



NANOFILM TECHNOLOGIES INTERNATIONAL LIMITED
(Company Registration No.: 199902564C)
(Incorporated in Singapore on 13 May 1999)
(the “Company”)

MINUTES OF ANNUAL GENERAL MEETING

PLACE : 11 Tai Seng Drive, Singapore 535226

DATE : Wednesday, 29 April 2026

TIME : 10:00 a.m.

PRESENT : **Board of Directors:**

Dr. Shi Xu	- Executive Chairman and Group Chief Executive Officer
Ms. Ong Siew Koon @ Ong Siew Khoon	- Lead Independent Director and Chairman of Audit and Risk Committee
Ms. Lee Lee Khoon	- Independent Director and Chairman of Remuneration Committee
Mr. Wan Kum Tho	- Independent Director and Chairman of Nominating Committee
Mr. Steve Ghanayem #	- Independent Director

Attended the AGM virtually

IN ATTENDANCE / BY INVITATION : **Shareholders, Management and other external professionals**
As set out in the attendance records maintained by the Company.

CHAIRMAN OF THE MEETING : Dr. Shi Xu

QUORUM

Dr. Shi Xu, the Executive Chairman of the Company (the “**Chairman**”), welcomed the shareholders of the Company (the “**Shareholders**”) to the Annual General Meeting (the “**Meeting**” or “**AGM**”) of the Company for the financial year ended 31 December 2025 (“**FY2025**”). On behalf of the Board of Directors (the “**Board**”) and Management, the Chairman extended sincerest appreciation to the Shareholders for their support.

As a quorum was present, the Chairman declared the Meeting open at 10.00 a.m..

QUESTION AND ANSWER (“Q&A”) SESSION AND VOTING

The Chairman informed the Meeting of the following:

- (1) A Q&A session would be conducted after all resolutions have been read. Shareholders were invited to raise their hands if they had any questions relating to the agenda of the Meeting.

- (2) The Company would endeavour to address all relevant and substantial questions raised during the Q&A session as well as those submitted by post or email before the AGM, which have not been responded in the Company's announcement dated 24 April 2026.
- (3) Shareholders were invited to vote on each resolution tabled at the Meeting at any time during the AGM proceedings or after the end of the Q&A session, as they deemed fit.
- (4) After the Q&A session and voting, the Scrutineer will collect and verify the voting slips before announcing the voting results.

INTRODUCTION

The Chairman introduced the Board and the following parties present at the Meeting:

- Mr. Kay Lim Kian Onn, Group Chief Financial Officer
- Mr. Gian Yi-Hsen, Group Chief Strategy Officer
- Mr. Ian Howe, Group Chief Commercial Officer
- Ms. Lao Mei Leng, Partner-in-charge & Audit Partner of Moore Stephens LLP
- Representatives from the Company Secretary's office, Boardroom Corporate & Advisory Services Pte. Ltd. ("**Boardroom**")
- Representatives from the Share Registrar, Boardroom

NOTICE OF MEETING

The Chairman informed the Meeting that the notice convening the Meeting dated 14 April 2026 (the "**Notice of AGM**"), Proxy Form and Request Form were released on the SGXNet and despatched to the Shareholders. The electronic copy of the Annual Report and Addendum to the Annual Report had also been published on the Company's website and SGXNet. The Notice of AGM was taken as read.

VOTING BY WAY OF A POLL

The Meeting was informed that:

- (1) The Chairman had been appointed as proxy by some Shareholders and he would be voting in accordance with their instructions.
- (2) The Chairman demanded for a poll in accordance with Regulation 64 of the Company's Constitution.
- (3) For the conduct of the poll, Reliance 3P Advisory Pte. Ltd. ("**Reliance 3P Advisory**") and Boardroom had been appointed as the Scrutineer and the Polling Agent respectively.

A representative from Reliance 3P Advisory explained the conduct of poll voting.

PROPOSAL OF THE MOTIONS

The Meeting was informed that all motions on the agenda of the Meeting would be proposed by the Chairman of the Meeting.

MEETING PROCEEDINGS

The Chairman then proceeded with the business of the Meeting.

1. DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS – RESOLUTION 1

Resolution 1 was to receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2025 together with the Auditors' Report thereon.

The following Resolution 1 was proposed by the Chairman:

"That the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2025 together with the Auditors' Report thereon be received and adopted."

