

12 April 2022

This Appendix is circulated to Shareholders of Fuji Offset Plates Manufacturing Ltd (the “**Company**”) together with the Company’s Annual Report. Its purpose is to provide Shareholders with the rationale for and information on the renewal of the general mandate for Interested Person Transactions to be tabled at the Annual General Meeting to be held electronically at 2 Jalan Rajah #06-28, Golden Wall Flatted Factory, Singapore 329134 at 10:00 a.m. on Thursday, 28 April 2022. Shareholders who are in any doubt as to the course of action that they should take should consult their stockbroker, bank manager, solicitor, accountant or other professional adviser.

The Notice of Annual General Meeting (“**Notice of AGM**”) and a Proxy Form are enclosed with the Annual Report.

If you have sold or transferred all your shares of the Company represented by physical share certificate(s), please forward this Appendix together with the Annual Report and the accompanying Proxy Form immediately to the purchaser or transferee or to the bank, stockbroker, or agent through whom the sale or the transfer was effected for onward transmission to the purchaser or the transferee.

*This Appendix has been reviewed by the Company's Sponsor, Asian Corporate Advisors Pte. Ltd. (the “**Sponsor**”). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the “**Exchange**”) and the Exchange assumes no responsibility for the contents of this Appendix, including the correctness of any of the statements or opinions made or reports contained in this Appendix.*

*The contact person for the Sponsor is Ms Foo Quee Yin, at 160 Robinson Road, #21-05 SBF Center, Singapore 068914, Telephone number: 6221 0271*



**Fuji Offset Plates Manufacturing Ltd**  
(Incorporated in the Republic of Singapore)  
(Co. Reg. No. 198204769G)

**APPENDIX**

**in relation to**

**PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR  
INTERESTED PERSON TRANSACTIONS**

## **C O N T E N T S**

	<u>PAGE</u>
<b>DEFINITIONS .....</b>	<b>3</b>
<b>1. INTRODUCTION .....</b>	<b>5</b>
<b>2. RENEWAL OF THE SHAREHOLDERS' MANDATE FOR INTERESTED PERSON TRANSACTIONS.....</b>	<b>5</b>
<b>3. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS.....</b>	<b>11</b>
<b>4. ABSTENTION FROM VOTING.....</b>	<b>11</b>
<b>5. ANNUAL GENERAL MEETING.....</b>	<b>11</b>
<b>6. ACTION TO BE TAKEN BY SHAREHOLDERS.....</b>	<b>12</b>
<b>7. DIRECTORS' RECOMMENDATION.....</b>	<b>12</b>
<b>8. DIRECTORS' RESPONSIBILITY STATEMENT.....</b>	<b>12</b>
<b>9. DOCUMENTS AVAILABLE FOR INSPECTION.....</b>	<b>12</b>

## DEFINITIONS

In this Appendix, unless the context otherwise requires, words and expressions shall have the following meanings:-

"Act"	:	The Companies Act, Chapter 50 of Singapore, as amended or modified from time to time
"AGM"	:	Annual General Meeting of the Company to be held electronically at 2 Jalan Rajah #06-28, Golden Wall Flatted Factory, Singapore 329134 on 28 April 2022 at 10:00 a.m., notice of which is given in the Annual Report
"Annual Report"	:	The annual report of the Company for the financial year ended 31 December 2021
"Appendix"	:	This appendix to shareholders dated 12 April 2022
"Audit Committee"	:	The audit committee of the Company
"Board"	:	The Board of Directors of the Company
"CDP"	:	The Central Depository (Pte) Limited
"Control"	:	The capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of a company
"Controlling Shareholder"	:	In relation to a listed company, a person who:  (a) holds directly or indirectly 15% or more of the nominal amount of all voting shares in the company (unless the Exchange has determined such a person not to be a Controlling Shareholder of the company); or  (b) in fact exercises Control over the company,  or such other definition as the Exchange may from time to time determine
"Director"	:	A director for the time being of the Company
"Fuji" or "Company"	:	Fuji Offset Plates Manufacturing Ltd
"Fuji Group" or "Group"	:	The Company and its subsidiaries
"Interested Persons"	:	Persons who are considered as "interested persons" under Chapter 9 of the Listing Manual, as described in paragraph 2.4 of this Appendix
"Interested Person Transactions":	:	The transactions between the Fuji Group and the Interested Persons, details of which are set out in paragraph 2.5 of this Appendix
"Latest Practicable Date"	:	6 April 2022, being the latest practicable date prior to the printing of this Appendix

