

**MEMIONTEC HOLDINGS LTD.**  
(Company Registration No. 201305845W)  
(Incorporated in the Republic of Singapore)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of Memiontec Holdings Ltd. (the “**Company**”) will be held by electronic means (via LIVE WEBCAST and AUDIO ONLY MEANS) on Monday, 12 April 2021 at 2.00 p.m. for the following purposes:

**AS ORDINARY BUSINESS**

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2020, together with the Directors’ Statement and the Independent Auditor’s Report thereon.

**(Resolution 1)**
2. To declare and approve the payment of a tax exempt (one-tier) first and final cash dividend of S\$0.00185 per ordinary share (FY2019: S\$0.00115 per ordinary share) in the capital of the Company for the financial year ended 31 December 2020 (“**First and Final Dividend**”).

[See Explanatory Note (i)] **(Resolution 2)**
3. To re-elect Ms Soelistyo Dewi Soegiharto who is retiring pursuant to Regulation 96 of the Constitution of the Company and who, being eligible, offer herself for re-election as a Director of the Company.

[See Explanatory Note (ii)] **(Resolution 3)**
4. To note the retirement of Mr Chua Kern who is retiring pursuant to Regulation 96 of the Constitution of the Company.

*Mr Chua Kern, upon his retirement at the conclusion of this AGM, shall cease to be the Chairman of the Nominating Committee and a member of the Audit Committee and the Remuneration Committee.*
5. To note the retirement of Mr Lee Dah Khang who is retiring pursuant to Regulation 96 of the Constitution of the Company.

*Mr Lee Dah Khang, upon his retirement at the conclusion of this AGM, shall cease to be a member of the Audit Committee and the Remuneration Committee.*
6. To approve the payment of Directors’ fees of up to S\$190,000 (FY2020: S\$190,000) for the financial year ending 31 December 2021, to be paid half yearly in arrears.

**(Resolution 4)**
7. To appoint Messrs Nexia TS Public Accounting Corporation as Auditors of the Company in place of Messrs Deloitte & Touche LLP, the retiring Auditors of the Company, and to authorise the Directors of the Company to fix their remuneration.

[See Explanatory Note (iii)] **(Resolution 5)**
8. To transact any other ordinary business which may be properly transacted at an AGM of the Company.

**AS SPECIAL BUSINESS**

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

## Ordinary Resolutions

### 9. Authority to allot and issue shares

“That pursuant to Section 161 of the Companies Act, Cap. 50 of Singapore (“**Companies Act**”), the Constitution of the Company and Rule 806 of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”), the Directors of the Company be and are hereby authorised and empowered to:

- (a) (i) allot and issue shares in the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

(the “**Share Issue Mandate**”)

provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares and Instruments to be issued other than on a *pro-rata* basis to existing shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by SGX-ST) for the purpose of determining the aggregate number of Shares and Instruments that may be issued under sub-paragraph (1) above, the percentage of issued Shares and Instruments shall be based on the number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
  - (i) new Shares arising from the conversion or exercise of the Instruments or any convertible securities;
  - (ii) new Shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
  - (iii) any subsequent bonus issue, consolidation or subdivision of Shares.

Adjustments in accordance with sub-paragraph (2)(i) or sub-paragraph (2)(ii) above are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

- (3) in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provision of the Catalist Rules for the time being in force (unless such compliance has been waived by SGX-ST), all applicable legal requirements under the Companies Act and the Constitution of the Company; and

- (4) unless revoked or varied by the Company in a general meeting, the Share Issue Mandate shall continue in force until: (i) the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier; or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments.”

[See Explanatory Note (iv)]

**(Resolution 6)**

10. **Authority to offer and grant awards and allot and issue shares under the Memiontec Performance Share Plan**

“That, pursuant to Section 161 of the Companies Act, the Directors of the Company be and are hereby authorised and empowered to offer and grant awards (“**Awards**”) in accordance with the provisions of the Memiontec Performance Share Plan (the “**PSP**”) and to allot and issue from time to time such number of fully paid-up new Shares as may be required to be allotted and delivered pursuant to the vesting of the Awards granted by the Company under the PSP, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of Shares to be issued pursuant to the PSP shall not exceed fifteen per centum (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.”

