

FUJI OFFSET PLATES MANUFACTURING LTD
(Company Registration No.: 198204769G)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**” or the “**Meeting**”) of Fuji Offset Plates Manufacturing Ltd (the “**Company**”) will be held by way of electronic means via “live” audio-visual webcast and “live” audio-only stream on Thursday, 29 April 2021, at 3.00 p.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2020, together with the Independent Auditors’ Report thereon.

(Resolution 1)

2. To declare a first and final one-tier tax-exempt dividend of 0.3 Singapore cents per share for the financial year ended 31 December 2020 (2019: 0.3 Singapore cents per share).

(Resolution 2)

3. To re-elect the following Directors of the Company retiring pursuant to the Article 106 of the Constitution of the Company and Rule 720(4) of the Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”):-

Mr Low Beng Tin (retiring under Article 106 and Rule 720(4))

(Resolution 3)

Mr Lai Mun Onn (retiring under Article 106)

(Resolution 4)

Mr Low Beng Tin will, upon re-election as a Director of the Company, remain as an Independent Director, the Chairman of the Nominating Committee and a member of the Audit and Remuneration Committees respectively, and will be considered independent pursuant to Rule 704(7) of the Catalist Rules of the SGX-ST.

Mr Lai Mun Onn will, upon re-election as a Director of the Company, remain as an Independent Director, the Chairman of the Remuneration Committee and a member of the Audit and Nominating Committees respectively, and will be considered independent pursuant to Rule 704(7) of the Catalist Rules of the SGX-ST.

Detailed information on each of the abovementioned Directors of the Company as required pursuant to Rule 720(5) of the Catalist Rules of the SGX-ST is on pages 45 to 48 of the annual report.

4. To approve the payment of Directors’ fees of S\$100,000 for the financial year ended 31 December 2020 (2019: S\$106,247).

(Resolution 5)

5. To re-appoint Messrs Ernst & Young LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration.

(Resolution 6)

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

AS SPECIAL BUSINESS

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

7. Authority to allot and issue shares

That pursuant to Section 161 of the Companies Act, Cap. 50 (the “**Companies Act**”) and Rule 806 of the Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), the Directors of the Company be authorised and empowered to:

- (a) (i) allot and issue shares in 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 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:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued other than on a pro-rata basis to shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (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 (1) above, the percentage of 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) in the capital of the Company 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 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 subdivision of Shares;

Adjustments in accordance with (a) and (b) 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 the resolution approving the mandate.

- (3) 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 the SGX-ST), all applicable legal requirements under the Companies Act, and otherwise, the Constitution of the Company for the time being; and
- (4) unless revoked or varied by the Company in a general meeting, such authority 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 earlier.

[See Explanatory Note (i)]

(Resolution 7)

8. Renewal of Shareholders' Mandate for Interested Person Transactions

That for the purposes of Chapter 9 of the Catalist Rules of the SGX-ST:

- (a) approval be given for the renewal of the mandate for the Company, its subsidiaries and associated companies or any of them to enter into any of the transactions falling within the types of Interested Person Transactions as set out in the Appendix to the Annual Report to Shareholders dated 14 April 2021 (the "**Appendix**") with any party who is of the class of Interested Persons described in the Appendix, provided that such transactions are carried out on normal commercial terms and in accordance with the review procedures of the Company for such Interested Person Transactions as set out in the Appendix (the "**Shareholders' Mandate**");
- (b) the Shareholders' Mandate shall, unless revoked or varied by the Company in a general meeting, 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 earlier; and
- (c) authority be given to the Directors of the Company to complete and do all such acts and things (including executing all such documents as may be required) as they may consider necessary, desirable or expedient to give effect to the Shareholders' Mandate as they may think fit.

[See Explanatory Note (ii)]

(Resolution 8)

9. Approval for the continued appointment of Mr Tan Keh Eyo, as an Independent Director, for purposes of Rule 406(3)(d)(iii)(A) of the Catalist Rules of the SGX-ST

That, subject to and contingent upon the passing of Resolution 10:

- (a) the continued appointment of Mr Tan Keh Eyo, as an Independent Director, for purposes of 406(3)(d)(iii)(A) of the Catalist Rules of the SGX-ST (which will take effect from 1 January 2022) be and is hereby approved; and
- (b) the authority conferred by this Resolution shall continue in force until the earlier of the following: (i) the retirement or resignation of Mr Tan Keh Eyo as a Director; or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution,

provided that this Resolution shall only be proposed and voted by all shareholders of the Company by appointing the Chairman of the meeting as proxy to vote at the AGM.