2. DECLARATION OF FINAL DIVIDEND – RESOLUTION 2

Resolution 2 was to declare a final dividend. The Board had recommended the payment of a final dividend (tax exempt one-tier) of S\$0.0087 per ordinary share for the financial year ended 31 December 2025.

The following Resolution 2 was proposed by the Chairman:

"That the declaration of a final dividend (tax exempt one-tier) of S\$0.0087 per ordinary share for the financial year ended 31 December 2025 be approved."

3. RE-ELECTION OF DR. SHI XU AS A DIRECTOR – RESOLUTION 3

As Resolution 3 related to the re-election of Dr. Shi Xu, the Chairman, as a Director of the Company, he requested Ms. Ong Siew Koon ("**Ms. Ong**"), the Lead Independent Director, to take over as the Chairman of the Meeting for the consideration of Resolution 3.

The following Resolution 3 was proposed by Ms. Ong, the Chairman of the Meeting for the consideration of Resolution 3:

"That Dr. Shi Xu, retiring pursuant to Regulation 94 of the Company's Constitution, be re-elected as a Director of the Company."

The Meeting was informed that Dr. Shi Xu would, upon re-election as a Director of the Company, remain as the Executive Chairman of the Board.

Upon the conclusion of Resolution 3, Ms. Ong handed the chair back to the Chairman, who then resumed chairing the Meeting.

4. RETIREMENT OF MR. STEVE GHANAYEM AS A DIRECTOR

Agenda Item 4 of the AGM was to note the retirement of Mr. Steve Ghanayem ("**Mr. Ghanayem**") as a Director of the Company. Upon the conclusion of the Meeting, Mr. Ghanayem would cease to be a member of the Nominating Committee and Remuneration Committee.

On behalf of the Board, the Chairman thanked Mr. Ghanayem for his valuable contributions and services to the Board and the Company.

5. DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2026 – RESOLUTION 4

Resolution 4 was to approve the payment of Directors' fees for the financial year ending 31 December 2026.

The following Resolution 4 was proposed by the Chairman:

"That the payment of Directors' fees of S\$329,000 for the financial year ending 31 December 2026 be approved and that the fees be paid quarterly in arrears."

6. RE-APPOINTMENT OF AUDITORS – RESOLUTION 5

Resolution 5 was to re-appoint the auditors and to authorise the Directors to fix their remuneration.

The retiring auditors, Moore Stephens LLP, had expressed their willingness to continue in office.

The following Resolution 5 was proposed by the Chairman:

"That Moore Stephens LLP be re-appointed as the Auditors of the Company until the conclusion of the next Annual General Meeting and that the Directors be authorised to fix their remuneration."

ANY OTHER BUSINESS

As no notice of any other ordinary business had been received by the Company Secretary, the Meeting proceeded to deal with the special business of the Meeting.

SPECIAL BUSINESS

7. AUTHORITY TO ISSUE NEW SHARES – RESOLUTION 6

Resolution 6 was to authorise the Directors to issue shares pursuant to Section 161 of the Companies Act 1967 and the Listing Rules of the SGX-ST.

The following Resolution 6 was proposed by the Chairman:

"That pursuant to Section 161 of the Companies Act 1967 of Singapore ("**Companies Act**"), and Rule 806 of the Listing Manual of the SGX-ST, authority be and is hereby given to the Directors to:

- (a) (i) allot and issue ordinary shares in the capital of the Company ("**Shares**") whether by way of rights, bonus or otherwise;
- (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 similar instruments convertible into Shares; and/or
- (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues,

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

- (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; and
- (c) complete and do all such acts and things, including without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give effect to this Resolution,

provided that:

- (1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (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 the shareholders of the Company (“**Shareholders**”) (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) shall not exceed 20% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below). Unless prior shareholder approval is required under the Listing Rules, an issue of treasury shares will not require further shareholder approval, and will not be included in the aforementioned limits;
- (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 total number of the issued Shares (excluding treasury shares and subsidiary holdings, if any) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) 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 the exercise of share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 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 for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company in a general meeting), the authority conferred by this Resolution shall 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 the earlier.

Adjustments in accordance with sub-paragraph (2)(a) or sub-paragraph (2)(b) above are only to be made in respect of new Shares and treasury shares arising from convertible securities, share options or share awards which were issued/transferred and outstanding or subsisting at the time of the passing of this Resolution.”

