

## THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about the contents of this document or about what action you should take, you should immediately seek your own personal advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your shares or other securities in XP Power Limited, please send this document to the purchaser or transferee or to the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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## XP Power Limited



(Incorporated in the Republic of Singapore  
with Registration Number 200702520N)

## Notice of Annual General Meeting

To be Held on 20 April 2021 at 5.00 p.m. SST / 9.00 a.m. GMT on 20 April 2021

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Please note that a hard copy Form of Proxy will not be sent with this document. To submit your proxy vote please go to [www.signalshares.com](http://www.signalshares.com) or alternatively you may submit your vote through CREST, please note that you are able to request a hard copy form from Link as detailed below. **To be valid, your proxy vote must be returned so as to be received by the registrars of the Company, Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL, United Kingdom by not later than 5.00 p.m. SST\* on 16 April 2021 / 9.00 a.m. GMT\* on 16 April 2021.** The completion and return of the proxy vote will not preclude you from attending and voting in person at the Annual General Meeting should you wish. For full details of proxy appointments, see the notes to the Notice of Annual General Meeting.

If you are a holder of Depositary Interests representing ordinary shares in XP Power Limited on a 1 for 1 basis, **To be valid, your vote must be returned so as to be received by Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL by not later than 5.00 p.m. SST on 15 April 2021 / 9.00 a.m. GMT on 15 April 2021.**

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

\* References to "SST" are to 'Singapore Standard Time' in Singapore and references to "GMT" are to 'Greenwich Mean Time' in the United Kingdom.

**XP Power Limited**  
(Incorporated in the Republic of Singapore)  
(Registration Number 200702520N)

18 March 2021

## **NOTICE OF ANNUAL GENERAL MEETING 2021**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of XP Power Limited (the “Company”) will be held at 401 Commonwealth Drive, Haw Par Technocentre, Lobby B, #02-02, Singapore 149598 on 20 April 2021 at 5.00 p.m. SST / 9.00 a.m. GMT on 20 April 2021 (the “AGM”) to transact the following business, of which resolutions 1 to 12 will be proposed as ordinary resolutions and resolutions 13 to 15 as special resolutions:

### **ORDINARY BUSINESS**

#### **Ordinary Resolutions:**

- Resolution 1 To receive the report of the Directors and the audited accounts of the Company for the financial year ended 31 December 2020 together with the auditor’s report thereon.
- Resolution 2 To approve a final dividend for the financial year ended 31 December 2020 of 36 pence per Ordinary Share payable on 28 April 2021 to shareholders who are on the register of members of the Company at the close of business on 26 March 2021.
- Resolution 3 To re-elect James Peters as a Director of the Company, who retires by rotation at the AGM in accordance with Regulation 87 of the Company’s Constitution.
- Resolution 4 To re-elect Terry Twigger as a Director of the Company, who retires by rotation at the AGM in accordance with Regulation 87 of the Company’s Constitution.
- Resolution 5 To re-elect Andy Sng as a Director of the Company, who retires by rotation at the AGM in accordance with Regulation 87 of the Company’s Constitution.
- Resolution 6 To re-elect Pauline Lafferty as a Director of the Company, who voluntarily retires at the AGM and offers herself for re-election.
- Resolution 7 To re-elect Gavin Griggs as a Director of the Company, who voluntarily retires at the AGM and offers himself for re-election.
- Resolution 8 To re-elect Polly Williams as a Director of the Company, who voluntarily retires at the AGM and offers herself for re-election.
- Resolution 9 To reappoint PricewaterhouseCoopers LLP as auditors of the Company to hold office from the conclusion of the AGM until the conclusion of the next annual general meeting at which accounts are laid before the Company.
- Resolution 10 To authorise the Directors to determine the remuneration of the auditors of the Company.