[See Explanatory Note (v)]

**(Resolution 7)**

11. **Proposed Participation of Mr Tay Kiat Seng, being a controlling shareholder of the Company, in the Memiontec Performance Share Plan**

“That:

- (a) pursuant to Rule 852 of the Catalist Rules, approval be and is hereby given for the participation by Mr Tay Kiat Seng, a controlling shareholder of the Company, in the Memiontec Performance Share Plan; and
- (b) the Directors of the Company and each of them be and are hereby authorised to implement, effect, complete and do all such acts and things (including without limitation executing all such documents as may be required) as the Directors of the Company or any of them may consider necessary, desirable or expedient for the purposes of or in connection with and to give effect to this resolution as they or he may think fit.”

[See Explanatory Note (vi)]

**(Resolution 8)**

12. **Proposed Participation of Ms Soelistyo Dewi Soegiharto, being a controlling shareholder of the Company, in the Memiontec Performance Share Plan**

“That:

- (a) pursuant to Rule 852 of the Catalist Rules, approval be and is hereby given for the participation by Ms Soelistyo Dewi Soegiharto, a controlling shareholder of the Company, in the Memiontec Performance Share Plan; and
- (b) the Directors of the Company and each of them be and are hereby authorised to implement, effect, complete and do all such acts and things (including without limitation executing all such documents as may be required) as the Directors of the Company or any of them may consider necessary, desirable or expedient for the purposes of or in connection with and to give effect to this resolution as they or he may think fit.”

[See Explanatory Note (vii)]

**(Resolution 9)**

13. **Proposed Adoption of the Share Buyback Mandate**

“That:

- (a) for the purposes of the Catalist Rules and the Companies Act, and such other laws and regulations as may for the time being be applicable, the Directors of the Company be and are hereby authorised to exercise all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the share capital of the Company (“**Shares**”) not exceeding in aggregate the Maximum Percentage (as hereafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:

- (i) on-market purchases (each a “**Market Purchase**”) transacted through the SGX-ST through the ready market, and which may be transacted through one or more duly licensed stockbrokers appointed by the Company for the purpose of the purchases or acquisitions of Shares; and/or
- (ii) off-market purchases (each an “**Off-Market Purchase**”), otherwise than on a securities exchange, in accordance with an equal access scheme(s) as may be determined or formulated by the Directors of the Company as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the Catalist Rules,

and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act and the Catalist Rules as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Buyback Mandate**”);

- (b) the authority conferred on the Directors of the Company pursuant to the Share Buyback Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the passing of this resolution and up to:

- (i) the date on which the next AGM of the Company is held or required by law to be held;
- (ii) the date on which the purchases or acquisitions of Shares pursuant to the Share Buyback Mandate are carried out to the full extent mandated; or
- (iii) the date on which the authority conferred by the Share Buyback Mandate is revoked or varied by the Company in a general meeting,

whichever is earliest;

- (c) in this resolution:

“**Maximum Percentage**” means not more than 10% of the issued and paid-up share capital of the Company (excluding treasury shares and subsidiary holdings), subject always to the free float requirement as set out in Section 2.9(c) of the appendix to this Notice of AGM dated 26 March 2021 (“**Appendix**”) as at the date of passing of this resolution (excluding any Shares which are held as treasury shares or subsidiary holdings as at that date);

“**Relevant Period**” means the period commencing from the date on which the resolution in relation to the adoption of the Share Buyback Mandate is passed at the AGM of the Company and expiring on the earliest of the date the next AGM of the Company is held or is required by law to be held, or the date on which the purchases or acquisitions of Shares pursuant to the Share Buyback Mandate are carried out to the full extent mandated, or the date the said mandate is revoked or varied by the Company in a general meeting;

