

CIRCULAR DATED 13 DECEMBER 2024

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

If you are in any doubt about the contents of this Circular or the course of action you should take, you should consult your bank manager, stockbroker, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all of your shares in the capital of the Metech International Limited (the “**Company**”) held through The Central Depository (Pte) Limited (the “**CDP**”), you need not forward this Circular, the Notice of EGM (as defined herein) and the accompanying Proxy Form (as defined herein) to the purchaser or the transferee as arrangements will be made by CDP for a separate Circular, the Notice of EGM and the accompanying Proxy Form to be sent to the purchaser or the transferee. If you have sold or transferred all your ordinary shares in the capital of the Company represented by physical share certificate(s) which are not deposited with the CDP, you should immediately forward this Circular, the Notice of EGM and the accompanying Proxy Form to the purchaser or the transferee, or to the bank, the stockbroker or the agent through whom the sale or the transfer was effected for onward transmission to the purchaser or the transferee.

This Circular has been prepared by the Company and reviewed by the Company’s sponsor, Novus Corporate Finance Pte. Ltd. (the “**Sponsor**”) in accordance with Rule 226(2)(b) of the Catalist Rules.

This Circular has not been examined or approved by the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) and the SGX-ST assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made, or reports contained in this Circular.

The contact person for the Sponsor is Mr. Pong Chen Yih, Chief Operating Officer, at 7 Temasek Boulevard, #04-02 Suntec Tower 1, Singapore 038987, telephone (65) 6950 2188.

METech

铭泰国际

METECH INTERNATIONAL LIMITED

(Company Registration No. 199206445M)
(Incorporated in Singapore)

CIRCULAR TO SHAREHOLDERS

in relation to

- (1) THE PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESS TO INCLUDE THE FOOD WASTE BUSINESS**
- (2) THE PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESS TO INCLUDE THE HEALTH SUPPLEMENTS BUSINESS**
- (3) PROPOSED ADOPTION OF THE METECH PERFORMANCE SHARE PLAN**

IMPORTANT DATES AND TIMES:

| | | |
|------------------------------------------------|---|----------------------------------------------------|
| Last date and time for lodgement of Proxy Form | : | 27 December 2024 at 10:00 a.m. (Singapore time) |
| Date and time of EGM | : | 30 December 2024 at 10:00 a.m. (Singapore time) |
| Place of EGM | : | 54 Pandan Road, Singapore 609292 |

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DEFINITIONS

In this Circular, the following definitions apply throughout unless the context otherwise requires or otherwise stated:

- “Act”** : The Companies Act 1967 of Singapore, as amended, supplemented or modified from time to time
- “Adoption Date”** : The date on which the Metech Performance Share Plan is adopted by resolution of the Shareholders of the Company
- “AGT”** : Asian Green Tech Pte Ltd, a wholly owned subsidiary of the Company
- “associate”** : (a) In relation to any individual, including a Director, chief executive officer, Substantial Shareholder or Controlling Shareholder (being an individual) means: –
- (i) his immediate family;
 - (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and
 - (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of thirty per cent. (30%) or more;
- (b) in relation to a Substantial Shareholder or Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of thirty per cent. (30%) or more,
- or such other definition as the Catalist Rules may from time to time prescribe
- “Award”** : A contingent award of Shares granted under the Metech Performance Share Plan
- “Award Date”** : In relation to an Award, the date on which the Award is granted under the Metech Performance Share Plan
- “Board” or “Board of Directors”** : The board of directors of the Company as at the Latest Practicable Date
- “Catalist”** : The Catalist board of the SGX-ST

DEFINITIONS

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| “Catalist Rules” | : | Section B: Rules of Catalist of the Listing Manual, as amended, modified or supplemented from time to time |
| “CDP” | : | The Central Depository (Pte) Limited |
| “China” | : | The People’s Republic of China |
| “Circular” | : | This circular to Shareholders dated 13 December 2024 |
| “Company” | : | Metech International Limited |
| “control” | : | The capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of the Company |
| “Constitution” | : | The constitution of the Company as may be amended, modified or supplemented from time to time |
| “Controlling Shareholder” | : | A person who: – (a) holds directly or indirectly fifteen per cent. (15%) or more of the nominal amount of all voting shares in the Company, unless determined by the SGX-ST that such person is not a controlling shareholder; or (b) in fact exercises control over the Company |
| “CPAC” | : | Colorful Paradise Agricultural Cooperation Co., Ltd. (多彩乐园农业合作有限公司), a private company limited by shares incorporated in the Republic of China, Taiwan |
| “Directors” | : | The directors of the Company as at the Latest Practicable Date and each a “ Director ” |
| “EGM” | : | The extraordinary general meeting of the Company to be held on 30 December 2024 (and any adjournment thereof), notice of which is set out on pages N-1 to N-4 of this Circular |
| “EPS” | : | Earnings per Share |
| “Existing Business” | : | Has the meaning ascribed to it in Section 2.1.1 of the Letter to Shareholders in this Circular |
| “Executive Director” | : | A Director who performs an executive function |
| “Food Waste Business” | : | Has the meaning ascribed to it in Section 2.1.2 of the Letter to Shareholders in this Circular |

DEFINITIONS

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| “FY” | : | The financial year ended 31 December |
| “FP2023” | : | The 18-month financial period ended 31 December 2023 |
| “Group” | : | The Company and its subsidiaries, collectively |
| “Group Director” | : | A director of the Company (including non-executive directors of the Company) |
| “Group Executive” | : | Any full time employee of the Group and any Group Director who meets the relevant age and rank criteria selected by the Remuneration Committee to participate in the Metech Performance Share Plan in accordance with Rule 4.1(a) of the Metech Performance Share Plan Rules |
| “Health Supplements Business” | : | Has the meaning ascribed to it in Section 2.1.3 of the Letter to Shareholders in this Circular |
| “Independent Director” | : | A Non-Executive Director who is considered to be independent |
| “JVA” | : | The joint venture agreement entered into between AGT and CPAC dated 25 June 2024 |
| “JV Company” | : | The joint venture company between AGT and CPAC, to be incorporated in Singapore |
| “Latest Practicable Date” | : | 2 December 2024, being the latest practicable date prior to the issuance of this Circular |
| “LPS” | : | Loss per Share |
| “Metech Performance Share Plan” | : | The proposed performance share plan of the Company, as may be amended, modified or supplemented from time to time |
| “Metech Performance Share Plan Rules” | : | The rules of the Metech Performance Share Plan as set out in Appendix A of this Circular, as amended or modified from time to time, and any reference to a particular Metech Performance Share Plan Rule shall be construed accordingly |
| “Non-Executive Director” | : | A Director who is not an Executive Director |
| “Notice of EGM” | : | The notice of EGM dated 13 December 2024 set out on pages N-1 to N-4 of this Circular |
| “NTA” | : | Net tangible assets |