## SPECIAL BUSINESS

### Ordinary Resolutions:

- Resolution 11 To receive and adopt the Directors' Remuneration Report contained within the Company's Annual Report and Accounts for the year ended 31 December 2020.
- Resolution 12 That, in substitution for any equivalent authorities and powers granted to the Directors prior to the passing of this Resolution, the Directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot and issue shares in the Company and to grant any right to subscribe for, or to convert any non-equity security into, any Equity Securities (as defined in the Company's Constitution from time to time), or sell treasury shares for cash in the Company (in aggregate, such shares not exceeding one-third in number of the ordinary shares in the capital of the Company in issue at 5.00 p.m. on the date of this Notice), this authority to expire on the earlier of the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting of the Company is required by law to be held; but such authority may be revoked or varied by the Company in general meeting; and save that the Directors may issue shares notwithstanding that an approval for the purposes of Section 161 of the Companies Act (Cap. 50) of Singapore (the "Companies Act") has ceased to be in force if the shares are issued in pursuance of an offer, agreement or option made or granted by them while the approval was in force and they were authorised by the approval to make or grant an offer, agreement or option or any instrument which would or might require shares to be issued after the expiration of the approval, and in exercising the authority conferred by this Resolution the Company shall comply with the provisions of the London Stock Exchange for the time being in force (unless such compliance has been waived by the London Stock Exchange), all applicable legal requirements under the Companies Act and the Constitution for the time being of the Company.

### Special Resolutions:

- Resolution 13 That, for the period commencing on the date this resolution is passed, and ending at the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting of the Company is required by law to be held, whichever is the earlier, the Directors be and they are hereby authorised to allot and issue Equity Securities (as defined in the Company's Constitution from time to time), and/or to sell treasury shares for cash up to an aggregate amount of 982,114 Ordinary Shares (being 5 per cent of the Ordinary Shares in issue at 5.00 p.m. on the date of this Notice), on the basis that Regulations 5.1 to 5.8 (inclusive) of the Company's Constitution from time to time shall not apply to any such allotment, issue or sale.
- Resolution 14 That, for the period commencing on the date this resolution is passed, and ending at the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting of the Company is required by law to be held, whichever is the earlier, the Directors be and they are hereby authorised (in addition to the authority granted in resolution 13) to allot and issue Equity Securities (as defined in the Company's Constitution from time to time), and/or to sell treasury shares for cash up to an aggregate amount of 982,114 Ordinary Shares (being 5 per cent of the Ordinary Shares in issue at 5.00 p.m. on the date of this Notice), on the basis that Regulations 5.1 to 5.8 (inclusive) of the Company's Constitution from time to time shall not apply to any such allotment, issue or sale provided that the power conferred by this resolution is used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

Resolution 15 That the Company be and is hereby generally and unconditionally authorised for the purposes of Regulation 14 of the Constitution of the Company and the Companies Act, to make one or more market purchases of or otherwise acquire issued ordinary shares in the capital of the Company ("Ordinary Shares") on such terms and in such manner as the Directors may from time to time determine provided that:

- (a) the maximum number of Ordinary Shares hereby authorised to be purchased shall not exceed 10 per cent of the Ordinary Shares in issue at the time at which this resolution is passed;
- (b) the minimum price which may be paid for an Ordinary Share is an amount equal to 1 pence;
- (c) the maximum price (excluding expenses) which may be paid for an Ordinary Share is an amount equal to 105 per cent of the average of the middle market closing price for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased; and
- (d) such authority shall continue in force until the date on which the next annual general meeting of the company is or is required by law to be held or until the date such share buybacks have been carried out to the full extent as mandated herein, whichever is the earliest; and such authority may from time to time be revoked or varied by the Company in general meeting

By Order of the Board

Gavin Griggs  
Chief Executive  
18 March 2021

XP Power Limited  
401 Commonwealth Drive  
Haw Par Technocentre  
Lobby B, #02-02  
Singapore 149598

## NOTES:

1. A member is entitled to attend, speak and vote if they hold registered ordinary shares in the Company and do not hold their ordinary shares as Depository Interests through CREST. Persons holding Depository Interests representing ordinary shares in XP Power Limited that wish to attend the AGM should contact the Depository, **Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL** by not later than 5.00 p.m. SST on 15 April 2021 / 9.00 a.m. GMT on 15 April 2021.

2. You can vote either:

by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions;

You may request a hard copy Form of Proxy or Form of Direction directly from the registrars, Link Group. Shareholder helpline - for information relating to your shares call: +44 (0)371 664 0300. Website helpline - for information on using this website call: +44 (0)371 664 0391. Calls to 0371 are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom are charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales.

in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such member's Form of Proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the Form of Proxy. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire shareholding and any second named proxy as an alternate to the first named or at the Company's option to treat this Form of Proxy as invalid. A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's Form of Proxy appoints more than two proxies, the appointments shall be invalid unless the member specifies the number of shares in relation to which each proxy has been appointed. "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act. A proxy need not be a member of the Company.