"Listing Manual"	:	The Listing Manual Section B: Rules of Catalist of the Exchange
"NTA"	:	Net tangible assets
"Exchange"	:	Singapore Exchange Securities Trading Limited
"Shareholders' Mandate"	:	General mandate to approve Interested Person Transactions as set out in this Appendix
"Shareholders"	:	The registered holders of Shares in the capital of the Company, except that where the registered holder is CDP, the term "Shareholders" shall, in relation to the Shares registered in the name of CDP, mean the Depositors whose Securities Accounts are credited with such Shares
"Shares"	:	Ordinary shares in the capital of the Company
"subsidiary" or "subsidiaries"	:	Has the meaning ascribed to it in section 5 of the Act
"S\$" and "cents"	:	Singapore dollars and cents, respectively
"%" or "per cent."	:	Per centum or percentage

The terms "Depositor" and "Depository Register" shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act.

Words importing the singular shall, where applicable, include the plural and *vice versa*. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall include corporations.

Any reference to a time of day in this Appendix is a reference to Singapore time.

Any reference in this Appendix to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Act or any statutory modification thereof and not otherwise defined in this Appendix shall have the same meaning assigned to it under the Act or any statutory modification thereof, as the case may be.

**Fuji Offset Plates Manufacturing Ltd**  
(Incorporated in the Republic of Singapore)  
(Co. Reg. No. 198204769G)

**1. INTRODUCTION**

The purpose of this Appendix is to provide Shareholders with information relating to, and to seek, Shareholders' approval at the AGM to renew, the general mandate (the "**Shareholders' Mandate**") that will enable the Group to enter into transactions with the Interested Persons in compliance with Chapter 9 of the Listing Manual.

**2. RENEWAL OF THE SHAREHOLDERS' MANDATE FOR INTERESTED PERSON TRANSACTIONS**

**2.1 Chapter 9 of the Listing Manual**

Under Chapter 9 of the Listing Manual, where a listed company or its subsidiaries or target associated companies (as defined in paragraph 2.2 below) which is an "entity at risk" (as defined in paragraph 2.2 below) proposes to enter into a transaction with the listed company's "interested persons" (as defined in paragraph 2.2 below), an immediate announcement and/or shareholders' approval would be required in respect of the transaction if the value of the transaction is equal to or exceeds certain materiality thresholds set out in Chapter 9 of the Listing Manual.

The materiality thresholds are:

- Threshold 1: 3 per cent. of the latest audited consolidated NTA of the listed company.
- Threshold 2: 5 per cent. of the latest audited consolidated NTA of the listed company.

In particular, an immediate announcement is required where:

- (a) the transaction is of a value equal to, or more than, 3% of the latest audited consolidated NTA of the listed company and its subsidiaries; or
- (b) the aggregate value of all transactions entered into with the same interested person during the same financial year amounts to 3% or more of the latest audited consolidated NTA of the listed company and its subsidiaries; and

shareholders' approval (in addition to an immediate announcement) is required where:

- (c) the transaction is of a value equal to, or more than, 5% of the latest audited consolidated NTA of the listed company and its subsidiaries; or
- (d) the transaction, when aggregated with other transactions entered into with the same interested person during the same financial year, is of a value equal to, or more than, 5% of the latest audited consolidated NTA of the listed company and its subsidiaries.

The aggregation will exclude any transaction that has been approved by shareholders previously, or is the subject of aggregation with another transaction that has been approved by shareholders.