DEFINITIONS

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| “Performance Condition” | : | In relation to an Award, the condition specified on the Award Date in relation to that Award |
| “Performance Period” | : | In relation to an Award, a period, the duration of which is to be determined by the Remuneration Committee on the Award Date, during which the Performance Condition is to be satisfied |
| “Proposed Diversifications” | : | Collectively, the Proposed Food Waste Diversification and the Proposed Health Supplements Diversification |
| “Proposed Food Waste Diversification” | : | Has the meaning ascribed to it in Section 1.1 of the Letter to Shareholders in this Circular |
| “Proposed Health Supplements Diversification” | : | Has the meaning ascribed to it in Section 1.1 of the Letter to Shareholders in this Circular |
| “Proposed New Businesses” | : | The Food Waste Business and the Health Supplements Business, collectively |
| “Participant” | : | Any eligible person selected by the Remuneration Committee to participate in the Metech Performance Share Plan in accordance with the rules thereof |
| “Proposed Resolutions” | : | Has the meaning ascribed to it in Section 1.1 of the Letter to Shareholders in this Circular |
| “Proxy Form” | : | The proxy form attached to the Notice of EGM |
| “Register” | : | The register of holders of the Shares, as maintained by the Share Registrar |
| “Release” | : | In relation to an Award, the release at the end of the Performance Period relating to that Award of all or some of the Shares to which that Award relates in accordance with Metech Performance Share Plan Rules, and to the extent that any Shares which are the subject of the Award are not released pursuant to Metech Performance Share Plan Rules, the Award in relation to those Shares shall lapse accordingly, and “Released” shall be construed accordingly. |
| “Remuneration Committee” | : | The remuneration committee of the Company as at the Latest Practicable Date |
| “SFA” | : | The Securities and Futures Act 2001 of Singapore, as may be amended, modified, or supplemented from time to time |

DEFINITIONS

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| “SGXNet” | : | A broadcast network utilised by companies listed on the SGX-ST for the purposes of sending information (including announcements) to the SGX-ST (or any other broadcast or system networks prescribed by the SGX-ST) |
| “SGX-ST” | : | Singapore Exchange Securities Trading Limited |
| “Shares” | : | The ordinary shares in the capital of the Company |
| “Shareholders” | : | The registered holders of the Shares as indicated on the Register and Depositors who have the Shares entered against their names in the Depository Register |
| “Share Registrar” | : | In.Corp Corporate Services Pte. Ltd. |
| “Sponsor” | : | Novus Corporate Finance Pte. Ltd. |
| “Substantial Shareholder” | : | A person who, in accordance with the Act, has an interest (directly or indirectly) in not less than five per cent. (5%) of the total issued Shares (excluding treasury shares and subsidiary holdings) |
| “Taiwan” | : | The Republic of China, Taiwan |
| “treasury shares” | : | Treasury shares shall have the meaning ascribed to it under Section 4 of the Act |
| “Vesting” | : | In relation to Shares which are the subject of a Released Award, the absolute entitlement to all or some of the Shares which are the subject of a Released Award and “Vest” and “Vested” shall be construed accordingly |
| “Vesting Date” | : | In relation to Shares which are the subject of a Released Award, the date (as determined by the Committee and notified to the relevant Participant) on which those Shares have Vested pursuant to the Metech Performance Share Plan Rules |

Currencies, Units and Others

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| “S\$” and “cents” | : | Singapore dollars and cents, respectively, being the lawful currency for the time being of the Republic of Singapore |
| “%” or “per cent.” | : | Per centum or percentage |

Depositor and Depository Register. The terms **“Depositor”** and **“Depository Register”** shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

DEFINITIONS

Genders. Words importing the singular shall, where applicable, include the plural and *vice versa*. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons, where applicable, shall include corporations.

Headings. The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Issued Shares. In this Circular, unless otherwise stated, the total number of issued Shares in the capital of the Company is 169,555,655 Shares as at the Latest Practicable Date. All percentages calculated with reference to the issued Shares are rounded to the nearest two decimal places.

Rounding. Any discrepancies in this Circular between the listed amounts and the totals thereof are due to rounding. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures that precede them.

Shareholders. References to “you”, “your” and “yours” in this Circular are, as the context so determines, to Shareholders.

Statutes. Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Act, the SFA, the Catalist Rules or any modification thereof and used in this Circular shall, where applicable, have the meaning assigned to that word under the Act, the SFA, the Catalist Rules or that modification, as the case may be.

Subsidiary. The term “subsidiaries” shall have the meaning ascribed to it in Section 5 of the Act.

Time and Date.

Any reference to a time of day and date in this Circular is made by reference to Singapore time and date, unless otherwise specified.

Cautionary Note on Forward Looking Statements

All statements other than statements of historical facts included in this Circular are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as “expect”, “anticipate”, “believe”, “estimate”, “intend”, “project”, “plan”, “strategy”, “forecast” and similar expressions or future or conditional verbs such as “if”, “will”, “would”, “should”, “could”, “may” and “might”. These statements reflect the Company’s current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements.

