



**Matex International Limited**  
**万得国际有限公司**

(Incorporated in the Republic of Singapore under the Companies Act, Cap. 50)  
Company Registration No. 198904222M

**NOTICE OF TWENTY-FIFTH ANNUAL GENERAL MEETING**

Notice is hereby given that the Twenty-Fifth Annual General Meeting of the Company will be held at 47 Ayer Rajah Crescent, #05-10 Singapore 139947 on Tuesday, 28 April 2015 at 3.00 p.m. to transact the following business: –

**Ordinary Business**

- 1 To receive and adopt the Directors' Report and Audited Accounts for the financial year ended 31 December 2014 and the Auditors' Report thereon. **[Resolution 1]**
- 2 To re-elect Mr Robson Lee Teck Leng who is retiring in accordance with Article 89 of the Company's Articles of Association, as Director of the Company. **[Resolution 2]**  
Note: Mr Robson Lee Teck Leng, if re-elected, will remain the Chairman of the Company's remuneration committee and a member of the Company's nominating committee and audit committee and will be considered as an independent director.
- 3 To re-elect Dr John Chen Seow Phun who is retiring in accordance with Article 89 of the Company's Articles of Association, as Director of the Company. **[Resolution 3]**  
Note: Dr John Chen Seow Phun, if re-elected, will remain the Chairman of the Board of Directors and the Company's audit committee and a member of the Company's remuneration committee and nominating committee and will be considered as an independent Non- Executive Director.
- 4 To approve the sum of S\$147,000 as directors' fees for the year ended 31 December 2014. (2013: S\$147,000) **[Resolution 4]**
- 5 To re-appoint Ernst & Young LLP as auditors and to authorise the Directors to fix their remuneration. **[Resolution 5]**

**Special Business**

- 6 To consider and, if thought fit, to pass the following as Ordinary Resolutions, with or without modifications:–

That, pursuant to Section 161 of the Companies Act and Rule 806 of the Listing Manual (the "Listing Manual") of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors of the Company be authorized and empowered to:

- (A) (i) issue shares in the capital of 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 shall 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 Instrument made or granted by the Directors while this Resolution was in force,

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 convertible securities to be issued pursuant to this Resolution shall not exceed fifty per cent. (50%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares and convertible securities to be issued other than on a pro-rata basis to the shareholders of the Company shall not exceed twenty per cent. (20%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as at the time of passing of this Resolution);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares and convertible securities that may be issued under sub-paragraph (1) above on a pro-rata basis, the total number of issued Shares (excluding treasury shares) in the capital of the Company shall be based on the total number of issued Shares (excluding treasury shares) 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 convertible securities;
  - (b) new Shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with the rules of the Listing Manual of the SGX-ST; and
  - (c) any subsequent bonus issue, consolidation or subdivision of Shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST as amended from time to time (unless such compliance has been waived by the SGX-ST) and the Articles; and
- (4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting is required by law to be held, whichever is the earlier."

**[See Explanatory Note]**

**[Resolution 6]**

- 7 To transact any other business that may be properly transacted at an Annual General Meeting.

**[Resolution 7]**

By Order of the Board

Alex Tan Pang Kee  
Chief Executive Officer/Director

Singapore  
10 April 2015

**Explanatory Notes:**

Resolution 6 if passed, will empower the Directors of the Company 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, 50% of the total number of issued Shares (excluding treasury shares) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to shareholders.

For determining the aggregate number of Shares that may be issued on a pro-rata basis, the total number of issued Shares (excluding treasury shares) will be calculated based on the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time Resolution 6 is passed after adjusting for new Shares arising from the conversion or exercise of any convertible securities or share options which are outstanding or subsisting at the time when Resolution 6 is passed and any subsequent bonus issue, consolidation or subdivision of Shares. In determining the 20% which may be issued other than on a pro-rata basis, the total number of issued Shares (excluding treasury shares) will be calculated based on the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time Resolution 6 is passed.

**Proxies:**

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. The instrument appointing a proxy must be deposited at the registered office of the Company at 47 Ayer Rajah Crescent, #05-10 Singapore 139947, not less than 48 hours before the time appointed for the holding of the Annual General Meeting.