

## ANNUAL GENERAL MEETING::VOLUNTARY

### Issuer & Securities

#### Issuer/ Manager

VIBRANT GROUP LIMITED

#### Security

VIBRANT GROUP LIMITED - SG1BJ7000008 - BIP

### Announcement Details

#### Announcement Title

Annual General Meeting

#### Date & Time of Broadcast

09-Sep-2020 07:18:12

#### Status

New

#### Announcement Reference

SG200909MEETNK7Q

#### Submitted By (Co./ Ind. Name)

Francis Lee

#### Designation

Executive Director & CFO

#### Financial Year End

30/04/2020

### Event Narrative

Narrative Type	Narrative Text
Additional Text	Please refer to the attachments.

### Event Dates

#### Meeting Date and Time

25/09/2020 10:00:00

#### Response Deadline Date

22/09/2020 10:00:00

### Event Venue(s)

#### Place

Venue(s)	Venue details
Meeting Venue	The AGM will be held by way of electronic means and shareholders will not be allowed to attend the AGM in person.

### Attachments

[Notice of AGM FY2020.pdf](#)

[Proxy Form.pdf](#)

Total size =158K MB



**VIBRANT GROUP LIMITED**

Company Registration Number: 198600061G

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**NOTICE OF ANNUAL GENERAL MEETING**

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**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Vibrant Group Limited (the “**Company**”) will be convened and held by electronic means on Friday, 25 September 2020 at 10:00 a.m. for the following purposes:

**AS ORDINARY BUSINESS**

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements for the year ended 30 April 2020 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To approve the Directors’ Fees of up to S\$190,000 for the year ended 30 April 2021, such fees to be paid quarterly in arrears. **(Resolution 2)**
3. To re-elect Mr. Derek Loh Eu Tse retiring under Regulation 94 of the Company’s Constitution. **(Resolution 3)**

(Note: Subject to his re-election, Mr. Derek Loh Eu Tse shall remain as an Independent Non-Executive Director and a Chairman of the Remuneration and Nominating Committees and member of Audit Committee.)

4. To re-elect Mr. Francis Lee Fook Wah retiring under Regulation 76 of the Company’s Constitution. **(Resolution 4)**
5. To re-appoint Foo Kon Tan LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**

**AS SPECIAL BUSINESS**

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

6. **Authority to issue Shares up to 50 per centum (50%) of the issued shares in the Capital of the Company**
  - (a) THAT pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the SGX-ST, the Directors of the Company be authorised and empowered to:
    - (i) issue shares and convertible securities 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) 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 Instrument 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) and Instruments to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares and Instruments to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares and Instruments that may be issued under sub-paragraph (1) above, the percentage of issued shares and Instruments shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
  - (i) new shares arising from the conversion or exercise of the Instruments or any convertible securities that have been issued pursuant to any previous shareholders' approval and which are outstanding as at the date of the passing of this Resolution;
  - (ii) new shares arising from exercising share options or vesting of share awards outstanding and subsisting at the time of the passing of this Resolution; and
  - (iii) any subsequent bonus issue, consolidation or subdivision of shares;
- (3) 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) and the Company's Constitution; and
- (4) unless revoked or varied by the Company in general meeting, such authority conferred by this Resolution shall continue in force (i) 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 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.

**(Resolution 6)**

## 7. **Renewal of the Share Buyback Mandate**

That:-

- (a) for the purposes of Sections 76C and 76E of the Companies Act, Cap 50 of Singapore (the "**Companies Act**"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company (the "**Shares**") not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices 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) an on-market purchase ("**On-Market Purchase**") transacted through the SGX-ST's Central Limit Order Book trading system, through one or more duly licensed stockbrokers appointed by the Company for such purpose; and/or
  - (ii) an off-market purchase ("**Off-Market Purchase**") pursuant to an equal access scheme(s) (as defined in Section 76C of the Companies Act) as may be determined or formulated by the Directors as they consider fit, of which such scheme(s) shall satisfy all the conditions pursuant to the Share Buyback Mandate,and otherwise in accordance with all other laws and regulations and rules of SGX-ST as may for the time being applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Buyback 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 Buyback Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier 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;

- (iii) the date on which the authority conferred by the Share Buyback Mandate is revoked or varied by the Company in general meeting; or
  - (iv) the date on which the share purchases pursuant to the Share Buyback Mandate are carried out to the full extent mandated;
- (c) in this Resolution:

**"Maximum Limit"** means that number of Shares representing 10% of the issued ordinary share capital of the Company as at the date of the passing of this Resolution; and

**"Maximum Price"** in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage fees, stamp duties payable, applicable goods and services tax and other related expenses) to be paid per Share for any Share Buybacks shall be determined by the Directors, subject always to a maximum price ("**Maximum Price**") which:-

- (i) in the case of an On-Market Purchase, shall mean the price per Share based on not more than 5% above the Average Closing Price of the Shares; and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, shall mean the price per Share based on not more than 10% above the Average Closing Price.

