is the earliest, to allot and issue Shares and convertible securities in the Company. The aggregate number of Shares (including any Shares issued pursuant to the convertible securities) which the Directors of the Company may allot and issue under this Resolution will not exceed one hundred per centum (100%) of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings), of which up to fifty per centum (50%) of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings), may be issued other than on a *pro-rata* basis to existing shareholders of the Company.

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

- (ii) Resolution 8, if passed, will empower the Directors of the Company, from the date of this Annual General Meeting until the date of the next Annual General Meeting, or the date by which the next Annual General Meeting is required by law to be held or the date such authority is revoked or varied by the Company in a general meeting, whichever is the earliest, to offer and grant Awards under the Plan and to allot and issue Shares upon the vesting of such Awards in accordance with the Plan provided that the aggregate number of Shares to be allotted issued pursuant to the Plan, when aggregated together with Shares issued and/or issuable in respect of all Awards granted under the Plan, all other existing share schemes or share plans of the Company for the time being, shall not exceed fifteen per centum (15%) of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time.
- (iii) Resolution 9, if passed, will empower the Directors of the Company, from the date of this Annual General Meeting until the date of the next Annual General Meeting, or the date by which the next Annual General Meeting is required by law to be held or the date such authority is revoked or varied by the Company in a general meeting, whichever is the earliest, to offer and grant Options under the Scheme and to allot and issue Shares upon the exercise of such Options in accordance with the Scheme, provided that the aggregate number of Shares to be allotted and issued pursuant to the Scheme, when aggregated together with Shares issued and/or issuable in respect of all Options granted under the Scheme, all other existing share schemes or share plans of the Company for the time being, shall not exceed fifteen per centum (15%) of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time.

By Order of the Board

Seah Kim Swee
Company Secretary

Date: 9 June 2021

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Notes:

- a) A Shareholder (including a relevant intermediary*) entitled to vote at the Annual General Meeting of the Company on Tuesday, 29 June 2021 at 2.00 p.m. (the “**AGM**”) must appoint Chairman of the AGM to act as proxy and direct the vote at the AGM.
- b) The instrument appointing the Chairman of the AGM as proxy must be under the hand of the appointor or on his/her attorney duly authorised in writing. Where the instrument appointing the Chairman of the AGM as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorised officer, failing which the instrument of proxy may be treated as invalid.
- c) A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.
- d) In the case of joint shareholders, all holders must sign the form of proxy.

IMPORTANT NOTICE TO SHAREHOLDERS ON ALTERNATIVE ARRANGEMENTS FOR THE AGM:

In view of the safe distancing regulations to hold physical meetings and to minimize physical interactions and COVID-19 transmission risks, the Company will conduct its AGM by way of 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. Printed copies of the documents relating to the business of the AGM, which comprise this notice of AGM dated 9 June 2021 (“**Notice**”), the proxy form for the AGM and the Company's Annual Report for the financial year ended 28 February 2021, will **NOT** be sent to Shareholders. Instead, these documents will be made available to shareholders of the Company (“**Shareholders**”) for access and download via publication by the Company on the Company's corporate website at the URL <https://versalink.com/investor> and on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.

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 stream), 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 AGM as proxy at the AGM, are set out below.

Due to the current COVID-19 situation and the related safe distancing measures in Singapore, a Shareholder (*including a relevant intermediary**) will not be able to attend the AGM in person. A Shareholder (whether individual or corporate) 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 if such Shareholder wishes to exercise his/her/its voting rights at the AGM.

- * Pursuant to Section 181 of the Companies Act, Cap. 50 of Singapore (“**Companies Act**”), any Shareholder who is a relevant intermediary is required to appoint the Chairman of the AGM to attend, speak and vote at the AGM. Relevant intermediary is either:
- (i) a banking corporation licensed under the Banking Act (Cap. 19) or its wholly-owned subsidiary which provides nominee services and holds shares in that capacity; or
 - (ii) a capital market services license holder which provides custodial services for securities under the Securities and Futures Act (Cap. 289) and holds in that capacity; or
 - (iii) the Central Provident Fund (“**CPF**”) Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased on behalf of CPF investors.

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Shareholders may participate at the AGM by taking note of the following steps:

1. Pre-registration for Live Webcast

A Shareholder will be able to follow the proceedings of the AGM through a “live” audio-visual webcast or “live” audio-only stream (collectively, “**Live Webcast**”) via mobile phone, tablet, computer or any such electronic device.