For the purposes of aggregation, any transaction which is below S\$100,000 is to be excluded. While transactions below \$100,000 are not normally aggregated under Rule 906(2), the Exchange may aggregate any such transaction entered into during the same financial year and treat them as if they were one transaction in accordance with Rule 902.

For illustration purposes, based on the latest audited consolidated accounts of the Fuji Group for the financial year ended 31 December 2021, the latest audited consolidated NTA of the Fuji Group as at 31 December 2021 was S\$30,229,000. Accordingly, in relation to the Fuji Group, for the purposes of Chapter 9 of the Listing Manual in the current financial year, Shareholders' approval would be required where:

- (a) the transaction is of a value equal to, or more than, S\$1,511,450 being 5% of the latest audited consolidated NTA of the Fuji Group; or
- (b) the transaction, when aggregated with other transactions entered into with the same interested person during the same financial year, is of a value equal to, or more than, S\$1,511,450.

Chapter 9 of the Listing Manual however provides that a listed company may seek a general mandate from its shareholders for recurrent transactions of a revenue or trading nature or those necessary for its day-to-day operations such as the purchase and sale of supplies and materials, which may be carried out with the listed company's interested persons, but not in respect of the purchase or sale of assets, undertakings or businesses.

## 2.2 Definitions

For the purposes of Chapter 9 of the Listing Manual:

- (a) an "approved exchange" means a stock exchange that has rules which safeguard the interests of shareholders against interested person transactions according to similar principles to Chapter 9 of the Listing Manual;
- (b) an "associate" means:
  - (i) in relation to any director, chief executive officer or Controlling Shareholder (being an individual):
    - (1) his immediate family member (that is, the person's spouse, child, adopted child, step-child, sibling and parent);
    - (2) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and
    - (3) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more.
  - (ii) in relation to a Substantial Shareholder or a Controlling Shareholder (being a company), any other company which is its subsidiary or holding company or a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more;
- (c) an "entity at risk" means:
  - (i) the listed company;
  - (ii) a subsidiary of the listed company that is not listed on the Exchange or an approved exchange; or
  - (iii) an associated company of the listed company that is not listed on the Exchange or an approved exchange, provided that the listed group, or the listed group and its interested person(s), has Control over the associated company (which shall be referred to as a "target associated company" in this Appendix);
- (d) an "interested person" means:
  - (i) a director, chief executive officer or Controlling Shareholder of the listed company; or
  - (ii) an associate of such director, chief executive officer or Controlling Shareholder.

(d1) The Exchange may deem any person or entity to be an interested person if the person or entity has entered into, or proposes to enter into: (a) a transaction with an entity at risk; and (b) an agreement or arrangement with an interested person in connection with that transaction.

(d2) "primary interested person" means a person or an entity in (d)(i) above.

## **2.3 Renewal of the Shareholders' Mandate**

### **2.3.1 Scope of the Renewed Shareholders' Mandate**

The renewed Shareholders' Mandate will cover a range of transactions arising in the ordinary course of business operations of the Fuji Group as set out in paragraph 2.5 below.

The renewed Shareholders' Mandate will not cover any Interested Person Transaction which has a value below S\$100,000 as the threshold and aggregate requirements of Chapter 9 of the Listing Manual do not apply to such transactions.

Transactions with Interested Persons which do not come within the ambit of the renewed Shareholders' Mandate will be subject to Chapter 9 and/or other applicable provisions of the Listing Manual.

### **2.3.2 Rationale for and Benefits of the Renewed Shareholders' Mandate**

The proposed renewal of the Shareholders' Mandate on an annual basis would eliminate the need for the Company to announce, or to announce and convene separate general meetings from time to time to seek Shareholders' prior approval as and when potential Interested Person Transactions with the Interested Persons arise. This will improve administrative efficacy through the reduction of substantial administrative time, inconvenience and expenses incurred through the convening of such meetings, without compromising the corporate objectives of the Company and/or adversely affecting business opportunities that would be available to the Fuji Group from time to time.