Where:

**"Average Closing Price"** means the average of the closing market prices of a Share over the 5 consecutive trading days on which the Shares are transacted on the SGX-ST immediately preceding the date of the on-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, and deemed to be adjusted in accordance with the listing rules of the SGX-ST, for any corporate action which occurs after the relevant 5 day period;

**"date of the making of the offer"** means the date on which the Company makes an offer for an off-market purchase, stating therein the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the off-market purchase; and

- (d) 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 and/or authorised by this Resolution.

**(Resolution 7)**

8. To transact any other business that can be transacted at an Annual General Meeting of which due notice shall have been given.

BY ORDER OF THE BOARD

**Noraini Binte Noor Mohamed Abdul Latiff**  
Company Secretary

Singapore, 9 September 2020

## Explanatory Notes:

- (1) Resolution 6 proposed in item 6 above, if passed, will empower the Directors from the date of this Meeting until the date of the next Annual General Meeting to issue shares and convertible securities in the Company, without seeking any further approval from the shareholders at a general meeting but within the limitation imposed by this Resolution, for such purposes as the Directors may consider in the interests of the Company. This proposed Resolution, if passed, will authorise and empower the Directors of the Company to issue up to a number not exceeding, in total 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to existing shareholders of the Company.
- (2) Resolution 7 proposed in item 7 above, is to renew the mandate to empower Directors of the Company to make purchases or otherwise acquire the Company's issued ordinary shares from time to time subject to and in accordance with the guidelines set out in Appendix A of the Company's Letter to the Shareholders dated 9 September 2020 accompanying this Notice of Annual General Meeting. This authority will expire at the conclusion of the next Annual General Meeting of the Company, unless previously revoked or varied.

## MEASURES TO MINIMISE RISK OF COMMUNITY SPREAD OF COVID-19

### Alternative arrangements to hold general meetings

1. The COVID-19 (Temporary Measures) Act that was passed by Parliament on 7 April 2020 and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 issued by the Minister of Law on 13 April 2020 (as amended from time to time) provide legal certainty such that issuers are able to make alternative arrangements to hold general meetings where personal attendance is required under written law or legal instruments (such as a company's constitution). A joint statement was also issued by the Monetary Authority of Singapore, the Accounting and Corporate Regulatory Authority and the Singapore Exchange Regulation on 13 April 2020 to provide guidance on the conduct of general meetings during the period when elevated safe distancing measures are in place. As such, the Annual General Meeting ("AGM") of the Company will be held by way of electronic means and shareholders will NOT be allowed to attend the AGM in person. This Notice, Proxy Form, Pre-Registration Form and Request Form will be available to members by electronic means via publication on the SGXNet at <https://www.sgx.com/securities/company-announcements> and <https://sg.conveneagm.com/vibrantagm2020>.
2. Alternative arrangements are instead put in place to allow shareholders to participate in the AGM by: (a) observing and listening to the AGM proceedings via a live streaming. Shareholders who wish to participate as such will have to pre-register in the manner outlined in paragraphs 3 and 4 below; (b) voting by proxy at the AGM in the manner outlined in paragraphs 7 to 10 below; and (c) submitting questions prior to the date of the AGM in the manner outlined in paragraphs 11 to 15 below.

### Participate in the AGM via live streaming

3. All shareholders or their corporate representatives (in the case of corporate shareholders) will be able to observe and listen to the AGM proceedings through a live streaming via their mobile phones, tablets or computers upon pre-registration. All completed pre-registration forms must be submitted to the Company no later than 10:00 a.m. on 22 September 2020 via registration URL <https://sg.conveneagm.com/vibrantagm2020>.
4. Upon successful pre-registration, each such shareholder or its corporate representative will receive an email from [agmaccounts@conveneagm.com](mailto:agmaccounts@conveneagm.com). The email will contain a link to access the live streaming of the AGM proceedings, together with the relevant log in details and instructions. Shareholders (or corporate representatives) who do not receive an email by 10:30 a.m. on 22 September 2020, but have pre-registered in accordance with paragraph 3 above should email the Company at [corporate@vibrant.com.sg](mailto:corporate@vibrant.com.sg).
5. Shareholders are reminded that the AGM proceedings are private. Instructions on access to the live streaming of the AGM proceedings should therefore not be shared with anyone who is not a shareholder of the Company or otherwise not authorised to attend the AGM. Recording of the live streaming in whatever form is also strictly prohibited.
6. Shareholders will not be able to vote through the live streaming and can only vote with their proxy forms which are required to be submitted in advance.

