

NOTICE OF THIRTY-THIRD ANNUAL GENERAL MEETING

MATEX INTERNATIONAL LIMITED

(Incorporated in the Republic of Singapore)

Company Registration No. 198904222M

Notice of Thirty-Third Annual General Meeting

This Notice has been made available on the home page of the Company's corporate website (www.matex.com.sg) and SGXNET. A printed copy of this Notice will not be dispatched to members of the Company.

NOTICE IS HEREBY GIVEN that the Thirty-Third Annual General Meeting of the Company ("**AGM**" or **Meeting**) will be held by way of electronic means on Thursday, 27 April 2023 at 10.00 a.m. (Singapore Time) for the purpose of considering and, if thought fit, passing with or without any modifications, the ordinary resolutions as set out below:

Ordinary Business

1. To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2022 and the Auditors' Report thereon.

[Resolution 1]

2. To re-elect Mr. Foo Der Rong who is retiring in accordance with Article 89 of the Company's Constitution, as Director of the Company.

Note: Mr. Foo Der Rong, if re-elected, will remain as Chairman of Nominating Committee and member of the Audit Committee and Remuneration Committee and will be considered as an independent director.

[Resolution 2]

3. To re-elect Mr. Tan Guan Liang who is retiring in accordance with Article 89 of the Company's Constitution, as Director of the Company.

Note: Mr. Tan Guan Liang is an Executive Director of the Company he will, upon re-election as a Director of the Company, remain as the Executive Director.

[Resolution 3]

4. To approve a sum of up to S\$117,600 as directors' fees for the year ending 31 December 2023, to be paid quarterly in arrears. (2022: S\$117,600)

[Resolution 4]

5. To re-appoint Moore Stephens LLP as auditors and to authorise the Directors to fix their remuneration.

[Resolution 5]

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Special Business

6. To consider and if thought fit, to pass the following resolution as ordinary resolution, with or without modification:-

Authority to issue shares in the capital of the Company pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited

That pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Catalist Rules of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), the Directors of the Company be 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 pursuant to 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 pursuant to the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed 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 to be issued (including Shares to be issued pursuant to the Instruments) other than on a pro-rata basis to existing shareholders of the Company shall not exceed 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);

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- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares and that may be issued under sub-paragraph (1) above, the total number of issued Shares shall be based on the total 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:
- (a) new shares arising from the conversion or exercise of any convertible securities;
 - (b) new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution provided the options or awards were granted in compliance with the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares;

Adjustments in accordance with 6(2)(a) or 6(2)(b) 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 passing of the Share Issue Mandate.

- (3) in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) 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 (i) 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 and the Catalist Rules 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 (1)]

[Resolution 6]

7. To transact any other business that may be properly transacted at an AGM.

By Order of the Board

Dr Tan Pang Kee
Chief Executive Officer/Managing Director

Singapore
11 April 2023

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Explanatory Notes:

1. The **Ordinary Resolution 6**, 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 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, 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 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 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 share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

Notes:

General

1. Pursuant to the COVID-19 (Temporary Measures) Act that was passed by Parliament on 7 April 2020 ("**Temporary Measures Act**") and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 ("**Meeting Orders**"), issuers are able to make alternative arrangements to hold general meetings where personal attendance is required under written law or legal instruments (such as a company's constitution). The AGM will be held by electronic means and members of the Company will not be allowed to attend the AGM in person.
2. Alternative arrangements are instead put in place to allow shareholders to participate in the AGM by:
 - a. Attending, asking questions and communicating via a Live Webcast (as defined below). Shareholders who wish to participate as such will have to pre-register in the manner outlined in paragraphs 3 to 4 below;
 - b. Submitting questions ahead of the AGM or "live" at the AGM. Please refer to paragraphs 5 to 13 below for further details; and
 - c. Live voting and submission of instrument appointing a proxy(ies). Please refer to paragraphs 14 to 21 below for further details.

Participation in AGM proceedings via "live" webcast

3. A shareholder of the Company or their corporate representatives (in the case of a shareholder which is a legal entity) will be able to watch or listen to the proceedings of the AGM through a "live" webcast via mobile phone, tablet or computer ("**Live Webcast**"). Shareholders will also be able to ask questions and vote "live". In order to do so, the shareholder will have to follow these steps:
 - (a) Shareholders (including those who hold their shares through Relevant Intermediaries (including CPF Investors or SRS Investors)) who wish to watch or listen to the Live Webcast must pre-register with the Company at the URL: <https://matex.com.sg/en/investor-relations/agm> (the "**Matex AGM Website**") no later than 10.00 a.m. on 25 April 2023 ("**Registration Deadline**").
 - (b) Corporate shareholders must also submit a copy of the Corporate Representative Certificate to the Company at eagm@matex.com.sg, in addition to the registration procedures as set out in paragraph (a) above, by the Registration Deadline, for verification purpose.
 - (c) Following authentication of a shareholder's status, such shareholder will receive an email containing the login details to access the Live Webcast of the AGM proceedings.
 - (d) Shareholders who have pre-registered by the Registration Deadline but do not receive the aforementioned email by 12.00 p.m. on 26 April 2023 should check the 'spam/junk' folder before contacting the Company at the following email address: eagm@matex.com.sg, with the following details included: (1) the full name of the shareholder; and (2) his/her/its identification/registration number.
4. Shareholders are reminded that the AGM proceedings are private. Login details to access the Live Webcast of the AGM proceedings should therefore not be shared with anyone who is not a shareholder of the Company or otherwise he or she shall not be authorised to attend the AGM. Recording of the Live Webcast in whatever form is also strictly prohibited.