The Company is not seeking shareholders' approval for any modifications of the existing mandate which was approved by shareholders on 29 April 2021.

The renewed Shareholders' Mandate is intended to facilitate transactions in the normal course of business of the Fuji Group which are transacted from time to time with the Interested Persons, provided that they are carried out on normal commercial terms, and are not prejudicial to the interests of the Company and its minority Shareholders.

The benefits of these Interested Person Transactions to the Fuji Group are set out in paragraph 2.5 below.

## **2.4 Interested Persons**

The renewed Shareholders' Mandate will apply to Interested Person Transactions which are carried out between Fuji Printing Cylinders Pte Ltd ("**FPC**") and Fuji Roto Gravure Sdn Bhd ("**FRG**") and between Fujiplates Manufacturing Sdn Bhd ("**FPM**") and FRG.

The Company owns 100% of FPC (a direct subsidiary of the Company) and FPC owns 65% of FRG (an indirect subsidiary of the Company). The remaining 35% shareholding of FRG is owned by Mr Adrian Teo Kee Tiong, brother of Mr David Teo Kee Bock and Mr Steven Teo Kee Chong, and son of Mdm Ang Kim Ton. Each of Mr David Teo Kee Bock and Mr Steven Teo Kee Chong is both a Director and Controlling Shareholder of the Company while Mdm Ang Kim Ton is a Controlling Shareholder of the Company. FRG is therefore an Interested Person for the purposes of Chapter 9 of the Listing Manual.

FPM is also a wholly-owned subsidiary of the Company and is engaged in the letting of properties in Johor Bahru, Malaysia ("**JB**") and investments in property development companies. FPM currently owns two (2) plots of industrial land and buildings in JB for investment purposes. FPM also holds a 20% interest in IPark Development Sdn Bhd.

## **2.5 Nature of the Interested Person Transactions**

The renewed Shareholders' Mandate will enable the Fuji Group to enter into or otherwise undertake with FRG recurrent transactions which are of a revenue or trading nature or necessary for its day-to-day operations. The nature of the Interested Person Transactions is shown below:

### **2.5.1 Supply of printing cylinders by FRG to FPC**

FRG engages in the manufacture and sale of printing cylinders in Malaysia. FPC's principal activity in Singapore is the marketing and trading of printing cylinders and its related products. FPC is the sole distributor in Singapore of these printing cylinders manufactured by FRG. In the business of selling printing cylinders, FPC has the requisite client base and customer contacts but had ceased the manufacture of printing cylinders.

Accordingly, FRG and FPC have a synergistic relationship where FPC undertakes the role of marketing and distributing in Singapore the printing cylinders manufactured and supplied by FRG. This arrangement is beneficial to both parties for the following reasons:

- (i) it will help to boost FRG's sale of printing cylinders in Singapore, particularly in view of FPC's existing client base and customer contacts;
- (ii) this in turn allows FPC to participate in the profitability of FRG; and
- (iii) in view of Mr Adrian Teo Kee Tiong's 35% shareholding in FRG, he will be committed to grow the business of FRG.

The price of the printing cylinders is determined based on size of orders, delivery schedules, the client in question (be it a long-existing client or otherwise), the general market pricing for similar products in the industry, and where applicable, preferential rates, rebates or discounts accorded for bulk orders. In acting as a sole distributor in Singapore for FRG, the profit margin which FPC currently earns is 9% of the price at which such printing cylinders are sold (the "9% Commission").

### **2.5.2 Leasing of premises from FPM to FRG**

FPM currently owns two (2) plots of industrial land and buildings in JB for investment purposes. Accordingly, FPM may, from time to time, lease the land and building to FRG or third parties as and when such opportunities arise.