“**Maximum Price**” in relation to a Share to be purchased or acquired, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of a Market Purchase: 105% of the Average Closing Price;

(ii) in the case of an Off-Market Purchase: 120% of the Average Closing Price, where:

“**Average Closing Price**” means the average of the closing market prices of a Share over the last five (5) market days, on which transactions in the Shares were recorded immediately preceding the day of the Market Purchase by the Company or, as the case may be, the day of the making of the offer (as defined below) pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five (5)-market day period and the day on which the purchases or acquisitions of Shares pursuant to the Share Buyback Mandate are made; and

“**day of the making of the offer**” means the day on which the Company announces its intention to make an offer for an Off-Market Purchase, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

(d) the Directors of the Company and/or any one of them be and are hereby authorised to complete and do all such acts and things (including, without limitation, executing such documents as may be required) as they and/or he may consider desirable, expedient or necessary to give effect to the transactions contemplated and/or authorised by this resolution.”

[See Explanatory Note (viii)]

**(Resolution 10)**

**By Order of the Board**

**Ang Siew Koon**  
**Company Secretary**

**26 March 2021**

**Explanatory Notes:**

(i) Record Date and Payment Date for the First and Final Dividend

Subject to the approval of the shareholders of the Company at this AGM of the Company, notice is hereby given that the Share Transfer Books and Register of Members of the Company will be closed at 5.00 p.m. (Singapore time) on 19 April 2021 (“**Record Date**”) for the purpose of determining shareholders’ entitlement to the First and Final Dividend.

Duly completed registrable transfers received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd of 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623, up to 5.00 p.m. on the Record Date will be registered to determine shareholders' entitlement to the First and Final Dividend. In respect of the Shares in the securities accounts with The Central Depository (Pte) Limited (“**CDP**”), the First and Final Dividend will be paid by the Company to CDP which will distribute the First and Final Dividend to holders of the securities accounts.

The First and Final Dividend, if approved by shareholders of the Company at this AGM of the Company, shall be payable on or about 11 May 2021.

(ii) Ms Soelistyo Dewi Soegiharto will, upon re-election as a Director of the Company, remain as the Managing Director of the Company.

Detailed information on Ms Soelistyo Dewi Soegiharto as required pursuant to Rule 720(5) of the Catalist Rules can be found in the Annual Report 2020 under the section entitled “Disclosure of Information on the Director Seeking Re-election”.

- (iii) Ordinary Resolution 5 in item 7 proposed above is to approve the appointment of Messrs Nexia TS Public Accounting Corporation (“**Nexia**”) as the Company’s Auditors in place of the retiring Auditors, Messrs Deloitte & Touche LLP (“**Deloitte**”), and to authorise the Directors of the Company to fix their remuneration. In accordance with the requirements of Rule 712(3) of the Catalist Rules:
- (a) Deloitte has confirmed to Nexia by way of a letter of professional clearance dated 22 March 2021 that it is not aware of any professional reasons why Nexia should not accept appointment as the new Auditors;
  - (b) the Company confirms that there are no disagreements with Deloitte on accounting treatments within the last 12 months up to the date of their retirement at the conclusion of this AGM;
  - (c) the Company confirms that it is not aware of any circumstances connected with the proposed change of auditors that ought to be brought to the attention of the shareholders of the Company which has not been disclosed in the Appendix;
  - (d) the Company confirms that the specific reasons for the proposed change of auditors are disclosed in Section 4.2 of the Appendix. The proposed change of auditors is neither due to the dismissal of Deloitte nor Deloitte declining to stand for election; and
  - (e) the Company confirms that it complies with Rules 712 and 715 of the Catalist Rules in relation to the proposed appointment of Nexia as its new Auditors.

For more information relating to Ordinary Resolution 5 in item 7 above, please refer to Section 4 of the Appendix.