LETTER TO SHAREHOLDERS

METECH INTERNATIONAL LIMITED

(Company Registration No. 199206445M)
(Incorporated in Singapore)

Directors:

Mr. Pang Wei Hao (Executive Director and Chief Executive Officer)
Mr. Er Kwong Wah (Independent Director)
Ms. Lucy Yow Su Chin (Independent Director)
Mr. Ng Ooi Hooi (Independent Director)

Registered Office:

2 Venture Drive
#08-10
Vision Exchange
Singapore 608526

13 December 2024

To: The Shareholders of the Company

Dear Sir/Madam,

- (1) **THE PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESS TO INCLUDE THE FOOD WASTE BUSINESS**
- (2) **THE PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESS TO INCLUDE THE HEALTH SUPPLEMENTS BUSINESS**
- (3) **THE PROPOSED ADOPTION OF THE METECH PERFORMANCE SHARE PLAN**

1. INTRODUCTION

1.1 EGM

The Board is convening an EGM to be held on 30 December 2024 at 10:00 a.m., at 54 Pandan Road, Singapore 609292, to seek Shareholders' approval for the following proposed ordinary resolutions:

- (i) **Ordinary Resolution 1:** the proposed diversification of the Existing Business to include the Food Waste Business (the "**Proposed Food Waste Diversification**");
- (ii) **Ordinary Resolution 2:** the proposed diversification of the Existing Business to include the Health Supplements Business (the "**Proposed Health Supplements Diversification**"); and
- (iii) **Ordinary Resolution 3:** the proposed adoption of the Metech Performance Share Plan,

(collectively, the "**Proposed Resolutions**").

1.2 Circular

The purpose of this Circular is to provide Shareholders with information relating to, and to seek Shareholders' approval for, the Proposed Resolutions to be tabled at the EGM as ordinary resolutions, notice of which is set out on pages N-1 to N-4 of this Circular.

LETTER TO SHAREHOLDERS

This Circular has been prepared solely for the purposes outlined above and may not be relied upon by any persons (other than the Shareholder to whom this Circular is despatched to by the Company) or for any other purpose. Shareholders are advised to read the section entitled “Risk Factors” as set out in Section 2.5 of this Circular carefully, in relation to the risks involved pursuant to the Proposed Diversifications.

The SGX-ST assumes no responsibility for the contents of this Circular, including the accuracy, completeness or correctness of any of the statements or opinions made, or reports contained in this Circular.

1.3 No inter-conditionality

Shareholders shall note that the Proposed Resolutions are not inter-conditional. This means that if any one of the Proposed Resolutions is not approved, this does not necessarily prevent the other resolutions from being passed.

1.4 Legal Adviser

Bird & Bird ATMD LLP has been appointed as the legal adviser to the Company as to Singapore law in relation to the Proposed Resolutions and for the purposes of this Circular.

2. THE PROPOSED DIVERSIFICATIONS

2.1 Background

2.1.1 Existing Business of the Group

The existing business of the Group is in the manufacturing and distribution of lab-grown diamonds, general wholesale trading of metals products, and provision of management and advisory of recycling and supply chain services (the “**Existing Business**”).

In connection with the Group’s expansion plans through, among others, joint ventures, strategic collaborations, mergers and acquisitions or investments, the Group has identified the Proposed New Businesses as part of the Group’s strategy to diversify its business.

Subject to Shareholders’ approval for the Proposed Diversifications at the EGM, the Company intends to diversify its Existing Business to include the Proposed New Businesses. Upon approval of Shareholders for the Proposed Diversifications, should the Company pursue any of such business opportunities under the Proposed New Businesses, such business activities shall constitute part of the ordinary course of business of the Company (where it does not change the risk profile of the Company), and the Company shall make the requisite announcements to update Shareholders in accordance with the requirements of the Catalist Rules.

The Company intends to continue the Existing Business and is exploring how its lab grown diamond business can be expanded to new uses in emerging high-tech applications, which may gradually open new market opportunities and drive further growth for the industry. In this regard, the Company has been in active discussions with several enterprises located in Chengdu and the Sichuan Institute of the Chinese Academy of Sciences to promote the development of its lab-grown diamond business and in the application in emerging technologies. Additionally, the Company is actively engaging with other research institutions based in China to explore collaboration opportunities for the development of this new market segment using the Company’s existing machineries.

LETTER TO SHAREHOLDERS

Section 2 of this Circular is intended to provide Shareholders with information relating to, and explain the rationale for, the Proposed Diversifications.

2.1.2 The Proposed Food Waste Diversification

The Company intends to venture into the food waste valorisation business, where food waste is converted into high-valued animal protein and nutritional animal feed through a fermentation and in-house patented process (the “**Patented Process**”).

On 2 April 2024, the Company announced the entry into a binding memorandum of understanding (the “**MOU**”) with Colorful Paradise Agricultural Cooperation Co., Ltd. (多彩乐园农业合作有限公司), a private company limited by shares incorporated in Taiwan (“**CPAC**”), with an issued and paid-up capital of NTD4,930,000. The shareholders of CPAC are Mr. Guo Pengyi (“**Mr. Guo**”) and Ms. Yang Cai Ling, each holding 44.0% and 56.0%, respectively. The MOU sets out the understanding of the Company and CPAC with respect to the strategic collaboration between the Company and CPAC in relation to the Food Waste Business, by tapping on CPAC’s research and development expertise in cutting-edge biotechnology while seeking environmental sustainability in order to achieve zero carbon footprint, and for CPAC to tap on Singapore’s position as a leading biotechnology hub to produce high-value biotechnology equipment with a “Made in Singapore” brand for expansion into regional markets. Pursuant to the MOU, the Company and CPAC will share and tap on the technical expertise, business networks and market knowledge of each party to expand into the different regional markets such as Singapore, Taiwan and China.

On 25 June 2024, the Company had, through its wholly owned subsidiary, Asian Green Tech Pte Ltd (“**AGT**”) entered into a joint venture agreement with CPAC pursuant to which AGT and CPAC have agreed to incorporate a joint venture company in Singapore (the “**JV Company**”) (the “**JVA**”). Upon incorporation, the JV Company will become an indirect 70%-owned subsidiary of the Company, through AGT.

Pursuant to the JVA, the principal business of the JV Company shall be, including but not limited to: (i) the collection and processing of food waste into animal feed, bio-fuel and other by-products, and (ii) the production and sale of agricultural machinery, fermentation and renewable resource equipment or such other business as AGT and CPAC may agree upon from time to time (the “**Food Waste Business**”). For further details on AGT’s entry into the JVA with CPAC, please refer to the Company’s announcement dated 25 June 2024. As at the Latest Practicable Date, AGT and CPAC are in the midst of discussions with regards to certain aspects of the joint venture, and the JV Company has yet to be incorporated.