FRG rented one (1) of the said two (2) plots of industrial land and building from FPM in August 2002. The tenancy agreement was last renewed on 1 May 2021 and expires on 30 April 2026. The rental rate will be determined based on the prevailing market rate at that point in time. Under the existing tenancy agreement, FRG paid FPM a monthly rental of RM47,850 (or around S\$15,490) per month.

This arrangement is beneficial to FPM as it ensures continuity of the leasing arrangement and FPM does not have to incur additional time and expenses in seeking for a tenant.

### **2.5.3 Provision of technical services by the Group to FRG**

A Technical Assistance Agreement (the "Agreement") was signed between FPC and FRG on 1 January 2002. The Agreement provides FRG with technical, accounting and administrative assistance support from the Group on matters regarding the production of Roto Gravure Printing Cylinders and any future updates in technological advancements of the same as well as accounting and administrative matters. In consideration of such technical, accounting and administrative assistance, FRG currently pays FPC a sum of S\$8,000 per month.

The Agreement is beneficial to FPC as it enables FPC to recover costs incurred by the Group's management and staff in their provision of technical services to FRG.



## **2.6 Review Procedures for the Interested Person Transactions**

To ensure that all Interested Person Transactions are undertaken on normal commercial terms which will not be prejudicial to the interests of the Company and its minority Shareholders, the following guidelines will be implemented for the review and approval of the Interested Person Transactions under the renewed Shareholders' Mandate to ensure i) that the terms extended to interested persons are no more favourable than the terms extended to 3rd parties and ii) that the terms extended by interested persons to entity at risk are no less favourable than the terms offered by interested persons to 3rd parties:

### **2.6.1 Supply of printing cylinders by FRG to FPC**

As elaborated in paragraph 2.5.1 above, it is in FPC and FRG's interests to obtain the best possible prices for the sale of the printing cylinders, particularly since FPC has a 65% shareholding in FRG.

FPC and FRG had entered into a distributorship agreement for the distribution of printing cylinders in Singapore. The terms and conditions, including the commission rate chargeable, were reviewed and approved by the Audit Committee.

In this connection, the 9% Commission from the sale of the printing cylinders will be reviewed by FRG and FPC and they will ascertain the appropriate commission rate to be charged for the current financial year. In determining a fair and reasonable commission rate, quotations will be obtained (wherever possible or available) from at least two other unrelated third party export distributors. In the event that the aforementioned quotations cannot be obtained, the senior management of FPC (who are not Interested Persons and/or associates of such Interested Persons) shall determine and ensure that the commission rate offered by FRG is fair and reasonable. The Audit Committee shall review the same thereafter.

### **2.6.2 Leasing of premises from FPM to FRG**

Before renewing the tenancy agreement with FRG, the Company will seek the advice of a professional property valuer on market rentals for these properties. The Audit Committee will review the advice of the professional property valuer prior to approving any renewal of the tenancy agreement. The tenancy agreement with FRG will only be renewed PROVIDED THAT the rent is not lower than the market rental rate, as advised by the said professional property valuer.

### **2.6.3 Provision of technical services by the Group to FRG**

The Audit Committee will review, on a half-yearly basis, whether the fee payable to FPC is fair and reasonable and commensurate with the amount of resources incurred by the Group's management and staff in their provision of such technical services to FRG.

### **2.6.4 Additional review procedures**

- (a) The Company shall maintain a register of all transactions ("**IPT Register**") carried out with or by the Interested Persons pursuant to the renewed Shareholders' Mandate (recording the basis on which such transactions were entered into).
- (b) The Audit Committee will carry out a review every half yearly of the IPT Register to ensure that the Interested Person Transactions are on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders. The Audit Committee may, if it deems fit, request for additional information pertaining to any of the Interested Person Transactions from additional independent sources, in addition to quotations obtained earlier from unrelated third party export distributors.
- (c) Notwithstanding the above, where the aggregate value of all Interested Person Transactions (including the latest Interested Person Transaction to be approved) with the same Interested Person in the current financial year is equal to or exceeds S\$100,000 but below Threshold 1, the latest and all such future Interested Person Transactions will be reviewed and approved by the senior management of the relevant company (who are not Interested Persons and/or associates of such Interested Persons) of the Group involved in the transactions.