8. AUTHORITY TO ISSUE SHARES UNDER THE NANOFILM EMPLOYEE SHARE OPTION SCHEME 2017 (THE “NANOFILM ESOS 2017”) – RESOLUTION 7

Resolution 7 was to authorise the Directors to allot and issue new shares from time to time as may be required to be issued pursuant to the exercise of options granted under the Nanofilm ESOS 2017.

The following Resolution 7 was proposed by the Chairman:

“That pursuant to Section 161 of the Companies Act, authority be and is hereby given to the Directors to allot and issue new Shares from time to time as may be required to be issued pursuant to the exercise of the options granted under the Nanofilm ESOS 2017 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.”

9. AUTHORITY TO GRANT OPTIONS AND ISSUE SHARES UNDER THE NANOFILM EMPLOYEE SHARE OPTION SCHEME 2020 (THE “NANOFILM ESOS 2020”) – RESOLUTION 8

Resolution 8 was to authorise the Directors to offer and grant options pursuant to the rules of the Nanofilm ESOS 2020 and to allot and issue new shares as may be required to be issued pursuant to the exercise of options granted under the Nanofilm ESOS 2020.

The following Resolution 8 was proposed by the Chairman:

“That pursuant to Section 161 of the Companies Act, authority be and is hereby given to the Directors to:

- (a) offer and grant options pursuant to the rules of the Nanofilm ESOS 2020 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 (“**Relevant Period**”); and
- (b) allot and issue new Shares as may be required to be issued from time to time pursuant to the exercise of options granted during the Relevant Period, specified in sub-paragraph (a) above,

provided that the total number of Shares over which options may be granted under the Nanofilm ESOS 2020 on any date, when added to the total number of Shares allotted and issued and/or to be allotted and issued, and issued Shares (including treasury shares) delivered and/or to be delivered, pursuant to (1) options already granted under the Nanofilm ESOS 2020; (2) the awards already granted under the Nanofilm Restricted Share Plan (as defined in paragraph 10 below); and (3) any options and awards already granted under the Company’s other share options or share schemes adopted post the initial public offering of the Shares on the SGX-ST (“**Listing**”), shall not exceed 5% of the total number of issued Shares (excluding treasury shares) on the date preceding the date of grant of the relevant new option.”

10. AUTHORITY TO GRANT AWARDS AND ISSUE SHARES UNDER THE NANOFILM RESTRICTED SHARE PLAN 2021 (THE “NANOFILM RESTRICTED SHARE PLAN”) – RESOLUTION 9

Resolution 9 was to authorise the Directors to offer and grant awards in accordance with the provisions of the Nanofilm Restricted Share Plan and to allot and issue from time to time such number of fully-paid new shares, as may be required to be allotted and issued pursuant to the vesting of awards granted under the Nanofilm Restricted Share Plan.

The following Resolution 9 was proposed by the Chairman:

“That pursuant to Section 161 of the Companies Act, authority be and is hereby given to the Directors to:

- (a) offer and grant awards (“**Awards**”) in accordance with the provisions of the Nanofilm Restricted Share Plan; and
- (b) allot and issue from time to time such number of fully-paid new Shares and/or transfer such number of existing Shares held in treasury, free of charge, as may be required to be delivered from time to time pursuant to the vesting of Awards under the Nanofilm Restricted Share Plan,

provided that the total number of Shares which may be delivered pursuant to Awards granted under the Nanofilm Restricted Share Plan, when added to: (i) the total number of new Shares allotted and issued and/or to be allotted and issued, issued Shares (including treasury shares) delivered and/or to be delivered, and Shares released and/or to be released in the form of cash in lieu of Shares, pursuant to all Awards granted under the Nanofilm Restricted Share Plan and options already granted under the Nanofilm ESOS 2020; and (ii) the total number of Shares subject to any other share option or share schemes adopted by the Company after the Listing, shall not exceed 5% of the total number of issued Shares (excluding Shares held by the Company as treasury shares and subsidiary holdings, if any) on the date preceding the date of grant of the relevant Award.”

11. RENEWAL OF SHARE PURCHASE MANDATE – RESOLUTION 10

Resolution 10 was to seek shareholders’ approval on the renewal of the Share Purchase Mandate.