Under the JVA, AGT and CPAC intend to collaborate, through the JV Company, in the following key areas through several phases:

- (a) collection of food waste from all over the island in Singapore to a designated processing centre for the purpose of upcycling and conversion of food waste into animal feed, bio-fuel and other by-products;
- (b) collaboration with public and/or private stakeholders to have on-site food waste treatment systems at various buildings which includes, *inter alia*, (i) hawker centres, food court, educational institutions, (ii) commercial buildings such as shopping malls, hotels and (iii) industrial buildings such as single-user factory or multiple-user factory; and

LETTER TO SHAREHOLDERS

- (c) production and placement of automated upcycling vending machines to be sited at the lobby of residential housing whereby food waste such as fish bones, chicken bones etc are converted into animal feed, animal protein and even food protein in pelletized forms to be upcycled for cash and/or vouchers.

Pursuant to the JVA, the JV Company shall endeavour to process up to 1,000 tonnes of food waste daily in the first year of its operations. Following further discussions between AGT and CPAC, the parties intend to establish a factory processing system to act as a centralised collection centre to achieve its endeavours as set out above and in Section 2.1.2(a). The factory processing system is anticipated to have a daily food waste processing capacity of approximately 1,600 tonnes. Further, the on-site food waste treatment systems as set out in Section 2.1.2(b) is expected to have a daily food waste processing capacity of 500 tonnes. Accordingly, at full operational capacity, the deployed systems are anticipated to have an aggregate daily processing capacity of approximately 2,100 tonnes. At full operational capacity, the systems will be able to handle a significant amount of daily food waste generated and disposed in Singapore (which stood at approximately 2,000 tonnes daily in 2023¹), thereby reducing carbon emissions to the environment from the incineration of food waste and reducing the amount of waste directed to Singapore's landfill.

As at the Latest Practicable Date, the Group's joint venture partner, CPAC, has completed the fabrication of the biomass carbon reduction system for the processing of food waste, and such machines are currently in Taiwan for the final stages of testing and commissioning following which they will be transported to Singapore for the promotion of the system in Singapore for the use of the JV Company. The cost of fabrication for the biomass carbon reduction system for the purposes of promoting the system in Singapore for the use of the JV Company was fully borne by CPAC. In respect of the Patented Process, Mr. Guo is the registered owner of the patents (the "**Patents**"). Accordingly, upon approval by Shareholders of the Proposed Food Waste Diversification and the incorporation of the JV Company, the Group intends to enter into an agreement with Mr. Guo for the transfer of licensing of the Patents to the JV Company for the purposes of the Food Waste Business.

While the Group does not plan to restrict the Food Waste Business to any specific geographical market, it is currently the Group's intention to primarily focus on the Singapore market for the Food Waste Business at this juncture. Any proposed expansion of the Food Waste Business to other geographical markets will be evaluated and assessed by the Board on its merits as and when opportunities arise. The Group may also explore joint ventures, partnerships, cooperation and/or strategic alliances with third parties who have the relevant expertise and resources to carry out the Food Waste Business as and when the opportunity arises. The Board will take into consideration factors including the nature and scale of the respective business, amount of investment required and risks associated with such an investment, nature of expertise required and economic conditions, taking into account the opportunities available. In the event that the Company proposes to enter into a joint venture, partnership, cooperation and/or strategic alliance with an interested person (as defined under the Catalyst Rules), the Company will comply with the relevant provisions of Chapter 9 of the Catalyst Rules.

¹ <https://www.nea.gov.sg/our-services/waste-management/3r-programmes-and-resources/food-waste-management>

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As the Food Waste Business amounts to a new business undertaking by the Group that is different from its Existing Business, it is envisaged that such undertaking will change the existing risk profile of the Company. Accordingly, the Company is convening the EGM to seek approval from the Shareholders for the Proposed Food Waste Diversification.

2.1.3 The Proposed Health Supplements Diversification

The Company intends to venture into the Health Supplements Business to engage in the wholesale distribution of high-quality and affordable nutritional supplements (the “**Health Supplements Business**”). These supplements aim to promote wellness, healthy living and sustainability by supporting illness prevention and cellular rejuvenation with the ingredients of such supplements derived from, among others, okra, fruits and nuts.

The Company had on 21 August 2024, announced that the name of its wholly-owned subsidiary “Metech Diamond Solutions Pte. Ltd.” (“**MDS**”) had been changed to “Opulwell Biotechnology Pte. Ltd.” (“**OBPL**”) with effect from 21 August 2024. In connection with its change of name, a change in the primary activity of MDS to “Retail Sales of Health Supplements” had been filed with the Accounting and Corporate Regulatory Authority of Singapore (“**ACRA**”). The foregoing changes were effected as part of the Company’s preparatory work to use MDS for the purpose of the proposed Health Supplements Diversification. Upon approval of the Proposed Health Supplements Diversification by Shareholders at the EGM, the Company intends to lodge a further update with ACRA to include the wholesale distribution of health supplements as its primary activity.

As at the Latest Practicable Date, the Company has commenced preliminary discussions with Joy & Health Biotechnology & Development Pte. Ltd. (“**JHBD**”) with regard to a potential cooperation in the Health Supplements Business pursuant to which the Company will engage in the wholesale distribution of health supplement products to JHBD. Under the proposed cooperation between the Company and JHBD, the Company will be assisting JHBD in expanding its existing range of health supplement products offered to its customers by sourcing for health supplement products beyond the scope of its current offerings. The target market for JHBD are individuals who are health-conscious and middle-aged adults who are seeking natural wellness solutions and sustainable products.

JHBD is a private company limited by shares incorporated in Singapore, with an issued and paid-up capital of S\$1,000.00. The shareholders of JHBD are Ms. Sun Lili and Blue Soaring Enterprise Co., Ltd (蓝飞实业有限公司), each holding 55.0% and 45.0%, respectively. JHBD is an independent third party that does not have any existing relationships with the Group and/or the Directors, Shareholders and employees thereof. The Directors understand that JHBD has an established track record in the retail sales of health supplement products coupled with an existing international presence in the health supplements market. Furthermore, JHBD possesses the relevant licenses, approval and permits from the relevant authorities in the jurisdictions they operate in for the sale of its products. JHBD was established in Singapore in 2015 and is part of a multinational group (“**JHBD Group**”) in the business of research and development, production, sales and service relating to the Health Supplements Business. It is a developer of bio-active peptides and life science research products, which has formed partnerships with universities and research institutions in China, Singapore, and Malaysia, contributing to the development of innovative functional food products and securing multiple patents. Its product portfolio includes plant protein peptides and healthy edible oils.