- (d) Where the aggregate value of all Interested Person Transactions (including the latest Interested Person Transaction to be approved) with the same Interested Person in the current financial year is equal to or exceeds Threshold 1 but below Threshold 2, the senior management of the relevant company (who are not Interested Persons and/or associates of such Interested Persons) of the Group involved in the transactions must obtain, for the latest and all such future Interested Person Transactions, the majority consent of the Audit Committee upon their review and approval of the same.
- (e) Where the aggregate value of all Interested Person Transactions (including the latest Interested Person Transaction to be approved) with the same Interested Person in the current financial year is equal to or exceeds Threshold 2, the senior management of the relevant company (who are not Interested Persons and/or associates of such Interested Persons) of the Group involved in the transactions must obtain the unanimous consent of the Audit Committee who shall review and approve the latest and all such subsequent transactions.
- (f) Disclosures will be made in the Company's annual report of the respective aggregate value of the transactions entered into with Interested Persons pursuant to the renewed Shareholders' Mandate during the financial year, and in the annual reports of subsequent financial years that the renewed Shareholders' Mandate continues to be in force.
- (g) If any person specified above has an interest in a transaction falling within a category of transactions to be reviewed and approved by him, he will abstain from any decision making in respect of that transaction, and such transaction will be reviewed and approved by other persons who are authorised to do so and who do not have any interest in such transaction.

## **2.7 Audit Committee's Statement**

The Audit Committee (comprising Mr Tan Keh Eyo (Chairman), Mr Low Beng Tin and Mr Lai Mun Onn), having considered the terms for the renewal of the Shareholders' Mandate and the review procedures for the Interested Person Transactions, confirms that (1) the review procedures for determining the transaction rates and fees of the Interested Person Transactions have not changed since the last Shareholders' approval for the Shareholders' Mandate obtained at the Annual General Meeting held on 29 April 2021; and (2) the review procedures set out in paragraph 2.6 above are adequate to ensure that the Interested Person Transactions will be transacted on an arm's length basis and on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

If at any point in time during a periodic review (which shall be conducted no less than annually) by the Audit Committee, the Audit Committee is of the view that the established review procedures are inadequate or inappropriate to ensure that the Interested Person Transactions will be on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders, it will in consultation with the Board take such action as it deems proper in respect of such procedures and/or modify or implement such procedures as may be necessary and direct the Company to revert to the Shareholders for a fresh mandate based on new guidelines and procedures for transactions with the Interested Persons.

## **2.8 Validity Period of the Renewed Shareholders' Mandate**

If approved by Shareholders at the upcoming AGM, the renewed Shareholders' Mandate will take effect from the passing of Ordinary Resolution 8 at the upcoming AGM, and will (unless revoked or varied by the Company in general meeting) continue in force until the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier. Approval from Shareholders will be sought for the renewal of the Shareholders' Mandate at the next AGM and at each subsequent AGM of the Company, subject to satisfactory review by the Audit Committee of its continued application to transactions with the Interested Persons. The Company is not seeking Shareholders' approval for modifications of its existing mandate.

## 2.9 Disclosure in Financial Statements and Annual Report

Disclosure will be made in the Company's financial statements for the first half of its financial year, its full year financial statements, and its annual report of the aggregate value of all Interested Person Transactions conducted with the Interested Persons under the renewed Shareholders' Mandate during the current financial year, in accordance with the requirements of Chapter 9 of the Listing Manual.