[See Explanatory Note (iii)]

(Resolution 9)

10. **Approval for the continued appointment of Mr Tan Keh Eyo, as an Independent Director, for purposes of Rule 406(3)(d)(iii)(B) of the Catalist Rules of the SGX-ST**

That subject to and contingent upon the passing of Resolution 9:

- (a) the continued appointment of Mr Tan Keh Eyo, as an Independent Director, for purposes of Rule 406(3)(d)(iii)(B) of the Catalist Rules of the SGX-ST (which will take effect from 1 January 2022) be and is hereby approved; and
- (b) the authority conferred by this Resolution shall continue in force until the earlier of the following: (i) the retirement or resignation of Mr Tan Keh Eyo as a Director; or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution,

provided that this Resolution shall only be proposed and voted by shareholders of the Company, excluding the Directors and the Chief Executive Officer of the Company, and their respective associates (as defined in the Catalist Rules of the SGX-ST) by appointing the Chairman of the meeting as proxy to vote at the AGM.

[See explanatory note (iii)]

(Resolution 10)

In compliance with Rule 406(3)(d)(iii)(B) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022), the Directors and the Chief Executive Officer of the Company, and their respective associates (as defined in the Listing Manual of the SGX-ST), shall abstain from voting on Resolution 10.

By Order of the Board

Kelly Kiar Lee Noi
Secretary
Singapore, 14 April 2021

Explanatory Notes:

- (i) The Ordinary Resolution 7 in item 7 above, if passed, will empower the Directors of the Company, effective 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, one hundred per centum (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to fifty per centum (50%) may be issued other than on a pro-rata basis to shareholders.

For determining the aggregate number of Shares that may be issued, the percentage of 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) in the capital of the Company at the time this Ordinary Resolution 7 is passed after adjusting for new Shares arising from the conversion or exercise of any convertible securities, or share options or vesting of share awards and any subsequent bonus issue, consolidation or subdivision of Shares.

- (ii) The Ordinary Resolution 8 in item 8 above, if passed, will authorise the Interested Person Transactions as described in the Appendix and recurring in the year and will empower the Directors of the Company to do all acts necessary to give effect to the Shareholders' Mandate. This authority will, unless previously revoked or varied by the Company in a general meeting, expire at 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.
- (iii) Ordinary Resolutions 9 and 10 is for continued appointment of Mr Tan Keh Eyo as an Independent Director who has served on the Board for an aggregate period of more than nine (9) years from the date of his first appointment on 18 November 1997.

With effect from 1 January 2022, Rule 406(3)(d)(iii) of the Catalist Rules of the SGX-ST provides that a Director will not be independent if he/she has been a Director for an aggregate period of more than nine (9) years and his/her continued appointment as an independent Director has not been sought and approved in separate resolutions by (a) all shareholders; and (b) shareholders excluding the Directors and the Chief Executive Officer of the Company, and their respective associates (the **"Two-Tier Voting"**).

The Board, saved for the affected directors who had abstained from all deliberation, have recommended the continued appointment of Mr Tan Keh Eyo as independent Director via a Two-Tier Voting process for a three-year term, with effect from the passing of these resolutions proposed at the forthcoming AGM, until the conclusion of the third AGM of the Company following the passing of these resolutions.

A rigorous review was conducted for Mr Tan Keh Eyo to consider all nature of relationships and circumstances that could influence his judgement and decisions.

Based on the rigorous review, the Board concurred with the Nominating Committee's view that Mr Tan Keh Eyo has demonstrated strong independence character and judgement in the Board and Board Committees meetings over the years, in discharging his duties and responsibilities as Independent Director with the utmost commitment in upholding the interest of non-controlling shareholders. In addition, he does not hold any shares in the Company, receives only a fixed Director's fee from the Company and does not have any relationships that could interfere with the exercise of his independent business judgement in the best interest of the Company. Mr Tan Keh Eyo has displayed characteristics expected of an Independent Director.

Upon passing the Ordinary Resolutions 9 and 10 respectively, the continued appointment of Mr Tan Keh Eyo as an Independent Director of the Company shall continue in force until the earlier of: (i) his retirement or resignation as an Independent Director; or (ii) the conclusion of the third AGM of the Company following the passing of these resolutions.