In order to do so, a Shareholder must pre-register no later than 2.00 p.m. on 25 June 2021 (“**Registration Deadline**”), by emailing to srs.teamd@boardroomlimited.com with the following details for verification purpose:-

For individual -

- a) Full Name (as per identification document);
- b) Last 4 alphanumeric characters of NRIC/Passport Number;
- c) Shareholding type (e.g. CDP; Scrip-based; SRS; Corporate Representative);
- d) Email address; and
- e) Contact number

For Corporate Entity -

- a) Company Name;
- b) Registration Number;
- c) Shareholding type (e.g. CDP; Scrip-based; SRS; Corporate Representative);
- d) Email address; and
- e) Contact number

Shareholders who have been authenticated will receive email instructions to access the Live Webcast of the proceedings of the AGM. Shareholders who have pre-registered by the Registration Deadline but did not receive email instructions by 2.00 p.m. on 26 June 2021 may contact the Company by email at dorothee@versalink.com for assistance.

Shareholders must not forward the abovementioned email instructions to other persons who are not Shareholders and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the Live Webcast.

Investors who hold shares of the Company through relevant intermediaries as defined in Section 181(1C) of the Companies Act, including SRS Investors, and wish to participate in the AGM should, in addition to pre-registering, approach their respective agents, including SRS Operators, as soon as possible so that the necessary arrangements can be made by the relevant agents for their participation in the AGM.

2. Shareholders’ Queries

Shareholders will not be able to speak or ask questions during the Live Webcast, therefore it is important for them to submit their questions in advance of the AGM.

All questions in relation to any resolution set out in the Notice must be submitted no later than 2.00 p.m. on 26 June 2021 to the Company via email to dorothee@versalink.com.

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For verification purpose, when submitting any questions via email, Shareholders MUST provide the Company with their particulars (comprising full name (for individuals)/company name (for corporates), email address, contact number, NRIC (last 4 alphanumeric characters)/passport number (last 4 alphanumeric characters)/company registration number, shareholding type and number of shares held).

The Company will endeavor to address and provide its responses to the substantial and relevant questions from Shareholders in relation to any resolution set out in the Notice prior to the AGM via publication on the SGXNet website at the URL <https://www.sgx.com/securities/company-announcements> and on the Company's corporate website at the URL <https://versalink.com/investor>. Where substantial and relevant questions submitted by Shareholders are unable to be addressed prior to the AGM, the Company will address them during the AGM via Live Webcast. The Company will also address any subsequent clarifications sought, or follow-up questions, prior to, or during, the AGM in respect of substantial and relevant matters.

The minutes of the AGM, which include the Company's responses to the substantial and relevant questions from Shareholders which are addressed during the AGM, shall thereafter be published on SGXNet and the Company's corporate website, within one (1) month from the conclusion of the AGM.

Investors who hold shares of the Company through relevant intermediaries as defined in Section 181(1C) of the Companies Act, including SRS Investors, can submit their questions in relation to any resolution set out in the Notice upon pre-registration, however, they should, in addition to pre-registering, approach their respective agents, including SRS Operators, as soon as possible, so that the necessary arrangements can be made by the relevant agents for their participation in the AGM.

3. Proxy Voting

A Shareholder (including a relevant intermediary) will not be able to attend the AGM physically in person. If a Shareholder (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 on the SGXNet and the Company's corporate website on the same day.

Shareholders (whether individual or corporate) appointing the Chairman of the AGM as proxy must give specific instructions as to his/her/its manner of voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid.

The instrument appointing the Chairman of the AGM 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:

- (a) if sent personally or by post, to the Share Registrar of the Company, Boardroom Corporate & Advisory Services Pte Ltd, at **50 Raffles Place, Singapore Land Tower, #32-01 Singapore 048623** (Opening Hours is 9.00 a.m. to 5.30 p.m., Mondays to Fridays (excluding Public Holidays); or
- (b) if sent by email, to srs.teamd@boardroomlimited.com,

in either case, by 2.00 p.m. on 27 June 2021 (being not less than 48 hours before the time appointed for holding the AGM and at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

A Shareholder who wishes to submit an instrument of proxy by (a) and (b) must first download the proxy form for the AGM, which is available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's corporate website at the URL <https://versalink.com/investors>, complete and sign the proxy form, before submitting it personally or by post to the address provided above, or scanning and sending it by email to the email address provided above.

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In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for Shareholders to submit completed proxy forms personally or by post, Shareholders are strongly encouraged to submit completed proxy forms electronically via email.

Investors who hold shares of the Company through relevant intermediaries as defined in Section 181(1C) of the Companies Act, including SRS Investors, and wish to appoint the Chairman of the AGM as proxy, should approach their respective agents, including SRS Operators, to submit their votes at least seven (7) working days before the AGM (i.e. by 2.00 p.m. on 17 June 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.

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

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 appointed for holding the AGM in order for the Depositor to be entitled to appoint the Chairman of the AGM 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 SGXNet. Shareholders are advised to check the SGXNet regularly for updates on the AGM.

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; and
- (iv) 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.

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 (such as his name, his presence at the AGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.

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*This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "**Sponsor**"), in accordance with Rule 226(2) (b) of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalyst.*

This notice has not been examined or approved by 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. Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 8 Robinson Road #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.