
NOTICE OF EXTRAORDINARY GENERAL MEETING

VCPLUS LIMITED

(Formerly known as Anchor Resources Limited)
(Company Registration Number 201531549N)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting ("**EGM**") of VCPlus Limited (the "**Company**") will be held by way of electronic means, on Friday, 29 April 2022 at 10.30 a.m. (or as soon as practicable following the conclusion or adjournment of the Company's annual general meeting to be held on the same day at 10 a.m.), for the purpose of considering and, if thought fit, passing (with or without modifications) the ordinary resolution as set out below.

*Unless otherwise defined or the context otherwise requires, all capitalised terms herein shall bear the same meaning as used in the circular to the shareholders of the Company dated 14 April 2022 (the "**Circular**").*

This Notice of EGM and the accompanying Proxy Form have been made available on SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company's website at <https://www.vcplus.sg/investor-relations/>. A printed copy of this Notice of EGM and the Proxy Form will NOT be sent to Shareholders.

ORDINARY RESOLUTION - TO APPROVE THE PROPOSED DISPOSAL AS AN INTERESTED PERSON TRANSACTION

RESOLVED THAT:

- (1) approval be and is hereby given for the sale of 2,999,076 ordinary shares (the "**Sale Shares**") in GGTM Sdn. Bhd. (the "**Target**"), constituting the entire issued and paid-up share capital of the Target, to Lim Chiau Woei (the "**Purchaser**") pursuant to the terms and subject to the conditions set out in the sale and purchase agreement (the "**SPA**") entered into between the Company and the Purchaser, being an "interested person transaction" under Chapter 9 of Section B: Rules of Catalist of the Listing Manual (the "**Catalist Rules**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") (the "**Proposed Disposal**"); and
- (2) the Directors (or any one of them) be and are hereby authorised to do all such acts and things (including, without limitation, entering into all such transactions, arrangements and agreements and executing all such documents) as they may consider necessary or expedient for the purposes of giving effect to the SPA and the Proposed Disposal.

By Order of the Board
VCPlus Limited

Mr. Chua Ser Miang
Non-Executive Chairman and Lead Independent Director
Date: 14 April 2022
Singapore

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NOTES:

1. Alternative arrangements relating to, among others, attendance, submission of text-based questions (via real-time electronic communication or in advance) and/or voting (via real-time electronic voting or by proxy) at the extraordinary general meeting of the Company to be held on Friday, 29 April 2022 at 10.30 a.m. (or as soon as practicable following the conclusion or adjournment of the Company's annual general meeting to be held on the same day at 10 a.m.) (the "**EGM**") are set out in the Company's circular to the Shareholders dated 14 April 2022 (the "**Circular**") which has been uploaded together with this Notice of EGM on SGXNET and the Company's website on the same day. The Circular and this Notice of EGM may be accessed at the URLs <https://www.sgx.com/securities/company-announcements> and <https://www.vcplus.sg/investor-relations/>.

In particular, as part of the Company's efforts to minimise the risk of community spread of COVID-19, the EGM will be held 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. Shareholders **will not** be able to attend the EGM in person.

Alternative arrangements have been put in place to allow Shareholders to participate at the EGM by:

- (a) observing the proceedings of the EGM via a "live" webcast (the "**LIVE WEBCAST**") or listening to these proceedings through a "live" audio feed (the "**AUDIO ONLY MEANS**");
 - (b) submitting questions relating to the resolution to be tabled at the EGM in advance of the EGM;
 - (c) submitting text-based questions during the LIVE WEBCAST of the EGM;
 - (d) appointing a proxy or proxies to attend and vote on their behalf at the EGM; and
 - (e) participating in the live voting during the LIVE WEBCAST of the EGM.
2. Registration for the EGM

In order to do so, a Shareholder who wishes to watch the LIVE WEBCAST or listen via the AUDIO ONLY MEANS must register by **10.30 a.m. on 26 April 2022** (being not less than seventy-two (72) hours before the time appointed for holding the EGM) (the "**Registration Deadline**"), at the URL <https://conveneagm.com/sg/VCPlus2022>, for the Company to authenticate his/her/its status as Shareholder.

Please note that Shareholders may access the URL for registration from 9.00 p.m. on 14 April 2022 onwards.

Following successful authentication of his/her/its status as Shareholders of the Company, authenticated Shareholders will receive email instructions (the "**Confirmation Email**") on how to access the LIVE WEBCAST and AUDIO ONLY MEANS to observe the proceedings of the EGM, by **12 p.m. on 28 April 2022**. Shareholders who have registered by the Registration Deadline but do not receive the Confirmation Email by **12 p.m. on 28 April 2022** may contact (65) 6856 7330 or email support@conveneagm.com.

3. Submission of Questions

Shareholders who have registered and have been authenticated as Shareholders of the Company will be able to ask questions relating to the resolution to be tabled for approval at the EGM during the EGM by submitting text-based questions by clicking the "Ask a Question" feature and then clicking "Type your Question" to input queries in the questions text box. The Company will endeavour to respond to such queries during the EGM as far as reasonably practicable.

Shareholders are also encouraged to submit questions relating to the resolution to be tabled for approval at the EGM in advance of the EGM. To do so, all questions must be submitted by 10.30 a.m. on 23 April 2022, by post to the office of the Company at 223 Mountbatten Road, #03-10 Singapore 398008, attention to VCPlus EGM, or by email to enquiry@vcplus.sg, or via the online process through the registration website which is accessible at the URL <https://conveneagm.com/sg/VCPlus2022>. After the cut-off time for the submission of questions, any subsequent clarifications sought or follow-up questions will be addressed at the EGM.