LETTER TO SHAREHOLDERS

As at the Latest Practicable Date, the Group has not entered into any agreements in connection with Proposed Health Supplements Diversification. Upon approval of the Proposed Health Supplements Diversification by Shareholders at the EGM, the Company intends to negotiate and enter into definitive agreements with JHBD and/or its associate company with a view to commencing the Health Supplements Business and will make the requisite announcements to update Shareholders in accordance with the Catalist Rules at the appropriate juncture. Upon entry into the definitive agreements for the Health Supplements Business, the Company intends to review and assess the relevant regulatory approvals required to conduct the Health Supplements Business in the relevant jurisdictions. As JHBD also has operations in Singapore, the Company understands that health supplement products are not subject to approvals and licensing by Health Sciences Authority of Singapore for their importation, manufacture and sales in Singapore. Notwithstanding the foregoing, the Company understands that JHBD has obtained the requisite approvals from the Singapore Food Agency for the sale of its products in Singapore, and also holds the requisite approvals from the relevant authorities in the jurisdictions in which it conducts its business, as required for the Health Supplements Business.

The Company intends to focus the development of its Health Supplements Business in the markets where the JHBD Group has an existing presence, being Singapore, Malaysia, Taiwan, Hong Kong and China. It has evaluated the potential business models for the Health Supplements Business and the Board is of the view that this Health Supplements Business is of interest and will create value for the Company.

As the Health Supplements Business amounts to a new business undertaking by the Group that is different from its Existing Business, it is envisaged that such undertaking will change the existing risk profile of the Company. Accordingly, the Company is convening the EGM to seek approval from the Shareholders for the Proposed Health Supplements Diversification.

2.2 Rationale for the Proposed Diversifications

The Group plans to broaden its streams of income and revenue through the Proposed Diversifications. The Group believes that the Proposed New Businesses will provide the following benefits to the Group:

(a) Additional revenue streams

The Group is of the view that the Proposed New Businesses may provide additional revenue streams for the Group. The Group will venture into the Proposed New Businesses prudently with a clear budget and business plan, with a view of enhancing shareholder value over the long-term and achieving long-term growth.

(b) Supportive government policies

The Directors believe that government policies, including Singapore's Zero Waste Masterplan, launched in 2019, and which targets to (i) achieve a 70% overall recycling rate; and (ii) reduce the amount of waste sent to Semakau Landfill per capita per day by 30% by 2030, reflect the emphasis and importance placed by the Singapore government on the reduction of food waste in Singapore. In addition, since 1 January 2021, developers of new buildings must allocate space for on-site food waste treatment systems in their design plans. The Group is of the view that such supportive government policies present opportunities and good prospects for the growth and development of Food Waste Business.

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- (c) More diversified business and income base, reducing reliance on the Existing Business

The Proposed Diversifications may provide the Group with a more diversified business and income base for future growth and reduce the Group's reliance on the Existing Business for its revenue streams. As the Group explores other growth areas, this will facilitate the Group's quest for sustained performance in future. In due course, depending on the income and revenue arising from each of the Existing Business and Proposed New Businesses, the Group will tailor its budgets and allocate resources accordingly.

- (d) Enhance Shareholders' value

The intent of the Proposed Diversifications is part of the corporate strategy of the Group to try to provide Shareholders with diversified returns and long-term growth. It may generate a positive income stream and provide the Group with additional funds, which can be channelled towards the enhancement of shareholder value over the long-term.

2.3 Management of the Proposed New Businesses

It is currently envisaged that the Proposed New Businesses and its management will be spearheaded by Mr. Pang Wei Hao, the Executive Director and Chief Executive Officer of the Group ("**Mr. Pang**"). Mr. Pang has over 16 years of experience in operations and management roles within the manufacturing industry, including his previous role as an assistant general manager at Sunrich Integrated Sdn Bhd, which he had held for more than 12 years. The Directors are of the view that such experience positions Mr. Pang well to spearhead the Proposed New Businesses as his past management and operational experiences would enable him to lead the team across various domains such as operations management, leadership, budgeting, safety and compliance, project management, process improvement and strategic planning.

Mr. Pang will be responsible for overseeing the entire operations of the Proposed New Businesses, and it is proposed that he will be supported by an experienced team comprising at least two (2) industry experts for each of the Food Waste Business and Health Supplements Business, respectively. Such industry experts will be selected based on their track record in the respective experience in the Proposed New Businesses and are intended to be engaged as consultants in the initial stage of the Proposed New Businesses and may be converted to full time employees of the Group at a later stage depending on factors including the performance of such consultants, the Group's business requirements and ongoing assessment of its prospects in the Proposed New Businesses.

The Group will actively monitor the developments and progress of the Proposed New Businesses. As the Proposed New Businesses progress, the Group intends to strengthen the management and execution teams with additional candidates with the credentials and experience relevant to the Proposed New Businesses. The Executive Directors and/or senior management of the Group overseeing the Proposed New Businesses shall be appointed in due course, subject to approval from the Shareholders of the Proposed Diversification and prior to commencement of the Proposed New Businesses and such appointments may be made at the Company and/or subsidiary level, as appropriate depending on business requirements. Relevant announcement(s) will be made in this regard in accordance with the Catalist Rules.

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The Group will also continually evaluate the manpower and expertise required for the Proposed New Businesses and will, as and when required, engage suitably qualified external personnel, consultants, industry experts and professionals for the Proposed New Businesses. In making decisions, the Board and senior management will seek the advice of these reputable external consultants and experts where necessary and appropriate. Where necessary, work may be outsourced to these third parties who have expertise in the relevant area.