3. Members holding registered ordinary shares in the Company that do not hold their ordinary shares as Depository Interests through CREST may appoint a proxy to attend, speak and on a poll vote instead of him. A proxy need not also be a member of the Company but must attend the AGM in order to represent such member. A member who may appoint a proxy may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). **To be effective the proxy vote must reach the registrars of the Company, Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL United Kingdom by not later than 5.00 p.m. SST on 16 April 2021 / 9.00 a.m. GMT on 16 April 2021.**
4. If you are a holder of Depository Interests representing ordinary shares in XP Power Limited you can direct the Depository, Link Market Services Trustees Ltd, to vote your ordinary shares in accordance with your voting instructions. Voting instructions must be lodged by requested a the Form of Direction or electronically through CREST. The Form of Direction should be completed in accordance with the instructions as detailed thereon. To be valid, the Form of Direction must be completed and returned, together, if applicable, with the power of attorney or other authority under which it is signed (or a copy of such authority certified by a notary), and **must reach the Depository, Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 \$DL by not later than 5.00 p.m. SST on 14 April 2021 / 9.00 a.m. GMT on 14 April 2021.**
5. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

6. The Company specifies that only those shareholders entered on the Company's register of members as at close of business SST on 16 April 2021 / 9.00 a.m. GMT on 16 April 2021 (or if the AGM is adjourned, at close of business. SST / 9.00 a.m. GMT two working days before the time fixed for the adjourned AGM) shall be entitled to attend in person or by proxy and vote at the AGM in respect of the number of Ordinary Shares registered in their name at that time. Any changes to entries on the Company's register of members after such time (including any registered transfers of shares) shall be disregarded in determining the rights of any person to attend or vote at the AGM
7. Please note that the AGM is a private meeting for shareholders, proxies and duly authorised representatives. Non-shareholders, including spouses and partners, are not entitled to attend the AGM. A disabled shareholder may, however, be accompanied by a carer who need not be a shareholder.
8. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any question relating to the business being dealt with at the meeting but no such answer need be given if (i) to do so would interfere unduly with the preparation for the meeting or involve disclosure of confidential information (ii) the answer has already been given on a website in the form of an answer to a question (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
9. Copies of the Directors' service contracts and letters of appointment with the Company and any of its subsidiary undertakings are available for inspection at the registered office of the Company during the usual business hours on any weekday (Saturday, Sunday or public holidays excluded) from the date of this Notice until the conclusion of the AGM and will also be available for inspection at the place of the AGM from 9.00 a.m. SST / 1.00 a.m. GMT on the day of the AGM until its conclusion.
10. As at 22 March 2021 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 19,642,296 Ordinary Shares (including treasury shares which comprise 7,500 Ordinary Shares). Therefore, the total voting rights in the Company as at 22 March 2021 are 19,634,796.
11. Shareholders are advised that, unless otherwise stated, any telephone number, website or email address set out in this Notice of AGM, or Chairman's letter should not be used for the purpose of serving information on the Company (including the service of documents or information relating to the proceedings at the AGM).

## DIRECTORS' RECOMMENDATION

The Directors of the Company consider that all the proposals to be considered at the AGM are in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company for the benefit of its shareholders as a whole. The Directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings.

## EXPLANATORY NOTES

At this year's AGM there are 15 resolutions which the members are asked to approve. An explanation of those resolutions is given below.

- Resolution 1    **ANNUAL ACCOUNTS AND REPORTS**  
The Directors must lay the Company's financial statements, the Directors' report and the Auditor's report before the Members at a general meeting after the Directors have approved the financial statements and the Auditor has prepared their report.
- Resolution 2    **DIVIDEND**  
A final dividend for the financial year ended 31 December 2020 of 36 pence per Ordinary Share is recommended by the Directors for payment to shareholders who are on the register of members of the Company at the close of business on 26 March 2021. If approved, the date of payment of the final dividend will be 28 April 2021
- Resolutions 3, 4, 5, 6, 7 and 8    **RE-ELECTION OF DIRECTORS**  
The Company's Constitution requires each Director to retire at least once every three years. At the AGM, James Peters, Terry Twigger and Andy Sng will retire by rotation and stand for re-election as Directors. Pauline Lafferty, Gavin Griggs, and Polly Williams voluntarily retire and offer themselves for re-election. Short biographies of these Directors are set out below. Having formally considered the performance of and contribution made by each of the Directors standing for re-election the Board remains satisfied that the performance of each of the relevant Directors continues to be effective and to demonstrate commitment to the role and, as such, recommends their re-election.