Shareholders will need to identify themselves when posing questions by email or by post by providing the following details:

- (a) the Shareholder's full name as it appears on his/her/its CDP/CPF/SRS share records;
- (b) the Shareholder's NRIC/Passport/UEN number;
- (c) the Shareholder's contact number and email address; and
- (d) the manner in which the Shareholder holds his/her/its Shares in the Company (e.g. via CDP, CPF or SRS).

The Company will endeavour to address all substantial and relevant questions submitted in advance of the EGM by publishing the responses to such questions on SGXNET and the Company's website at <https://www.vcplus.sg/investor-relations/>, by 10.30 a.m. on 25 April 2022 (being not less than forty-eight (48) hours prior to the closing date and time for the lodgement of the Proxy Forms).

Minutes of the EGM will be published on SGXNET and the Company's website at <https://www.vcplus.sg/investor-relations/>, and the minutes would include the responses to the substantial and relevant questions addressed at the EGM.

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4. Voting

As part of the Company's efforts to minimise the risk of community spread of COVID-19, a Shareholder will not be able to attend the EGM in person. If a Shareholder (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it may cast his/her/its votes remotely in real time via the LIVE WEBCAST.

As an alternative to the aforesaid real-time electronic voting, Shareholders may appoint a proxy or proxies to vote on his/her/its behalf at the EGM. The proxy or proxies may cast his/her/its votes remotely in real time via the LIVE WEBCAST.

A Shareholder entitled to attend and vote at the EGM (who is not a relevant intermediary as defined in Section 181 of the Companies Act 1967) is entitled to appoint one or two proxies to attend and vote in his/her/its stead. Where a Shareholder appoints more than one proxy, the appointments shall be invalid unless he/she/it specifies the proportion of his/her/its shareholding (expressed as a percentage of the whole) to be represented by each proxy.

A Shareholder who is a relevant intermediary entitled to attend and vote at the EGM is entitled to appoint more than one proxy to attend and vote instead of the Shareholder, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such Shareholder. Where such Shareholder appoints more than one proxy, it should annex to the Proxy Form the list of proxies, setting out, in respect of each proxy, the name, address, email address, NRIC/Passport Number and proportion of shareholding (number of Shares and percentage) in relation to which each proxy has been appointed. For the avoidance of doubt, a CPF Agent Bank/SRS Operator who intends to appoint CPF/SRS investors as its proxies shall comply with this Note. The appointments shall be invalid unless the Shareholder specifies the number of Shares in relation to which each proxy has been appointed in the Proxy Form.

Shareholders may also vote at the EGM by appointing the Chairman of the EGM as his/her/its proxy to vote on his/her/its behalf at the EGM. In appointing a proxy, a Shareholder (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid.

In addition, CPF/SRS investors who have used their CPF/SRS monies to buy Shares in the Company:

- (a) may vote live via electronic means at the EGM if they are appointed as proxies by their respective CPF Agent Banks/SRS Operators, and should contact their respective CPF Agent Banks/SRS Operators if they have questions regarding their appointment as proxies; or
- (b) may appoint a proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks/SRS Operators no later than **10.30 a.m. on 20 April 2022** (being seven (7) working days before the EGM).

The proxy form for the EGM is made available with this Notice of EGM on SGXNET at <https://www.sgx.com/securities/company-announcements> on the same day and can be accessed at the Company's website at <https://www.vcplus.sg/investor-relations/>.

5. A proxy need not be a Shareholder. The Chairman of the EGM, as proxy, need not be a Shareholder.

6. The instrument appointing a 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 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, attention to VCPlus EGM; or
- (b) if submitted electronically, (i) be received by the Company's Share Registrar, B.A.C.S. Private Limited at main@zicoholdings.com, or via the online process through the pre-registration website which is accessible at the URL <https://conveneagm.com/sq/VCPlus2022>,

in either case, by **10.30 a.m. on 27 April 2022** (being not less than forty-eight (48) hours before the time appointed for holding the EGM) (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

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 by post, Shareholders are strongly encouraged to submit completed proxy forms electronically via email.

7. The instrument appointing a proxy or proxies must be under the hand of the appointor or on his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies 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.

8. The Company shall be entitled to reject the instrument appointing a proxy or proxies 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 a proxy or proxies (such as in the case where the appointor submits more than one instrument appointing a proxy or proxies).

Personal Data Privacy:

By (a) submitting an instrument appointing a proxy to vote at the EGM and/or any adjournment thereof, or (b) submitting details for the registration to observe the proceedings of the EGM via LIVE WEBCAST or AUDIO ONLY MEANS, or (c) submitting any questions prior to the EGM or raising any questions during the EGM in accordance with this Notice of EGM, 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:

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- (i) processing and administration by the Company (or its agents) of proxy forms appointing a proxy for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (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 or AUDIO ONLY MEANS to observe the proceedings of the EGM and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from Shareholders received before or during the EGM and if necessary, following up with the relevant Shareholders in relation to such questions;
- (iv) preparation and compilation of the attendance list, proxy lists, minutes and other documents relating to the EGM (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 by the relevant authorities.

Photographic, sound and/or video recordings of the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes to be prepared for the EGM. Accordingly, the personal data of a Shareholder (such as his name, his presence at the EGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.