Proposed Food Waste Diversification

Pursuant to the terms of the JVA, AGT shall be responsible for securing a management team to lead the Food Waste Business and oversee the day-to-day operations of the JV Company under the Proposed Food Waste Diversification. Mr. Pang will assemble a core leadership team to lead the Food Waste Business comprising experienced professionals with proven expertise in key areas such as strategic management, operations, marketing, technology, and customer relations. The leadership team will additionally consist of a general manager of the JV Company who will be responsible for overseeing the daily operations of the JV Company, ensuring smooth execution of business activities on the ground and managing the local team, optimising operational processes, and ensuring that the JV Company's goals are aligned with the broader corporate strategy of the Group. The general manager will also be in charge of liaising with CPAC on operational matters.

Pursuant to the terms of the JVA, the board of directors of the JV Company shall comprise up to a maximum of three (3) directors. AGT shall be entitled to nominate and appoint two (2) directors to the board of the JV Company, and CPAC shall be entitled to nominate and appoint one (1) director of the board of the JV Company.

In this regard, Mr. Guo has been nominated by CPAC to serve as a director of the JV Company. Mr. Guo will also oversee and lead the recruitment and training of a specialised team of local engineers, who will play a crucial role in supporting day-to-day operations, maintaining the availability of the machinery and equipment for the Food Waste Business, and ensuring technical knowledge transfer to the local workforce. Together with his team, Mr. Guo will bring extensive experience and expertise to the management and development of the Food Waste Business under the Proposed Food Waste Diversification. Mr. Guo has more than 20 years of experience in the biodiversity field with relevant experience including river and lake aquatic ecology, purification of industrial wastewater, working with environmental materials such as biodegradable plastics, recycling of animal carcasses and manure. He was awarded the 2008 Taiwan Outstanding Inventor Erudite Doctor (2008年台湾杰出发明家博学博士) and the 2008 Invention Guoguang Medal (2008年发明国光奖章) by the Taiwan International Invention Award Winner's Association (台湾国际发明得奖协会).

Proposed Health Supplements Diversification

In respect of Proposed Health Supplements Diversification, the Company intends to appoint a general manager, who will be responsible for developing and managing operations for the Health Supplements Business in Singapore, Malaysia, Taiwan, Hong Kong and China. The general manager would also be responsible for managing day-to-day activities for the Health Supplements Business including but not limited to product development, marketing, sales, and customer service, while ensuring regulatory compliance with health and safety standards.

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The Company intends to appoint Luo Shiyao (“**Ms. Luo**”) as the general manager for its Health Supplements Business. Ms. Luo graduated from the University of Sunderland in 2015, holding a bachelor’s degree in Accounting and Financial Management. Ms. Luo also holds an advanced diploma in Business Management from the Management Development Institute of Singapore that was awarded in 2014. She has been a director of OBPL (formerly known as MDS) since August 2024 and has 10 years of experience in marketing and management positions in various entities. Save for Ms. Luo’s appointment as a director of OBPL, Ms. Luo is an independent third party who does not have any relationship with the Group and/or the Directors, Shareholders and employees thereof.

The general manager will report directly to Mr. Pang, the Executive Director and Chief Executive Officer of the Group. In addition, a new chief financial officer to be appointed by the Company (or an interim designee of an equivalent position who will report directly to Mr. Pang, the Group’s Chief Executive Officer) will directly oversee a finance and compliance team with the authority to manage and monitor the sales process flow, internal controls, cashflow management, financial reporting and compliance in respect of Proposed Health Supplements Diversification.

2.4 Risk Management Procedures

The Board, which reviews the risk exposure of the Group for all its businesses at regular intervals, will additionally review the risk exposure of the Proposed New Businesses periodically to ensure that there are sufficient guidelines and procedures in place to monitor its operations. The Board will also review with the management, external and internal auditors on the adequacy and effectiveness of the Group’s internal control procedures addressing financial, operational, compliance and risk management systems relating to the Proposed New Businesses.

The Board does not have a separate Board risk committee as the Board is currently assisted by the Audit Committee and external auditors in carrying out its responsibility of overseeing the Group’s risk management framework and policies. To address the risks presented by the Proposed Diversifications, the members of the Audit Committee will be tasked with the responsibility of overseeing the risk management activities of the Company in relation to the Proposed New Businesses following the Proposed Diversifications. The Audit Committee will be required to approve appropriate risk management procedures and measurement methodologies and be involved in identifying and managing the various business risks for the Proposed New Businesses.

The Company will endeavour to ensure that the risk management systems implemented are commensurate with the risk and business profile, nature, size and complexity of operations and business activities of the Proposed New Businesses and will review such risk management systems periodically to assess their adequacy.

In relation to product safety and compliance for the Health Supplements Business, the Company will implement regular quality audits and ongoing checks as part of a comprehensive internal risk control strategy. These controls are intended to help mitigate risks, ensure product consistency, and safeguard the Company against regulatory, legal, and reputational challenges. These controls include, but are not limited to:

- (a) proactively identifying and addressing potential risks through early detection of issues that may potentially arise due to production inconsistencies, contamination, or non-compliance with safety standards;

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- (b) ensuring compliance with various regulatory standards set by authorities of the relevant jurisdiction(s) in which the Company intends to pursue the Health Supplements Business in, including obtaining updates on the list of approved ingredients, permissible dosages and labelling requirements to ensure that the Company stays compliant with such evolving regulations;
- (c) identification of inefficiencies or weaknesses in the production and quality control processes, providing opportunities for process optimisation in its production line (if and when applicable);
- (d) implementation of strict standard operating procedures, with daily reporting of any deviation or non-compliance to the general manager and Chief Executive Officer across the following streams:
 - (i) inventory management systems – monitoring stock levels across the entire value chain, distribution and current holding of stock by the Group’s employees;
 - (ii) cash management system – tallying of stock level versus cash received daily, with reconciliation at the end of each day and deposits into the Company’s bank account on the same day;
 - (iii) surveillance systems – installation of cameras with 24-hour monitoring across all facilities to enhance security and accountability;
 - (iv) employee training – regular reinforcement and training on the Company’s policies, ethical behavioural guidelines and compliance with the standard operating procedures to ensure employee responsibility and adherence to the Company’s internal standards;
 - (v) physical security measures – in addition to the surveillance systems installed at the production facilities, the Company will enforce strict control access to facilities through keycard access and/or physical locks, given to selected employees, on an as required basis; and
- (e) regular audit reviews and reporting by both internal and external auditors.