**James Peters**  
Non-Executive Chairman

**COMMITTEES**  
Nomination (Chair)

**SKILLS AND BUSINESS EXPERIENCE**  
James has over 40 years' experience in the power converter industry.

**XP POWER**  
James founded XP Power in November 1988.

Appointed European Managing Director in April 2000, responsible for the development of the Group's European business.

Became Deputy Chairman in February 2003 and moved to a non-executive role in May 2012, before his appointment as Non- Executive Chairman in June 2014.

**Terry Twigger**  
Senior Non-Executive Director

COMMITTEES  
Audit (Chair)

Nomination

Remuneration

**SKILLS AND BUSINESS EXPERIENCE**

Between July 1993 and May 2013, Terry spent 20 years with Meggitt PLC, the FTSE 100 global engineering group specialising in extreme environment components and smart sub-systems for aerospace, defence and energy markets.

For the last 12 years at Meggitt, Terry was Chief Executive Officer and grew its revenues from £0.4 billion to £1.6 billion through a combination of organic growth and numerous successful acquisitions.

On 19 April 2018, Terry retired from his position as a Non-Executive Director of Essentra plc, the supplier of specialist plastic, fibre, foam and packaging products.

**Andy Sng**  
Executive Vice President, Asia

Andy joined the Group in July 2005 as General Manager for Asia where he started up the Shanghai operation. He currently oversees the sales and marketing for Singapore, China, Japan, South Korea and India.

**SKILLS AND BUSINESS EXPERIENCE**

Over 15 years in the power converter industry.

Graduated from Nanyang Technological University with a degree in Electrical and Electronic Engineering and an MBA from Manchester Business School.

Prior to joining the Group, he held technical and commercial roles with companies such as Silicon Systems (Singapore) and Advanced Micro Devices (Singapore).

**Pauline Lafferty**  
Non-Executive Chairman

COMMITTEES  
Audit

Nomination

Remuneration (Chair)

**SKILLS AND BUSINESS EXPERIENCE**

Pauline was formerly Chief People Officer at The Weir Group plc, a position she held between 2011 and 2017. Prior to that, she worked in executive search from 1998 to 2011, as a partner with The Miles Partnership and, previously, as an Executive Director at Russell Reynolds Associates. Before her career in executive search, Pauline worked in Asia for Digital Equipment Corporation where she held the position of Director of Materials & Supply.

Pauline holds non-executive positions at Centurion Group, a leader in the supply of critical rental equipment, infrastructure and support services to the energy industry and Scottish Event Campus Limited (SEC) where she is also Chair of the Remuneration Committee. SEC is Scotland's leading concert, exhibition and conference centre.



**Gavin Griggs**  
Chief Executive Officer

Gavin joined XP Power on 31 October 2017 as Chief Financial Officer and was appointed Chief Executive Officer from 1 January 2021.

**SKILLS AND BUSINESS EXPERIENCE**

CIMA qualified accountant who has worked in a range of acquisitive businesses with an international footprint.

Held senior finance roles at Logica, Sodexo, PepsiCo and SABMiller.

Served as CFO of Alternative Networks plc, a listed Information Technology and Telecommunications provider, prior to its acquisition by Daisy in December 2016 when he became Group Finance Director for Daisy Group.

**Polly Williams**  
Non-Executive Director

**COMMITTEES**

Remuneration

Audit

Nomination

**SKILLS AND BUSINESS EXPERIENCE**

Polly is a chartered accountant and a former Partner at KPMG LLP. She resigned from her partnership in 2003 and has held a number of non- executive directorship roles.

She is currently a Non-Executive Director at Jupiter Fund Management plc, TSB Group plc and Royal Bank of Canada Europe Ltd.

She is also a Trustee of the Guide Dogs for the Blind Association.

**Resolution 9 REAPPOINTMENT OF AUDITORS**

This resolution proposes the reappointment of PricewaterhouseCoopers LLP as auditors of the Company.