## Voting by proxy

7. The only way for Shareholders to exercise their voting rights at the AGM is via proxy voting. Shareholders would have to submit the attached proxy form to the Company in accordance with the instructions set out in such proxy form and appoint "Chairman of the Meeting" as their proxy. All votes in the AGM will be taken on a poll.
8. Shareholders (whether individuals or corporates) appointing the "Chairman of the Meeting" 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 and votes will be treated as invalid.
9. The proxy form must be received by the Company no later than 10:00 a.m. on 22 September 2020 (being seventy-two (72) hours before the time appointed for the AGM) by submitting the proxy form to the following:  
  
via the <https://sg.conveneagm.com/vibrantagm2020> (the "VGL AGM Website") in the electronic format accessible on the VGL AGM Website.  
  
or  
  
Mailing address:  
VIBRANT GROUP LIMITED  
51 Penjuru Road #04-00,  
Freight Links Express Logisticentre,  
Singapore 609143
10. Shareholders who hold their shares through relevant intermediaries and who wish to exercise their votes by appointing the "Chairman of the Meeting" as proxy should approach their respective relevant intermediaries (including their respective CPF Agent Banks or SRS Approved Banks) to submit their voting instructions by 5:00 p.m. on 16 September 2020.

## Submission of questions prior to AGM

11. Shareholders may submit in advance any questions they wish for the Company to consider addressing during the live streaming of the AGM proceedings by submitting such questions via <https://sg.conveneagm.com/vibrantagm2020>.
12. All questions must be received by the Company no later than 10:00 a.m. on 22 September 2020. Shareholders are also reminded to provide their full names and identification numbers when submitting the questions, along with their email addresses and mobile contact numbers.
13. Please note that shareholders will not be able to ask questions during the live streaming of the AGM and accordingly, it is important for shareholders to submit their questions by the deadline in paragraph 12.
14. Due to the time limit of the AGM, the Company's Board of Directors shall only address substantial and relevant questions (as may be determined by the Company in its sole discretion) received from shareholders prior to the date of the AGM.
15. The Company will publish the minutes of the AGM on SGXNet and the Company's website within one month after the date of AGM, including responses from the Board and Management in relation to substantial and relevant questions from shareholders relating to the resolutions to be tabled for approval at the AGM.

## Notes:

- (1) A member of the Company who is entitled to attend and vote at the AGM is entitled to appoint the "Chairman of the Meeting" as a proxy to vote in his/her stead.
- (2) The instrument appointing the "Chairman of the Meeting" as proxy must be duly sent to the Company's registered office by mail or via VGL AGM Website (see paragraph 9 above for the address and VGL AGM Website) not less than seventy-two (72) hours before the time appointed for holding the AGM of the Company.

## PERSONAL DATA PRIVACY

By (a) submitting the pre-registration form in accordance with paragraph 3 and 4 of section “Measures to Minimise Risk of Community Spread of COVID-19” (the “**COVID-19 Notice**”) above, or (b) submitting an instrument appointing the “Chairman of the Meeting” as proxy to vote at the AGM and/or any adjournment thereof in accordance with paragraphs 7 to 10 of the COVID-19 Notice or (c) submitting any question prior to the AGM in accordance with paragraphs 11 to 15 of the COVID-19 Notice above, 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 purposes of:

- (i) the processing and administration by the Company (or its agents or service providers) of proxy forms appointing the “Chairman of the Meeting” as proxy for the AGM (including any adjournment thereof);
- (ii) processing the pre-registration forms for purposes of granting access to members (or their corporate representatives in the case of members who are corporate entities) to view the live streaming of the AGM proceedings and providing viewers with any technical assistance where necessary;
- (iii) addressing selected questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions;
- (iv) the preparation and compilation of the attendance 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. The Company will continue to comply with precautionary measures recommended and imposed by the authorities and will make further announcement should there be further changes to the AGM arrangements.

