

MEtech
INTERNATIONAL
METECH INTERNATIONAL LIMITED
(Company Registration No. 199206445M)
(Incorporated in Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Metech International Limited (the “Company”) will be held at 65 Tech Park Crescent, Singapore 637787 on Thursday, 27 October 2016 at 9.30 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 30 June 2016 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To re-elect Mr. Francis Lee Fook Wah as a director of the company retiring pursuant to Regulation 89 of the Constitution of the Company: **(Resolution 2)**
Mr. Francis Lee Fook Wah will, upon re-election as a Director of the Company, remain as Chairman of the Audit Committee and a member of the Nominating and Remuneration Committees and will be considered independent for the purpose of Rule 704(7) of the Listing Manual (Section B: Rules of Catalist) (the “Listing Manual”) of The Singapore Exchange Securities Trading Limited (“SGX-ST”).
3. To approve the payment of Directors’ Fees of S\$93,000 for the year ending 30 June 2017 (FY2016: S\$93,000). **(Resolution 3)**
4. To re-appoint Messrs Moore Stephens LLP as Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 4)**
5. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

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

6. Authority to allot and issue shares

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the “Companies Act”) and Rule 806 of the Listing Manual of the SGX-ST, the Directors of the Company be authorised 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 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,

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) to be issued pursuant to this Resolution shall not exceed hundred per centum (100%) 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 to be issued other than on a pro rata basis to shareholders of the Company shall not exceed fifty per centum (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);
 - (2) Subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed, 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 this Resolution is passed; 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 for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and the constitution for the time being of the Company; 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 of the Company is required by law to be held, whichever is earlier.
- [See Explanatory Note (i)] **(Resolution 5)**

7. Authority to Allot and Issue Shares under the Metech International Limited Performance Share Plan

That pursuant to Section 161 of the Companies Act, the Directors be authorised to:

- (a) grant awards (“Awards”) in accordance with the provisions of the Metech International Limited Performance Share Plan (“Plan”); and
- (b) issue and allot and/or transfer from time to time such number of Shares in the capital of the Company as may be required to be issued and/or transferred in respect of all Awards granted under the Plan,

provided that:

- (1) the aggregate number of Shares that may be issued pursuant to Awards granted under the Plan on any date, when added to the number of new Shares issued and/or issuable and/or existing Shares transferred and/or transferrable in respect of all Awards granted under the Plan, the Metech International Limited Employee Share Option Scheme and any other share scheme which the Company may implement from time to time, shall not exceed fifteen per cent. (15%) of the total issued Shares in the capital of the Company (excluding treasury shares); and
- (2) the aggregate number of Shares that may be issued to controlling shareholders and their associates must not exceed twenty five per cent. (25%) of the Shares available under the Plan; and the number of Shares that may be issued to each controlling shareholder or his associate must not exceed ten per cent. (10%) of the Shares available under the Plan.

[See Explanatory Note (ii)]

(Resolution 6)

8. Authority to Allot and Issue Shares under the Metech International Limited Employee Share Option Scheme

That pursuant to Section 161 of the Companies Act, the Directors be authorised to:

- (a) grant Options (“Options”) in accordance with the provisions of the Metech International Limited Employee Share Option Scheme (the “Scheme”); and
- (b) issue and allot and/or transfer from time to time such number of Shares in the capital of the Company as may be required to be issued and/or transferred in respect of all Options granted under the Scheme,

provided that:

- (1) the aggregate number of Shares over which Options may be granted pursuant to the Scheme, when added to the number of new Shares issued and/or issuable and/or existing Shares transferred and/or transferrable in respect of all Options granted under the Scheme, the Plan and any other share scheme which the Company may implement from time to time, shall not exceed fifteen per cent. (15%) of the total issued Shares in the capital of the Company (excluding treasury shares); and
- (2) the aggregate number of Shares that may be issued to controlling shareholders and their associates must not exceed twenty five per cent. (25%) of the Shares available under the Scheme; and the number of Shares that may be issued to each controlling shareholder or his associate must not exceed ten per cent. (10%) of the Shares available under the Scheme.

[See Explanatory Note (iii)]

(Resolution 7)

By Order of the Board
Shirley Lim Guat Hua
Company Secretary
Singapore, 12 October 2016

Explanatory Notes:

- (i) The Ordinary Resolution 5 in item 6 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting 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) in the capital of the Company, of which up to 50% may be issued other than on a pro-rata basis to shareholders.
- (ii) The Ordinary Resolution 6 in item 7 above, if passed, will empower the Directors of the Company to issue and allot shares in the Company of up to a number not exceeding, in total, 15% of the total number of issued shares (excluding treasury shares) in the capital of the Company under the Plan. The aggregate number of Shares to be issued and allotted to controlling shareholders and their associates must not exceed 25% of the Shares available under the Plan. The aggregate number of Shares to be issued and allotted to each controlling shareholder must not exceed 10% of the Shares available under the Plan.
- (iii) The Ordinary Resolution 7 in item 8 above, if passed, will empower the Directors of the Company to allot and issue shares in the Company of up to a number not exceeding, in total, 15% of the total number of issued shares (excluding treasury shares) in the capital of the Company under the Scheme. The aggregate number of Shares to be issued and allotted to controlling shareholders and their associates must not exceed 25% of the Shares available under the Scheme. The aggregate number of Shares to be issued and allotted to each controlling shareholder must not exceed 10% of the Shares available under the Scheme.

Notes:

1. A Member of the Company (other than a Relevant Intermediary) entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint not more than two proxies to attend and vote in his/her stead.
2. Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies.
3. Pursuant to Section 181 of the Companies Act, Chapter 50 of Singapore, any member who is a relevant intermediary is entitled to appoint one or more proxies to attend and vote at the Annual General Meeting. Relevant intermediary is either:
 - (a) A banking corporation licensed under the Banking Act, Chapter 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, Chapter 289 of Singapore and who holds shares in that capacity; or
 - (c) The Central Provident Fund Board established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for 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 that subsidiary legislation.
4. If the member is a corporation, the instrument appointing the proxy must be executed under seal or the hand of an officer or attorney duly authorised.
5. A proxy need not be a member of the Company.
6. 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 forty-eight (48) hours before the time appointed for holding the Annual General Meeting.

Personal Data Privacy:

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual 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 Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 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, 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), 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.