**Resolution 10 AUDITOR'S REMUNERATION**

This resolution authorises the Directors to set the remuneration of the auditors.

**Resolution 11 REMUNERATION POLICY**

All UK quoted companies are required to produce for each financial year a Directors' remuneration report which sets out the remuneration committees' policy in relation to Directors' remuneration, together with the remuneration and benefits paid to Directors during the year. The Company is also required to put the report to an advisory shareholder vote at the annual general meeting approving the report. Accordingly, this resolution proposes that the Directors' remuneration report, other than the Remuneration Policy referred to in Resolution 13 above (which is set out in the annual report and accounts) for the year ended 31 December 2019 be approved noting that as the vote is advisory it does not affect the remuneration of any individual directors.

**Resolution 12 AUTHORITY TO ALLOT AND ISSUE SHARES IN THE CAPITAL OF THE COMPANY**

Section 161 of the Companies Act, Chapter 50 of Singapore (the "Act") stipulates that Directors shall not, without prior approval of the Company in general meeting, exercise any power of the Company to issue shares. The authority granted at the last Annual General Meeting of the Company is due to expire at the conclusion of this year's AGM.

Accordingly, in accordance with the Pre-Emption Group's Statement of Principles, this resolution seeks to grant a new authority from shareholders for the Directors to allot Equity Securities or sell treasury shares in the Company up to a maximum aggregate amount not exceeding one-third of the issued ordinary share capital of the Company at 5.00 p.m. on the date of this Notice.

If given, the authority under this Resolution shall continue in force until the conclusion of the next annual general meeting or the expiration of the period within which the next annual general meeting of the Company is required by law to be held, whichever is the earlier; but any approval may be previously revoked or varied by the Company in general meeting. The Directors have no present intention of exercising the authority sought under Resolution 16, but the Directors wish to ensure that the Company has maximum flexibility in managing the financial resources of the Company.

This authority is subject to the Act, and to the provisions of Regulation 5.1 of the Company's Constitution from time to time subject to certain exceptions set out in Regulation 5.6 of the Company's Constitution from time to time.

**Resolution 13 AUTHORITY TO DISAPPLY PRE-EMPTION RIGHTS**

In accordance with the Pre-Emption Group's Statement of Principles, the Directors are also seeking authority to allot Equity Securities and/or to sell treasury securities for cash up to 5 per cent of the ordinary shares of the Company in issue at 5.00 p.m. on the date of this Notice, without having to offer such shares to existing shareholders.

If given, the authority under this Resolution shall continue in force until the conclusion of the next annual general meeting or the expiration of the period within which the next annual general meeting of the Company is required by law to be held, whichever is the earlier; but any approval may be previously revoked or varied by the Company in general meeting. The Directors have no present intention of exercising the authority sought under Resolution 17, but the Directors wish to ensure that the Company has maximum flexibility in managing the financial resources of the Company.

This authority is separate to and in addition to the authority to effect a Rights Issue or Open Offer with such exclusions as the Directors may determine to be appropriate or expedient on account of matters referred to in Regulation 5.6 of the Company's Constitution from time to time.

**Resolution 14 AUTHORITY TO DISAPPLY PRE-EMPTION RIGHTS (INVESTMENT)**

This resolution authorises the directors to allot further Equity Securities for cash in connection with acquisitions or other specified capital investments which are announced contemporaneously with the allotment, or which has taken place in the preceding six month period and is disclosed in the announcement of the allotment. This authority, which is being sought in accordance with the Pre-Emption Group's Statement of Principles, is limited to a maximum aggregate amount of 982,114 Ordinary Shares (being 5 per cent of the Ordinary Shares in issue at 5.00 p.m. on the date of this Notice). The Directors have no present intention of exercising the authority sought under Resolution 14, but the Directors wish to ensure that the Company has maximum flexibility in managing the financial resources of the Company.

**Resolution 15 AUTHORITY TO PURCHASE OWN SHARES**

Under Regulation 14 of the Company's Constitution, authority is given to the Company to purchase its own shares, subject to the shareholders passing a special resolution giving the Directors the necessary authority and to the other requirements of the Act and of the Listing Rules of the FCA. The Directors have no present intention of exercising the authority sought under Resolution 18, but the Directors wish to ensure that the Company has maximum flexibility in managing the financial resources of the Company.