The Board and the Audit Committee will adopt internal policies and procedures for the management of the Company to consider before the management of the Company tables any proposals for new projects or investments under the Proposed New Businesses for the Board’s consideration.

Further, investments above an internally determined threshold (as approved by the Board from time to time) must be specifically approved by the Audit Committee and the Board. In addition, the Board and the Audit Committee, which review the risk exposure of the Proposed New Businesses of the Company at regular intervals, will at minimum, review the risk exposure of the New Businesses annually, and assess from time to time, the need to update the Group’s risk management procedures as the New Businesses mature and grow.

The risk management and internal control systems, no matter how sophisticated in design, still contain inherent limitations caused by misjudgment or fault. Accordingly, there is no assurance that the risk management and internal control systems are adequate or effective notwithstanding the Group’s efforts, and any failure to address any internal control matters and other deficiencies may result in investigations and/or disciplinary actions, or even

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prosecution being taken against the Company and/or its employees, disruption to the risk management system, and an adverse effect on the Group's financial condition and results of operations.

2.5 Risk Factors

To the best of the Directors' knowledge and belief, all risk factors which are material in making an informed decision in relation to the Proposed Diversifications have been set out below. Shareholders should carefully consider and evaluate the risk factors set out herein and all other information contained in this Circular.

Any of the risks described below could have a material adverse effect on the Company's or the Group's results of operations, financial condition and prospects. In that event, the market price of the Shares may decline, and Shareholders may lose all or part of their investments in the Shares.

The risks declared below are not intended to be exhaustive. New risk factors may emerge from time to time and it is not possible for the management to predict all risk factors, nor can the Company assess the impact of all factors on the Proposed New Businesses or the extent to which any factor or combination of factors may affect the Proposed New Businesses.

Shareholders should evaluate carefully the following considerations and the other information in this Circular before deciding on how to cast their votes at the EGM. The risks set out below are the material risks which the Group faces following the Proposed Diversifications. If any of the following considerations, risks or uncertainties develop into actual events, the business, financial condition, results of operations, cash flow and prospects of the Group may be materially and adversely affected.

Shareholders should consider the risk factors in light of your own investment objectives and financial circumstances and should seek professional advice from your accountants, stockbrokers, bank managers, solicitors or other professional advisers if you have any doubt about the actions you should take. There may be also other risks associated with the entry into the Proposed New Businesses which are not presently known to the Group, or that the Company may currently deem immaterial and as such, have not been included in the discussion below. The Group does not have any proven track record in the Proposed New Businesses and may be dependent on qualified personnel to manage the Proposed New Businesses.

Risks Associated with the Food Waste Business

The factory processing system proposed to be used in the Food Waste Business may not operate at full capacity or may fail

The factory processing system proposed to be used in the Food Waste Business has a large daily processing capacity of 1,600 tonnes of food waste and is crucial to the continued operation of the Food Waste Business. In the event the factory processing system fails to operate at full capacity, or is only partially functional or fails to operate for any reason, the Food Waste Business will be materially and adversely affected as there would be a continuous stream of incoming food waste waiting to be processed and limited storage capacity for such food waste waiting to be processed. As food waste is highly perishable and decomposes rapidly, any buildup of food waste can present significant health and environmental concerns. While the Company intends to provide for a backup factory

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processing system, there is no assurance that the backup system would be sufficient to prevent a backlog of food waste or that such backup system would not itself fail. If any of such events occur, the Group's operations, financial performance and profitability may be materially and adversely affected.

Our investments in technology may not pay off

In connection with the Food Waste Business, the Group will invest significantly in machinery, infrastructure, and technology, and there may be unforeseen costs during the scaling up process. The technology used in JV Company's factory processing system is relatively new and there is a risk that the investments made by the Group in such technology may not pay off in terms of cost and profitability. If the systems do not operate as efficiently or at the expected capacity, profit margins could be significantly impacted. Additionally, fluctuations in market demand, pricing pressures, or competition could impact revenue generation from the Food Waste Business. While the Company will endeavor to manage such circumstances through careful financial planning, cost control measures, and strategies, there is no assurance that such measures will be sufficient and the Company's business, financial condition, results of operations and prospects may be adversely affected.

The scaling up of the Food Waste Business is exposed to operational risks

As part of scaling up the Food Waste Business in phases, the Group intends to deploy several hundred automated upcycling vending machines to be sited at the lobby of residential housing. The ongoing maintenance and support for such a large number of automated upcycling vending machines will require considerable resources for ongoing maintenance and support. This would include a highly skilled workforce capable of performing regular repairs, troubleshooting, and preventive maintenance, but also a significant investment in infrastructure such as spare parts inventory, maintenance facilities, and specialised tools. The scale of such operations and the complexity involved in managing and servicing such a large fleet of machines could place considerable strain on both the Company's employees and its available resources. While the Company intends to establish robust systems for maintenance scheduling, staff training, and resource allocation to optimise performance and minimise downtime, there is no assurance that such efforts would be effective. The operational demands of maintaining a high volume of machines could also require scaling the Group's support team and potentially outsourcing certain functions, adding another layer of complexity to its operations. In the event such operational risks manifest, the Company's business, financial condition, results of operations and prospects may be adversely affected.

Risks Associated with the Health Supplements Business

The Group may face intense competition from existing competitors and new market entrants in the Health Supplements Business

The Health Supplements Business is highly competitive, with strong competition from established industry participants who may have larger financial resources, command greater market share and/or stronger track records. In particular, as the demand for health and wellness products grows, the market for such products becomes increasingly saturated, and businesses in the industry face the risk of competitors launching counterfeit or misleading products that undermine brand value, erode consumer trust, and ultimately affect sales and market share. Such competition and risk of counterfeit or misleading products may result in the Group not being able to gain sufficient market share and demand for its products and/or services, and there can be no assurance that the Group's plan to

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expand its market share or penetrate these markets will be commercially successful. There is no assurance that the Group will be able to provide comparable services and/or lower prices to compete effectively or respond more quickly to market trends than potential or existing competitors. If so, the Group's business operations, financial performance and financial condition may be adversely affected.