## 3. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

The direct and deemed interests of the Directors and the substantial Shareholders of the Company in the Shares as at the Latest Practicable Date are as follows:

	Direct Interest		Deemed Interest		Total Interest	
	Number of Shares	%	Number of Shares	%	Number of Shares	%
David Teo Kee Bock	13,850,950	27.75	151,200 <sup>(1)</sup>	0.30	14,002,150	28.05
Steven Teo Kee Chong	7,884,500	15.80	-	-	7,884,500	15.80
Tan Keh Eyo	-	-	-	-	-	-
Low Beng Tin	-	-	-	-	-	-
Lai Mun Onn	-	-	-	-	-	-
Ang Kim Ton	8,480,000	16.99	-	-	8,480,000	16.99
OKG Construction & Trading Pte Ltd	7,531,000	15.09	-	-	-	-

Note:

<sup>(1)</sup> Mr David Teo Kee Bock is deemed to be interested in the 500 Shares held by his spouse and in the 150,700 Shares held through CPF Board Nominee.

## 4. ABSTENTION FROM VOTING

As Mr Adrian Teo Kee Tiong holds a substantial interest in FRG, he, together with his immediate family members, Mr David Teo Kee Bock, Mr Steven Teo Kee Chong and Mdm Ang Kim Ton, shall abstain from voting at the forthcoming AGM in respect of the Shares held by them on Ordinary Resolution 8 set out in the Notice of AGM relating to the renewal of the Shareholders' Mandate.

Mr Adrian Teo Kee Tiong, Mr David Teo Kee Bock, Mr Steven Teo Kee Chong and Mdm Ang Kim Ton also undertake to ensure that their respective associates will abstain from voting on the said Ordinary Resolution 8.

Mr Adrian Teo Kee Tiong, Mr David Teo Kee Bock, Mr Steven Teo Kee Chong and Mdm Ang Kim Ton further undertake not to accept appointments as proxies to vote on the said Ordinary Resolution 8 unless specific instructions are given as to the manner in which the votes are to be cast. Accordingly, the Company will disregard any votes cast on any resolution by person(s) who are required to abstain from voting by the listing rules or where applicable pursuant to a court order where such court order is served on the Company.

## 5. ANNUAL GENERAL MEETING

The AGM, notice of which is set out in the Annual Report of the Company, will be held electronically at 2 Jalan Rajah #06-28, Golden Wall Flatted Factory, Singapore 329134 at 10:00 a.m. on Thursday, 28 April 2022 for the purpose of considering and, if thought fit, passing with or without modifications the Ordinary Resolution 8 set out in the Notice of AGM.

## **6. ACTION TO BE TAKEN BY SHAREHOLDERS**

Shareholders who are unable to attend the AGM and who wish to appoint a proxy to attend on their behalf are requested to complete, sign and return the Proxy Form attached to the Notice of AGM in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the registered office of the Company at 2 Jalan Rajah #06-28, Golden Wall Flatted Factory, Singapore 329134, not less than 48 hours before the time fixed for the AGM. The completion and lodgement of the Proxy Form by a Shareholder will not prevent him from attending and voting at the AGM in place of his proxy if he so wishes.

## **7. DIRECTORS' RECOMMENDATION**

Save for Mr David Teo Kee Bock and Mr Steven Teo Kee Chong who have refrained from making any recommendation, the Directors are of the opinion that it is in the interests of the Company that the Group be permitted to have the flexibility to enter into the types of transactions described in paragraph 2.5 above in its ordinary course of business with the Interested Persons described in paragraph 2.4 above for the reasons stated in this Appendix. Accordingly, such Directors recommend that Shareholders vote in favour of Ordinary Resolution 8 relating to the renewal of the Shareholders' Mandate.

## **8. DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix, and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the renewed Shareholders' Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Appendix misleading.

Where information in this Appendix has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Appendix in its proper form and context.

## **9. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents may be inspected at the registered office of the Company at 2 Jalan Rajah #06-28, Golden Wall Flatted Factory, Singapore 329134, during normal business hours from the date of this Appendix up to the date of the AGM:

- (a) the Constitution of the Company; and
- (b) the Annual Report of the Company.

Yours faithfully  
For and on behalf of the Board of Directors of  
FUJI OFFSET PLATES MANUFACTURING LTD

Tan Keh Eyo  
Lead Independent Director