- (iv) The Ordinary Resolution 6 in item 9 above, if passed, will empower the Directors of the Company from the date of this AGM of the Company until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, one hundred per centum (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to fifty per centum (50%) may be issued other than on a *pro-rata* basis to existing shareholders of the Company.

For the purpose of determining the aggregate number of Shares that may be issued, the percentage of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new Shares arising from the conversion or exercise of the Instruments or any convertible securities or the exercise of share options or the vesting of share awards which were issued and outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

- (v) The Ordinary Resolution 7 in item 10 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue Shares in the Company pursuant to the vesting of the Awards granted by the Company under the PSP up to a number not exceeding in aggregate (for the entire duration of the PSP) fifteen per centum (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time.
- (vi) The Ordinary Resolution 8 in item 11 above, if passed, will approve the participation of Mr Tay Kiat Seng, the Executive Chairman and Chief Executive Officer and also a controlling shareholder of the Company, in the Memiontec Performance Share Plan, on the terms as set out in the Ordinary Resolution and the Appendix. For more information relating to Ordinary Resolution 8 in item 11 above, please refer to Section 3 of the Appendix.
- (vii) The Ordinary Resolution 9 in item 12 above, if passed, will approve the participation of Ms Soelistyo Dewi Soegiharto, the Managing Director and also a controlling shareholder of the Company, in the Memiontec Performance Share Plan, on the terms as set out in the Ordinary

Resolution and the Appendix. For more information relating to Ordinary Resolution 9 in item 12 above, please refer to Section 3 of the Appendix.

- (viii) The Ordinary Resolution 10 in item 13 above, if passed, will empower the Directors of the Company during the Relevant Period to purchase or otherwise acquire by way of Market Purchases or Off-Market Purchases, Shares up to the Maximum Percentage of Shares, subject always to the free float requirements being complied with and on the terms of the Share Buyback Mandate as set out in the Ordinary Resolution and the Appendix. An illustration on the financial effects of the purchase or acquisition of Shares by the Company pursuant to the Share Buyback Mandate based on the audited financial statements of the Group for the financial year ended 31 December 2020 is set out in Section 2.7 of the Appendix. For more information relating to Ordinary Resolution 10 in item 13 above, please refer to Section 2 of the Appendix.

**IMPORTANT NOTICE TO SHAREHOLDERS REGARDING THE CONDUCT  
OF THE COMPANY'S AGM ON MONDAY, 12 APRIL 2021 AT 2.00 P.M.**

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, the Company wishes to inform shareholders of the Company (the "**Shareholders**") that it will conduct its annual general meeting on Monday, 12 April 2021 at 2.00 p.m. ("**AGM**") by way of electronic means. **The Company will not accept any physical attendance by Shareholders.**

Shareholders may participate in the AGM by:

- (a) observing and/or listening to the proceedings of the AGM via a "live" audio-visual webcast of the AGM ("**LIVE WEBCAST**") or "live" audio only stream (via telephone) of the AGM ("**AUDIO ONLY MEANS**");
- (b) submitting questions in advance of the AGM; and/or
- (c) appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM.

Details of the steps for pre-registration, pre-submission of questions and voting at the AGM by Shareholders are set out below.

**1. Pre-registration for the LIVE WEBCAST or AUDIO ONLY MEANS**

**LIVE WEBCAST**

Shareholders who wish to attend the AGM by observing the proceedings of the AGM can participate via the LIVE WEBCAST by submitting their particulars (comprising emails, full names, NRIC/Passport Nos./Company Registration Nos. and number of shares held) by email to **IRMR@memiontec.com** by 2.00 p.m. on 9 April 2021 (being not less than seventy-two (72) hours before the time fixed for the AGM) (the "**Registration Deadline**") to enable the Company to verify the Shareholders' status. After the verification process, a unique link will be sent to authenticated Shareholders before end-of-the-day on 11 April 2021. The link will be used by Shareholders to observe the proceedings of the AGM by accessing the LIVE WEBCAST.

