

# VICPLAS INTERNATIONAL LTD

(Incorporated in the Republic of Singapore)  
(Company Registration No.199805362R)

# PROXY FORM

## Important

- The Annual General Meeting will be held, in a wholly physical format, at the venue, date and time stated below. There will be no option for shareholders to participate virtually.
- Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of a proxy(ies).**
- This Proxy Form is not valid for use (and shall be ineffective for all intents and purposes if used or purported to be used) by CPF and SRS investors. CPF and SRS investors:
  - may vote at the Annual General Meeting if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
  - may appoint the Chairman of the Meeting as proxy to vote on their behalf at the Annual General Meeting, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on November 18, 2024.

## Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated November 6, 2024.

\*I/We, \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC/Passport/UEN)

of \_\_\_\_\_ (Address)

being a \*member/members of Vicplas International Ltd (the "Company") hereby appoint:

Name	Address	NRIC/Passport No.	Proportion of Shareholdings (%)

\*and/or

Name	Address	NRIC/Passport No.	Proportion of Shareholdings (%)

as \*my/our \*proxy/proxies to attend, speak and vote for \*me/us on \*my/our behalf at the Twenty-Sixth Annual General Meeting of the Company to be held at Devan Nair Institute for Employment and Employability, Event Hall 1 (Level 1), 80 Jurong East Street 21, Singapore 609607 on Thursday, November 28, 2024 at 3.00 p.m. and at any adjournment thereof.

\*I/We direct \*my/our \*proxy/proxies to vote for or against or abstain from voting on the resolutions to be proposed at the Annual General Meeting as indicated hereunder.

If no person is named in the above boxes, the Chairman of the Meeting shall be \*my/our proxy to vote for or against or abstain from voting on the resolutions to be proposed at the Annual General Meeting as indicated hereunder, for \*me/us on \*my/our behalf at the Annual General Meeting and at any adjournment thereof.

No.	Resolutions	For**	Against**	Abstain**
1.	To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the year ended July 31, 2024 and the Auditor's Report thereon.			
2.	To approve the Directors' fees of S\$284,986.00 (2023: S\$272,712.00) for the year ended July 31, 2024.			
3.	To re-elect Mrs. Jane Rose Philomene Gaines-Cooper as a Director pursuant to Article 115 of the Company's Constitution.			
4.	To re-elect Mr. Ng Beng Tiong as a Director pursuant to Article 115 of the Company's Constitution.			
5.	To re-elect Mr. Yeo Kah Chong Mark Andrew as a Director pursuant to Article 119 of the Company's Constitution.			
6.	To re-appoint Deloitte & Touche LLP as Auditor and to authorise the Directors to fix its remuneration.			
7.	To authorise the Directors to issue additional shares and convertible instruments.			
8.	To approve the renewal of the Interested Person Transactions Mandate.			
9.	To approve the renewal of the Share Purchase Mandate.			
10.	To authorise the grant of options and the allotment and issuance of shares pursuant to the Vicplas International Share Option Plan 2021.			
11.	To authorise the issuance of shares pursuant to the Vicplas International Ltd Scrip Dividend Scheme.			

\* Delete where inapplicable.

\*\* Voting will be conducted by poll. If you wish your proxy(ies) to cast all your votes "For" or "Against" the relevant resolution, please tick (✓) within the "For" or "Against" box provided in respect of that resolution. Alternatively, please indicate the number of votes "For" or "Against" in the "For" or "Against" box provided in respect of that resolution. If you wish your proxy(ies) to abstain from voting on a resolution, please tick (✓) within the "Abstain" box provided in respect of that resolution. Alternatively, please indicate the number of shares that your proxy(ies) is(are) directed to abstain from voting in the "Abstain" box provided in respect of that resolution. In any other case, the proxy(ies) may vote or abstain as the proxy(ies) deem(s) fit on any of the above resolutions if no voting instruction is specified, and on any other matter arising at the Annual General Meeting.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2024

Total Number of Ordinary Shares in:	No. of Ordinary Shares
CDP Register	
Register of Members	

\_\_\_\_\_  
Signature(s) of Member(s) or Common Seal

\_\_\_\_\_  
Contact Number/Email Address of Member(s)

**PLEASE READ NOTES OVERLEAF**

**Notes:**

- (1) (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 Annual General Meeting. Where such member's instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.
- (ii) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the 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 instrument appointing a proxy(ies) 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 instrument.

**"Relevant intermediary"** has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.

A member who wishes to appoint a proxy(ies) must complete the instrument appointing a proxy(ies), before submitting it in the manner set out below.

- (2) A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the Meeting as his/her/its proxy.
- (3) A member should insert the total number of shares held. If the member has shares entered against his/her/its name in the Depository Register (maintained by The Central Depository (Pte) Limited), he/she/it should insert that number of shares. If the member has shares registered in his/her/its name in the Register of Members (maintained by or on behalf of the Company), he/she/it should insert that number of shares. If the member has shares entered against his/her/its name in the Depository Register and registered in his/her/its name in the Register of Members, he/she/it should insert the aggregate number of shares. If no number is inserted, this instrument appointing a proxy(ies) will be deemed to relate to all the shares held by the member.
- (4) The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:
  - (i) if submitted personally or by post, be lodged 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
  - (ii) if submitted electronically, be submitted via email to the Company's Share Registrar at [main@zicoholdings.com](mailto:main@zicoholdings.com),

and, in each case, must be lodged or received (as the case may be) by 3.00 p.m. on November 25, 2024, being not less than 72 hours before the time appointed for the holding of the Annual General Meeting.

- (5) Completion and submission of an instrument appointing a proxy(ies) by a member will not preclude him/her from attending, speaking and voting at the Annual General Meeting if he/she so wishes. Any appointment of a proxy(ies) for the Annual General Meeting shall be deemed to be revoked if the member attends the Annual General Meeting in person, and in such event, the Company reserves the right to refuse to admit any person(s) appointed under the relevant instrument appointing a proxy(ies) to the Annual General Meeting.
- (6) The instrument appointing a proxy(ies) must be signed under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy(ies) is executed by a corporation, it must be executed either under its seal or under the hand of its duly authorised officer or attorney. Where an instrument appointing a proxy(ies) is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company), if the instrument is submitted personally or by post, be lodged with the instrument or, if the instrument is submitted electronically via email, be emailed with the instrument, failing which the instrument may be treated as invalid.
- (7) The Company shall be entitled to reject the instrument appointing a proxy(ies) 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 on the instrument appointing a proxy(ies) (including any related attachment). In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing a proxy(ies) lodged or submitted, if the member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the Annual General Meeting, as certified by The Central Depository (Pte) Limited to the Company.