This resolution seeks authority from shareholders for the Company to purchase its own shares through the London Stock Exchange for cancellation or holding in treasury. In seeking this authority the Board is not indicating any commitment to purchase Ordinary Shares. The Directors would use the share purchase authority with discretion and purchases would only be made from funds not required for other purposes. Any share buy-back would be funded from the Company's cash resources or banking facilities. The amount of financing required for the Company to purchase or acquire the Ordinary Shares and the impact on the financial position of the Company and the Group arising from such purchases or acquisitions of the Shares will depend on, inter alia, the aggregate number of Ordinary Shares purchased or acquired, the price of the Ordinary Shares at the relevant time, and the amount (if any) borrowed by the Company to fund the purchases or acquisitions.

It should be noted that although Resolution 15 would authorise the Company to purchase or acquire up to 10 per cent of the issued Ordinary Shares, the Company may not necessarily purchase or acquire or be able to purchase or acquire the entire 10 per cent of the issued Ordinary Shares. In reaching a decision to purchase any Ordinary Shares, the Directors would take account of the Company's cash resources and capital, the effect of such purchase on the Company's business, any impact on earnings per Ordinary Share or on net tangible assets per Ordinary Share. No announcement will be made by the Company in advance of market purchases. The authority is restricted to a maximum of 10 per cent of the existing issued ordinary share capital of the Company as at the date of this Notice. In the event of any purchase under this authority, the Directors would either hold the purchased Ordinary Shares in treasury or cancel them. The Company may only hold up to 10 per cent of the issued ordinary share capital of the Company in treasury.

The resolution specifies the minimum and maximum prices at which shares may be bought and when the authority will expire, reflecting the requirements of the Act and of the Listing Rules. The requirements of the Listing Rules also prevent the Company from purchasing its own shares during a close period or at a time when price-sensitive information is known to the Company but not released to the public.

If given, such authority shall continue in force until the date on which the next annual general meeting of the company is or is required by law to be held, whichever is the earlier; and such authority may from time to time be revoked or varied by the Company in general meeting.

#### **Financial effects**

The financial effects arising from purchases or acquisitions of Ordinary Shares pursuant to Resolution 12 depend on, inter alia, whether the Ordinary Shares are purchased or acquired out of capital and/or profits of the Company, the aggregate number of Ordinary Shares purchased or acquired, and the consideration (excluding brokerage, commission, applicable duties, taxes and other related expenses) paid ("Consideration").

Under the Act, purchases or acquisitions of Ordinary Shares by the Company may be made out of the Company's capital and/or profits so long as the Company is solvent. Where the Consideration is made out of profits, such Consideration (excluding brokerage, commission, applicable goods and services tax and other related expenses) will correspondingly reduce the amount available for the distribution of cash dividends.

When Ordinary Shares are purchased or acquired, and cancelled:

- (a) if the Ordinary Shares are purchased or acquired entirely out of the capital of the Company, the Company shall reduce the amount of its share capital by the total amount of the Consideration;
- (b) if the Ordinary Shares are purchased or acquired entirely out of profits of the Company, the Company shall reduce the amount of its distributable profits by the total amount of the Consideration; or
- (c) where the Ordinary Shares are purchased or acquired out of both the capital and the profits of the Company, the Company shall reduce the amount of its share capital and distributable profits proportionately by the total amount of the Consideration.

If the purchased or acquired Shares are not cancelled but held in treasury, there will be no change in the issued share capital of the Company.

Where the purchase of Ordinary Shares is financed through internal resources, it will reduce the cash reserves of the Group and the Company, and thus the current assets and shareholders' funds of the Group and the Company. This will result in an increase in the gearing ratios of the Group and the Company and a decline in the current ratios of the Group and the Company. The actual impact on the gearing and current ratios will depend on the number of Ordinary Shares purchased or acquired and the prices at which the Ordinary Shares are purchased or acquired. Where the purchase or acquisition of Ordinary Shares is financed through external borrowings or financing, there would be an increase in the gearing ratios of the Group and the Company and a decline in the current ratios of the Group and the Company, with the actual impact dependent on the number of Ordinary Shares purchased or acquired and the prices at which the Ordinary Shares are purchased or acquired.

## **PERSONAL DATA PRIVACY**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.