## VIBRANT GROUP LIMITED

Company Registration No. 198600061G  
(Incorporated in the Republic of Singapore)

### IMPORTANT

1. The Annual General Meeting ("AGM" or the "Meeting") is being convened, and will be held, 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. Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the AGM are set out in this proxy form which has been uploaded on SGXNet and the Company's website on the same day. The announcement and this proxy form may also be accessed at the URLs <https://www.sgx.com/securities/company-announcements> and <https://sg.convneagm.com/vibrantagm2020>.
2. A member will not be able to attend the AGM in person. If 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 Meeting as his/her/its proxy to vote on his/her/its behalf at the AGM. In appointing the Chairman of the Meeting as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, 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.
3. Members who hold shares through the relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 (including CPF investors, SRS investors and holders under depository agents) and who wish to appoint the Chairman of the Meeting as proxy should approach their respective relevant intermediaries (including CPF agent banks, SRS approved banks or depository agents) to submit their votes by 5.00 p.m. on 16 September 2020.
4. By submitting an instrument appointing the Chairman of the Meeting as proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 9 September 2020.
5. Please read the notes overleaf which contain instructions on, inter alia, the appointment of the Chairman of the Meeting as a member's proxy to vote on his/her/its behalf at the AGM.

This form of proxy has been made available on SGXNet and the Company's website and may be accessed at the URLs <https://www.sgx.com/securities/company-announcements> and <https://sg.convneagm.com/vibrantagm2020>. A printed copy of this proxy form will NOT be despatched to members.

## Proxy Form

### Annual General Meeting to be held on 25 September 2020

I/We \_\_\_\_\_

of (full address) \_\_\_\_\_

being member/members of the abovenamed Company hereby appoint the Chairman of the Meeting as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be convened and held by electronic means on Friday, 25 September 2020 at 10:00 a.m. and at any adjournment thereof. I/We\* have indicated against the Resolutions set out in the Notice of the AGM and summarised below how I/we\* wish my/our\* proxy to vote.

No.	Resolutions	No. of Votes		
		For**	Against**	Abstain**
<b>ORDINARY BUSINESS:</b>				
1.	Adoption of Directors' Statement and Audited Financial Statements			
2.	Approval of Directors' Fees for the financial year ending 30 April 2021			
3.	Re-election of Mr Derek Loh Eu Tse			
4.	Re-election of Mr Francis Lee Fook Wah			
5.	Re-appointment of Auditors			
<b>SPECIAL BUSINESS:</b>				
6.	Authority to issue shares			
7.	Renewal of Share Buyback Mandate			

Notes: \* Delete accordingly

\*\* Voting will be conducted by poll. If you wish to exercise all your votes "For" or "Against" the relevant resolution, please mark "X" in the relevant box provided. Alternatively, please indicate the number of votes "For" or "Against" each resolution. If you mark "X" in the abstain box for a particular resolution, you are directing your proxy not to vote on that resolution.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2020

Total Number of Ordinary Shares Held	
CDP Register	
Register of Members	

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

**IMPORTANT.** Please read notes overleaf



## Notes:

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register, you should insert that number of shares. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy shall be deemed to relate to all the shares held by you.
2. The instrument appointing the "Chairman of the Meeting" as proxy must be received by the Company no later than 10:00 a.m. on 22 September 2020 (being 72 hours before the time appointed for the AGM) by submitting the proxy form to the following manner:

via the <https://sg.conveneagm.com/vibrantagm2020> (the "**VGL AGM Website**") in the electronic format accessible on the VGL AGM Website

or

Mailing address:

VIBRANT GROUP LIMITED

51 Penjuru Road #04-00,

Freight Links Express Logistcentre,

Singapore 609143

3. The instrument appointing the "Chairman of the Meeting" as proxy must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing the "Chairman of the Meeting" as proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised in writing.
4. Where the instrument appointing the "Chairman of the Meeting" as proxy is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument appointing the "Chairman of the Meeting" as proxy, failing which, the instrument appointing the "Chairman of the Meeting" as proxy may be treated as invalid.
5. Please take note of the section "Measures to Minimize Risk of COVID-19" in the Notice of Annual General Meeting.

## General

The Company shall be entitled to reject the instrument appointing the "Chairman of the Meeting" as proxy if it is incomplete, improperly completed or 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. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing the "Chairman of the Meeting" as proxy lodged if the member, being the appointor, is not shown to have Shares entered against his/her name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the Annual General Meeting of the Company, as certified by The Central Depository (Pte) Limited to the Company.

## PERSONAL DATA PRIVACY

By (a) or submitting any question ahead of the AGM (b) submitting an instrument appointing the "Chairman of the Meeting" as proxy to vote at the AGM and/or any adjournment thereof in accordance with paragraphs 6 to 10 of the section "Measures to Minimize Risk of COVID-19" (the "**COVID-19 Notice**") or (c) submitting the pre-registration form in accordance with paragraphs 3 to 5 of the COVID-19 Notice, the member of the Company accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 9 September 2020.