Shareholders may attend the LIVE WEBCAST via your smart phones, tablets or laptops/computers.

**AUDIO ONLY MEANS**

Shareholders who wish to attend the AGM by listening to the proceedings of the AGM can participate via the AUDIO ONLY MEANS by submitting their particulars (comprising emails, full names, NRIC/Passport Nos./Company Registration Nos. and number of shares held) by email to **IRMR@memiontec.com** by the **Registration Deadline** to enable the Company to verify the Shareholders' status. After the verification process, an email confirmation containing details of the AUDIO ONLY MEANS will be sent to authenticated Shareholders before end-of-the-day on 11 April 2021. The details contained in the email confirmation will be used by Shareholders to listen to the proceedings of the AGM via the AUDIO ONLY MEANS.

Shareholders who wish to attend the AGM via LIVE WEBCAST or AUDIO ONLY MEANS are reminded that the AGM is private. Invitations to attend the LIVE WEBCAST or AUDIO ONLY MEANS shall not be forwarded to anyone who is not a Shareholder of the Company or who is not authorized to attend the LIVE WEBCAST or AUDIO ONLY MEANS. Recording of the LIVE WEBCAST and AUDIO ONLY MEANS in whatever form is also strictly prohibited.

The Company asks for Shareholders' indulgence during the LIVE WEBCAST and AUDIO ONLY MEANS in the event of any technical disruptions.

Shareholders, who would have been able to be appointed as proxies by relevant intermediaries under Section 181(1C) of the Companies Act, Cap. 50 of Singapore, such as SRS investors, should approach their respective agents, such as SRS Operators, to participate in the AGM via LIVE WEBCAST or AUDIO ONLY MEANS.

Shareholders who register by the Registration Deadline but do not receive an email response before end-of-the-day on 11 April 2021 may contact the Company at **IRMR@memiontec.com** for assistance.



## 2. Shareholders' Questions and Answers (Q&A)

If Shareholders have any questions in relation to any item of the agenda of the AGM, Shareholders may send their queries in advance, by 8 April 2021, by **email to [IRMR@memiontec.com](mailto:IRMR@memiontec.com)**. Please state your question(s), your full name, NRIC/Passport Nos./Company Registration Nos. and number of shares held, and whether you are a Shareholder or a proxy or a corporate representative of a corporate Shareholder. Any question without these identification details will not be entertained.

Please note that the Company will provide responses to substantial questions and relevant comments from Shareholders, so submitted by Shareholders in advance, prior to the AGM by publishing the responses on SGXNet at [www.sgx.com/securities/company-announcements](http://www.sgx.com/securities/company-announcements) and the Company's corporate website at [www.memiontec.com/announcements](http://www.memiontec.com/announcements). Where substantial questions and relevant comments submitted by Shareholders are unable to be addressed prior to the AGM, the Company will address them during the AGM via LIVE WEBCAST and AUDIO ONLY MEANS. The Company will also address any subsequent clarifications sought, or follow-up questions, prior to, or at, the AGM in respect of substantial and relevant matters.

The Company will publish the minutes of the AGM (including the Company's responses to the substantial questions and relevant comments from Shareholders, which are addressed during the AGM) on SGXNet at [www.sgx.com/securities/company-announcements](http://www.sgx.com/securities/company-announcements) and the Company's corporate website at [www.memiontec.com/announcements](http://www.memiontec.com/announcements) within one (1) month after the conclusion of the AGM.

Shareholders, who would have been able to be appointed as proxies by relevant intermediaries under Section 181(1C) of the Companies Act, Cap. 50 of Singapore, such as SRS investors, should approach their respective agents, such as SRS Operators, to submit their questions in relation to any item of the agenda of the AGM prior to the AGM and have their substantial questions and relevant comments answered.