Persons who hold shares in the Company through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore), other than CPF and SRS investors, and who wish to participate in the AGM by (a) observing and/or listening to the AGM proceedings via the Live Webcast; (b) submitting questions in advance of the AGM; and/or (c) appointing a proxy to attend, speak and vote "live" on their behalf at the AGM, should contact the relevant intermediary through which they hold such shares as soon as possible in order to make the necessary arrangements for them to participate in the AGM.

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CPF Investors and SRS Investors:

- (a) may vote "live" via at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
- (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf by the cut-off date.

Submission of questions prior to the AGM

5. A member of the Company may also submit questions in advance relating to the resolutions to be tabled for approval at the AGM or the Company's businesses and operations. The Company will endeavour to address questions which are substantial and relevant.
6. To do so, all questions must be submitted no later than 10.00 a.m. on 19 April 2023 (the "**Submission Deadline**") through any one of the following means:
 - (a) in physical copy by depositing the same at the registered office of the Company at 1003 Bukit Merah Central, #01-10, Inno Centre, Singapore 159836; or
 - (b) by email to eagm@matex.com.sg.
7. If the questions are deposited in physical copy at the Company's registered office or sent via email, and in either case not accompanied by the completed and executed proxy form, the following details must be included with the submitted questions: (1) the full name of the shareholder; and (2) his/her/its identification/registration number for verification purposes, failing which the submission will be treated as invalid.
8. The Company will endeavour to address substantial and relevant questions relating to the resolution to be tabled for approval at the AGM by 10.00 a.m. on 23 April 2023.
9. The Company will publish the minutes of the AGM on SGXNet and the Company's website, and the minutes will record substantial and relevant questions from shareholders relating to the resolution tabled at the AGM, and the responses from the board of directors and management (as applicable).

Submitting questions "live" at the AGM

10. Shareholders or where applicable, their appointed proxy(ies), CPF and SRS investors who have pre-registered and are verified to attend the AGM can ask questions relating to the ordinary resolutions tabled for approval at the AGM "live" at the AGM, by typing in and submitting questions through the "live: ask-a-question" function during the AGM.
11. Shareholders who wish to appoint a proxy(ies) (other than the Chairman of the AGM) to ask questions "live" at the AGM on their behalf must, in addition to completing and submitting an instrument of appointing a proxy(ies), ensure that their proxy(ies) pre-register separately via the registration link as mentioned under Note 3 upon verification of the Proxy Form(s).
12. Shareholders, CPF and SRS investors or, where applicable, their appointed proxy(ies) must access the AGM via the "Live" audio-visual webcast in order to ask questions "live" at the AGM, and will not be able to do so via the audio-only stream of the AGM proceedings.
13. The Company will endeavour to address as many substantial and relevant questions relating to the resolution to be tabled for approval at the AGM prior to the AGM, as well as those received "live" at the AGM itself.

Live Voting

14. Shareholders or their appointed proxy(ies) (other than the Chairman of the Meeting) attending the AGM by electronic means will be able to participate by voting "live" at the AGM.

Submission of instrument appointing a proxy(ies)

15. A Member of the Company (other than a Relevant Intermediary*) entitled to attend and vote at the AGM is entitled to appoint not more than 2 proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.
16. A Relevant Intermediary may appoint more than 2 proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified.)
17. The Proxy Form must be submitted through any one of the following means: (a) by depositing a physical copy at the registered office of the Company at **1003 Bukit Merah Central, #01-10, Inno Centre, Singapore 159836**; or (b) by sending a scanned PDF copy by email to eagm@matex.com.sg, in each case, **no later than 10.00 a.m. on 25 April 2023**, and failing which, the Proxy Form will not be treated as valid.

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18. The Proxy Form must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed under its common seal or under the hand of its officer or attorney duly authorised. 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.
19. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative with respect to the AGM, in accordance with Section 179 of the Companies Act 1967 of Singapore and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
20. The Company shall be entitled to reject the Proxy Form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form.
21. In the case of a member of the Company whose shares are entered against his/her name in the Depository Register, the Company may reject any Proxy Form if the member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

*A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act 1970 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; or
- (b) a person holding a capital markets services license to provide custodial services under the Securities and Futures Act 2001 and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, 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 Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

Personal data privacy:

By pre-registering for the Live Webcast, submitting a Proxy Form appointing proxy(ies) to vote at the AGM and/or any adjournment thereof, and/or submitting questions relating to the resolutions to be tabled for approval at the AGM or the Company's businesses and operations, a member of the Company consents to the collection, use and disclosure of such member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration, analysis and facilitation by the Company (or its agents or service providers) of his/her/its appointment of proxy(ies) 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, regulations and/or guidelines.

This document has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, Provenance Capital Pte. Ltd. ("**Sponsor**") for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), this being the SGX-ST Listing Manual Section B: Rules of Catalist. The Sponsor has not independently verified the contents of this document.

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

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