In the event either Ordinary Resolution 9 or Ordinary Resolution 10 is not passed, the continued appointment of Mr Tan Keh Eyo as an Independent Director will not be passed at the forthcoming AGM, Mr Tan Keh Eyo will no longer be independent and shall continue as a Non-Independent Director of the Company.

Rule 406(3)(c) of the Catalist Rules of the SGX-ST and Provision 2.2 of the Code of Corporate Governance 2018 (the **"Code"**) provides that the Independent Directors must comprise of at least one-third of the Board and the Independent Directors shall make up a majority of the Board where the Chairman is not independent respectively. In the event that the Ordinary Resolution(s) for the continued appointment of Mr Tan Keh Eyo as an Independent Director is not passed at the forthcoming AGM which renders the Company unable to meet these requirements, the Company shall make the necessary arrangement to comply with the relevant rules of the Catalist Rules of the SGX-ST and the Code. The Company shall endeavour to fill the vacancy within two (2) months, but in any case not later than three (3) months.

Alternative Arrangements of Annual General Meeting to be held on 29 April 2021

Notes:

1. The AGM is being convened, and will be held, by electronic means at no cost to shareholders and members 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 this Notice will not be sent to members. Instead, this Notice will be sent to members by electronic means via publication on the Company's corporate website at the URL <https://www.fopgroup.com/index.php/investor-relations>. This Notice will also be made available on the SGX's website at the URL <https://www.sgx.com/securities/company-announcements>.
2. Alternative arrangements relating to (i) attendance at the AGM via electronic means (including arrangements by which the Meeting can be electronically accessed via "live" audio-visual webcast or "live" audio-only stream); (ii) submission of questions in advance in relation to any resolution set out in this Notice; (iii) addressing of substantial and relevant questions at the AGM; and (iv) voting by appointing the Chairman of the Meeting as proxy at the AGM, are set out in the accompanying Company's announcement dated 14 April 2021. This announcement may be accessed at the Company's corporate website at the URL <https://www.fopgroup.com/index.php/investor-relations>, and will also be made available on the SGX's website at the URL <https://www.sgx.com/securities/company-announcements>.

Submit Questions in Advance in relation to any Resolution set out in the Notice of AGM

3. The "live" audio-visual webcast and "live" audio-only stream are mainly for shareholders to contemporaneously observe the AGM proceeding and hence, shareholders will not be able to ask questions at the AGM "live" during the "live" audio-visual webcast and "live" audio-only stream. Accordingly, it is important for shareholders to submit their questions in advance in relation to any resolution set out in the Notice of AGM to be tabled for approval at the AGM, by submitting the webcast registration form in the following manner:
 - (a) if submitted by post, be deposited at the registered office of the Company at 2 Jalan Rajah, #06-28 Golden Wall Flatted Factory, Singapore 329134; or
 - (b) if submitted electronically, be submitted via email to the to the Company, at agm2021@fopgroup.com,

in either case, by 3.00 p.m. on Friday, 23 April 2021.

Management and the Board of the Company will endeavour to address all substantial and relevant questions received from shareholders prior to the AGM by publishing the responses to those questions on the SGX's website at the URL <https://www.sgx.com/securities/company-announcements> and the Company's corporate website at the URL <https://www.fopgroup.com/index.php/investor-relations>.

The Company will publish minutes and answers within one (1) month from date of AGM on both the SGX's website at the URL <https://www.sgx.com/securities/company-announcements> and the Company's corporate website at the URL <https://www.fopgroup.com/index.php/investor-relations>.

Participating at AGM

4. Shareholders who wish to participate at the AGM by observing and/or listening to the AGM proceedings via “live” audio-visual webcast or “live” audio-only stream must register in the following manner:
 - (a) if submitted by post, be deposited at the registered office of the Company at 2 Jalan Rajah, #06-28 Golden Wall Flatted Factory, Singapore 329134; or
 - (b) if submitted electronically, be submitted via email to the to the Company, at agm2021@fopgroup.com,

in either case, by 3.00 p.m. on Friday, 23 April 2021 (the “**Registration Deadline**”). Following the verification and upon the closure of registration, authenticated shareholders will receive an email confirmation containing:

- (a) a link and password to access the “live” audio-visual webcast; or
- (b) a dial-in number with unique pin to access the “live” audio-only stream.