The following Resolution 10 was proposed by the Chairman:

“That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire Shares not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
 - (i) on-market purchase(s) (“**Market Purchases**”), transacted through the SGX-ST trading system and/or on any other securities exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed dealers appointed by the Company for the purpose; and/or
 - (ii) off-market purchase(s) (“**Off-Market Purchase**”), if effected otherwise than on the SGX-ST or a securities exchange in accordance with an equal access scheme(s) (as defined in Section 76C of the Companies Act) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with the Companies Act and all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Purchase Mandate**”);

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the

Directors pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing on and from the date of the passing of this Resolution and expiring on the earlier of:

- (i) the date on which the next AGM of the Company is held or required by law to be held; or
 - (ii) the date on which purchases and acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated;
- (c) for purposes of this Resolution:

“Average Closing Price” means the average of the closing market prices of the Shares over the last five (5) consecutive market days on which Shares are transacted on the SGX-ST or, as the case may be, such other securities exchange on which the Shares may for the time being be listed or quoted, immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted in accordance with the Listing Manual of the SGX-ST for any corporate action which occurs during the relevant five (5) market day period and the date on which the Market Purchase is made or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase;

“date 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 or acquisition of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase calculated on the basis set out below) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

“Maximum Limit” means that number of issued Shares representing 10% of the total issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares and subsidiary holdings as at that date); and

“Maximum Price” in relation to a Share to be purchased or acquired, means the purchase price (excluding related brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) which shall not exceed, in the case of a Market Purchase, 105% of the Average Closing Price of the Shares and, in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price of the Shares; and

- (d) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.”

Q&A SESSION

The Board and Senior Management of the Company then proceeded with the Q&A session of the AGM.

A summary of the questions raised by the Shareholders during the Meeting, along with the corresponding responses, is set out in **Appendix 1** annexed to these minutes.

The Meeting was informed that the responses to the questions raised by the Shareholders at the Meeting would be released on SGXNet in due course together with the minutes of the AGM.

CONDUCT OF POLL

The Chairman directed the Shareholders to cast their vote for each resolution proposed at the Meeting.

After an interval of approximately 5 minutes, the representatives from the Polling Agent, collected the duly completed voting slips for counting and verification.

The Meeting was adjourned at 11:13 a.m. for the Polling Agent to carry out the counting and the Scrutineer to conduct the verification.

RESULTS OF THE VOTING

The Meeting resumed at 11:46 a.m. with the requisite quorum present.

Following the Polling Agent's tabulation and counting of votes, and the Scrutineer's verification of the votes counted, the results of the poll were shown on the screen and announced as follows:

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)*	Number of shares	As a percentage of total number of votes for and against the resolution (%)*
Ordinary Business:					
Resolution 1: Adoption of Directors' Statement, Audited Financial Statements and Auditors' Report	387,596,975	387,581,875	100.00	15,100	0.00
Resolution 2: Declaration of final dividend	387,680,875	387,665,775	100.00	15,100	0.00
Resolution 3: Re-election of Dr. Shi Xu as a Director	387,680,875	387,195,075	99.87	485,800	0.13
Resolution 4: Approval of Directors'	387,590,875	387,557,275	99.99	33,600	0.01

fees for the financial year ending 31 December 2026					
Resolution 5: Re-appointment of Moore Stephens LLP as Auditors	387,590,875	387,572,775	100.00	18,100	0.00
Special Business:					
Resolution 6: Share Issue Mandate	387,663,075	381,340,966	98.37	6,322,109	1.63
Resolution 7: Authority to issue shares under the Nanofilm Employee Share Option Scheme 2017	387,582,575	371,824,866	95.93	15,757,709	4.07
Resolution 8: Authority to grant options and issue shares under the Nanofilm Employee Share Option Scheme 2020	387,583,075	371,827,866	95.94	15,755,209	4.06
Resolution 9: Authority to grant awards and issue shares under the Nanofilm Restricted Share Plan	387,673,075	371,882,366	95.93	15,790,709	4.07
Resolution 10: Renewal of Share Purchase Mandate	387,674,875	387,619,775	99.99	55,100	0.01

* The percentages are rounded to the nearest two decimal places.

Based on the above results of the poll, the Chairman declared that all the resolutions as set out in the Notice of AGM were duly carried.

CONCLUSION

There being no other business to transact, the Chairman declared the Meeting closed at 11:47 a.m. and thanked all present for their attendance and support.

CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD

DR. SHI XU
CHAIRMAN