

# METech

INTERNATIONAL

## METECH INTERNATIONAL LIMITED

(Company Registration No: 199206445M)

(Incorporated in Singapore)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Metech International Limited (the “**Company**”) will be held at 65 Tech Park Crescent, Singapore 637787 on 31 October 2018 at 11.00 a.m. or as soon as practicable immediately following the conclusion or adjournment of the annual general meeting of the Company to be held at 10.00 a.m. at the same day at the same time for the purpose of considering and, if thought fit, passing the following resolutions:

All capitalised terms in the resolution below and defined in the circular dated 8 October 2018 to the shareholders of the Company (the “**Circular**”) shall, unless otherwise defined herein, have the respective meanings ascribed thereto in the Circular.

#### 1. ORDINARY RESOLUTION – THE PROPOSED SHARE CONSOLIDATION

That:

- (a) the proposed consolidation of every fifty (50) Existing Shares as at the Books Closure Date, into one (1) Consolidated Share with effect from a date to be fixed by the Directors of the Company in the manner set out in the Circular be approved;
- (b) any fractions of Consolidated Shares arising from the Proposed Share Consolidation shall be disregarded. All fractional entitlements arising from the implementation of the Proposed Share Consolidation shall be dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company, including (i) disregarding, or (ii) aggregating and selling the same and retaining the net proceeds for the benefits of the Company;
- (c) the Directors and each of them be authorised to fix the Books Closure Date and the Effective Trading Date in their absolute discretion as they deem fit; and
- (d) the Directors and/or any of them be authorised to complete and do all such acts and things (including executing such documents as may be required, approving any amendments, alterations, or modifications to any documents, and to sign, file, and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or he may in their/his absolute discretion consider expedient or necessary to give effect to the Proposed Share Consolidation and/or this Resolution.

#### 2. ORDINARY RESOLUTION – THE PROPOSED DISPOSAL

That:

- (a) the Proposed Disposal by the Company to Belle Forte Limited and Eng Wah Len Andrew pursuant to, and in accordance with, the terms of the Sale and Purchase Agreement be approved;
- (b) the Directors and/or any of them be authorised to complete and do all such acts and things (including executing such documents as may be required, approving any amendments, alterations, or modifications to any documents, and to sign, file, and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or he may in their/his absolute discretion consider expedient or necessary to give effect to the Proposed Disposal and/or this Resolution; and
- (c) all actions taken by the Company and/or the Directors of the Company in connection with, relating to or arising from the Proposed Disposal be confirmed, approved and ratified.

#### 3. SPECIAL RESOLUTION – THE PROPOSED ADOPTION OF THE NEW CONSTITUTION

That:

- (a) the regulations contained in the New Constitution of the Company as set out in Appendix 3 of the Circular be and are approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the Existing Constitution of the Company; and
- (b) the Directors and/or any of them be authorised to complete and do all such acts and things (including executing such documents as may be required, approving any amendments, alterations, or modifications to any documents, and to sign, file, and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or he may in their/his absolute discretion consider expedient or necessary to give effect to the Proposed Adoption of New Constitution and/or this Resolution.

For and on behalf of the Board

**Andrew Eng**

Chief Executive Officer

Singapore

8 October 2018

#### Notes:

1. A member of the Company entitled to attend and vote at the Extraordinary General Meeting may appoint not more than two (2) proxies to attend and vote on his behalf. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.
2. Pursuant to Section 181 of the Act, a member who is a relevant intermediary entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint more than two (2) proxies to attend and vote at the said Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member 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” means:
  - (a) a banking corporation licensed under the Banking Act, Cap. 19 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
  - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
  - (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with the subsidiary legislation.
3. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholding to be represented by each proxy. If no such proportion or number is specified, the first named proxy may be treated as representing 100.0% of the shareholding and any second named proxy as an alternate to the first named.
4. The instrument appointing a proxy must be deposited at the registered office of the Company at 65 Tech Park Crescent, Singapore 637787 not less than 48 hours before the time for holding the Extraordinary General Meeting.
5. A Depositor shall not be regarded as a member of the Company entitled to attend and vote at the Extraordinary General Meeting unless his name appears on the Depository Register maintained by The Central Depository (Pte) Limited 72 hours before the time appointed for the said Meeting.

#### Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, “**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), 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) 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.