Shareholders must not forward the abovementioned email confirmation to other persons who are not entitled to attend the AGM. This is to avoid any technical disruptions or overload to the “live” audio-visual webcast or “live” audio-only stream.

Shareholders who register by the Registration Deadline but do not receive an email confirmation by **3.00 p.m. on Tuesday, 27 April 2021** may contact the Company by email at agm2021@fopgroup.com for assistance.

5. The Board and Auditors will be attending the AGM and their attendance and right to be heard will be satisfied by way of electronic means via “live” audio-visual webcast and “live” audio-only stream.

Submit Proxy Forms to Vote

6. **Due to the prevailing COVID-19 restriction orders in Singapore, a member will not be able to attend the AGM in person. A member (whether individual or corporate and including relevant intermediary) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM.** The accompanying proxy form for the AGM may be accessed at the Company’s corporate website at the URL <https://www.fopgroup.com/index.php/investor-relations>, and will also be made available on the SGX’s website at the URL <https://www.sgx.com/securities/company-announcements>.

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. Please note that proxy will be given the same rights as member.

Central Provident Fund (“**CPF**”) or Supplemental Retirement Scheme (“**SRS**”) investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators (being relevant intermediaries) to submit their votes by 5.00 p.m. on 19 April 2021.

“Relevant intermediary” means:

- (a) a banking corporation licensed under the Banking Act, Cap. 19 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
- (b) a person holding a capital markets services license to provide custodial services for securities under the Securities and Futures Act, Cap. 289 and who holds shares in that capacity; or
- (c) the CPF Board established by the Central Provident Fund Act, Cap. 36, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the CPF, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

- 7. The Chairman of the Meeting, as proxy, need not be a member of the Company.
- 8. The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
 - a. if submitted by post, be deposited at the registered office of the Company at 2 Jalan Rajah, #06-28 Golden Wall Flatted Factory, Singapore 329134; or
 - b. if submitted electronically, be submitted via email to the Company, at agm2021@fopgroup.com,

in either case, not less than forty-eight (48) hours before the time appointed for holding the AGM.

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before 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.

- 9. The 2020 Annual Report and the Appendix in relation to the Proposed Renewal of Shareholders' Mandate for Interested Person Transactions (the “**IPT Appendix**”) have been published and may be accessed at the Company's corporate website at the URL <https://www.fopgroup.com/index.php/investor-relations> as follows:
 - (a) the 2020 Annual Report may be accessed by clicking on the hyperlinks “FOP Group's latest Annual Report”; and
 - (b) the IPT Appendix may be accessed by clicking on the hyperlinks “IPT Appendix”.
- 10. Any reference to a time of day in this Notice of AGM is made by reference to Singapore time.

Personal data privacy:

By submitting (a) the Proxy Form appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM of the Company and/or any adjournment thereof, or (b) details for the registration to observe the proceedings of the AGM via “live” audio-visual webcast or “live” audio-only stream, or (c) questions in advance in relation to any resolution set out in the Notice of AGM, a member of the Company consents to the collection, use and disclosure of the member’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 the appointment of 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 (including questions and answers) and other documents relating to the AGM (including any adjournment thereof);
- (ii) processing of the registration for purpose of granting access to members (or their corporate representatives in the case of members which are legal entities) to observe and/or listen the proceedings of the AGM via “live” audio-visual webcast or “live” audio-only stream and providing them with any technical assistance where necessary;
- (iii) addressing all substantial and relevant questions received from members relating to the resolutions set out in the Notice of AGM to be tabled for approval at the AGM prior to the AGM and if necessary, following up with the relevant members in relation to such questions; and
- (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over 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 may be recorded by the Company (or its agents or service providers) for such purposes.

This notice has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, Asian Corporate Advisors Pte. Ltd., (“Sponsor”), in accordance with Rules 226(2)(b) and 753(2) of the Singapore Exchange Securities Trading Limited (“Exchange”) Listing Manual Section B: Rules of Catalyst for compliance with the relevant rules of the Exchange. The Company’s Sponsor has not independently verified the contents of this notice, including the accuracy, completeness or correctness of any of the figures used, statements or opinions made.

This notice has not been examined or approved by the Exchange. The Sponsor and the Exchange assume no responsibility for the contents of this notice including the accuracy, completeness or correctness of any of the statements made, opinions expressed or reports contained in this notice.

*The contact person for the Sponsor is Ms Foo Quee Yin.
Telephone number: 6221 0271*