## 3. Proxy Voting

**A Shareholder will not be able to vote through LIVE WEBCAST and AUDIO ONLY MEANS and voting at the AGM is by proxy ONLY.** Shareholders who wish to vote on any or all of the resolutions at the AGM must appoint the Chairman of the AGM as your proxy to vote on your behalf by completing the proxy form attached to the Notice of AGM or download it from the Company's announcement on SGXNet at [www.sgx.com/securities/company-announcements](http://www.sgx.com/securities/company-announcements) or from the Company's corporate website at [www.memiontec.com/announcements](http://www.memiontec.com/announcements). Shareholders should specifically indicate how they wish to vote for or vote against (or abstain from voting on) the resolutions set out in the Notice of AGM, in the proxy form, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

Shareholders must submit the completed and signed proxy form appointing the Chairman of the AGM as proxy (i) **by email to [IRMR@memiontec.com](mailto:IRMR@memiontec.com)**; or (ii) **by post to the registered address of the Company at 20 Woodlands Link #04-30/31 Singapore 738733, by 2.00 p.m. on 9 April 2021** (being not less than seventy-two (72) hours before the time fixed for the AGM). Any incomplete proxy form will be rejected by the Company.

A Shareholder who wishes to submit a proxy form must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

**In view of the current COVID-19 situation and the related safe distancing measures, Shareholders are strongly encouraged to submit completed proxy forms electronically via email.**

The proxy form must be under the hand of the appointor or of his attorney duly authorised in writing and where such proxy form is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer. Where the proxy form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the proxy form, failing which the proxy form may be treated as invalid.

For SRS investors who wish to appoint the Chairman of the AGM as their proxy, they should approach their respective SRS Operators to submit their votes **by email to [IRMR@memiontec.com](mailto:IRMR@memiontec.com) or post to the registered address of the Company at 20 Woodlands Link #04-30/31 Singapore 738733** at least seven (7) working days before the AGM.

#### 4. Documents for the AGM

Documents relating to the business of the AGM, which comprise the Company's Annual Report for the financial year ended 31 December 2020 ("**Annual Report 2020**"), the Notice of AGM dated 26 March 2021, the Appendix to the Notice of AGM dated 26 March 2021, and the proxy form for the AGM, have been published by the Company on 26 March 2021 and is available for access and download from (i) the SGXNet at [www.sgx.com/securities/company-announcements](http://www.sgx.com/securities/company-announcements); and (ii) the Company's corporate website at [www.memiontec.com/announcements](http://www.memiontec.com/announcements). Printed copies of the documents will NOT be sent to Shareholders.

The Company also seeks Shareholders' understanding and cooperation to adhere to the measures taken by the Company in light of the COVID-19 situation. Shareholders are advised to check on the Company's announcement(s) on SGXNet at [www.sgx.com/securities/company-announcements](http://www.sgx.com/securities/company-announcements) or the Company's corporate website at [www.memiontec.com/announcements](http://www.memiontec.com/announcements) for any changes or updates on this AGM, should there be any further measures recommended by the relevant authorities.

#### Personal Data Privacy

By (a) submitting an instrument appointing the Chairman of the AGM as a proxy to vote at the AGM and/or any adjournment thereof, or (b) submitting details for the registration to attend the AGM via LIVE WEBCAST or AUDIO ONLY MEANS, or (c) submitting any question prior to the AGM in accordance with this Notice of AGM, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing and administration by the Company (or its agents) of proxy forms appointing the Chairman of the AGM as a proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Meeting (including any adjournment thereof);
- (ii) processing of the registration for purpose of granting access to members (or their corporate representatives in the case of members which are legal entities) to the LIVE WEBCAST or AUDIO ONLY MEANS to observe the proceedings of the AGM and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions; and
- (iv) 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 AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a member of the Company (such as his name, his presence at the AGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.

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*This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "**Sponsor**"), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalyst.*

*This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice including the correctness of any of the statements or opinions made or reports contained in this notice.*

*The contact person for the Sponsor is Ms. Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 8 Robinson Road #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.*