The Group may fail to obtain necessary regulatory approvals to market and sell its health supplement products or fail to comply with regulations relating to the Health Supplements Business

While health supplement products are not subject to approvals and licensing by Health Sciences Authority of Singapore for their importation, manufacture and sales in Singapore, the Health Supplements Business may be subject to controls, guidelines and regulations relating to, among others, the addition of certain ingredients, safety and quality standards, labelling and advertising in Singapore.

Upon approval of the Proposed Health Supplements Diversification by Shareholders at the EGM, the Company intends to review and assess the relevant regulatory approvals required to conduct the Health Supplements Business in the relevant jurisdictions. If required, the Company will apply to the relevant authorities for such regulatory approvals. As such, regulatory approvals may be required before the Group will be able to engage in the wholesale distribution of health supplements to JHBD in its intended markets of Singapore, Malaysia, Taiwan, Hong Kong and China. The viability of the Group's Health Supplements Business is substantially dependent upon it being able to obtain the regulatory approvals, if required, to engage in the Health Supplements Business in these regions.

There can be no assurance that the Group's applications for the relevant regulatory approvals will be successful at all or on terms that the Group finds acceptable. There can further be no assurance that the Group can comply with applicable controls, guidelines and regulations in the relevant jurisdictions in relation to the Health Supplements Business. Should the foregoing events occur, the Group may be limited in its abilities to carry out its operations which may in turn result in a material adverse effect to its business, financial condition, results of operations and prospects.

The Group may not be able to keep up with the rapid changes in the health supplements industry

The health supplements industry is characterised by rapid changes and subject to changing consumer preferences, updates in scientific developments and lifestyle trends. Changes in the foregoing areas may render the Group's health supplement products less desirable by consumers and affect the competitiveness of its products *vis-à-vis* other health supplements in the market. While we intend to expand our product offerings, taking into account market demand and trends and research and development, there is no assurance that the Group will be able to do so successfully ahead of its competitors or at all. Any failure to keep abreast of consumer preferences, updates in scientific developments and lifestyle trends may result in a fall in demand for the Group's health supplement products, and materially and adversely affect the Group's business, financial condition, results of operations and prospects may be adversely affected.

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The Health Supplements Business may be subject to exposure to litigation

The Health Supplements Business entails inherent risks of liability and may result in litigation concerning the safety, quality and efficacy of the health supplements sold. In the event any end customers of the Company's Health Supplements Business experience adverse health effects which they believe arise from the Company's products, the Group may be exposed to potential litigation claims. Any successful litigation claim brought against the Group by its clients, employees, third parties or otherwise in the future in relation to the Health Supplements Business could have a material adverse effect on the Group's business, growth prospects, results of operations and/or financial condition. Even if the Group is successful in defending against such litigation claims and no judgement, fines, damages or liabilities are ordered against the Group, the Group's reputation may suffer, which in turn may have a material adverse effect on the Group's revenue. In the event that the Group is found liable under any such liability claims, there is no assurance that the Group will have adequate or sufficient liability insurance to cover the amount of damages payable in respect of such claims. Any claims in excess of any liability insurance coverage that may be obtained by the Group may have a material adverse effect on the Group's business, financial conditions and results of operations. In the event that the liability incurred by the Group under such claims is substantial, the Group's business may be significantly affected.

General Risks Associated with the Proposed New Businesses

The Group does not have a proven track record, and the current management of the Group may not have the relevant experience and expertise required in the carrying out or implementation of the Proposed New Businesses

The Group's ability to successfully diversify into the Proposed New Businesses is dependent upon its ability to adapt its existing knowledge and expertise and to understand and navigate the Proposed New Businesses. The Group may recruit appropriate management and employees for its Proposed New Businesses to provide guidance, and/or approach investment partners to jointly undertake the projects coming within the Proposed New Businesses. The Company cannot guarantee that it will not experience initial operational difficulties or disputes with its partners or that its operations will achieve the expected level of revenue and profitability. The Group's future plans with regard to the Proposed New Businesses may not be profitable nor achieve profitability that justify the investments it has made and may take a long period of time before the Group can realise any forms of return. The growth of the Proposed New Businesses will be dependent on the Group's ability to identify, recruit, train and retain qualified management and employees to form a strong team with the requisite technical expertise to oversee and execute the operations of the Proposed New Businesses. The competition for qualified personnel in the Proposed New Businesses may be intense, and there is no assurance that the Group will be able to retain such qualified personnel. The loss of services of one or more of such individuals without recruiting an adequate replacement, or the inability to attract qualified personnel at a reasonable cost, could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

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The Group may also appoint third party professionals and/or foster partnerships with various third parties to assist in undertaking the Proposed New Businesses more effectively and efficiently. However, there is no assurance that these third parties will be able to deliver and/or that these partnerships will be successful. Accordingly, the Group may not be able to successfully implement either of the Proposed New Businesses and this may adversely affect the Group's financial performance and profitability.

The Group may not be able to provide the capital investments needed to undertake the Proposed New Businesses, and may be required to devote significant time and resources to the Proposed New Businesses

The Proposed New Businesses may require substantial capital investments or an initial cash outlay. There is no assurance that financing, either on a short term or a long-term basis, will be made available or, if available, that such financing can be obtained on commercially reasonable terms, in which event the Group's future plans and growth prospects will be adversely affected.

Additional equity financing may result in a dilution to Shareholders' equity interests and may, in the case of a rights issue, require additional investments by Shareholders. If such additional equity fundraising activities do not generate a commensurate increase in earnings, the Company's EPS may be diluted, and may result in a decline in the share price of the Company. Further, an issue of Shares below the then prevailing market price, if any, will also affect the value of Shares then held by investors. Dilution in Shareholders' equity interests may occur even if the issue of Shares is at a premium to the market price.

Any inability to secure adequate equity or debt financing may adversely affect the Company's business, financial condition, results of operations and prospects.

Further, the Group may be required to devote significant time and resources to the Proposed New Businesses. This may consequentially stretch or reduce the resources available for, and the Group's management's time and focus on the Existing Business, which may have a negative impact on the Existing Business.

There is no assurance that the Group will be able to secure new customers and maintain relationships with its existing customers

There is no certainty that the Proposed New Businesses will be revenue generating. As with any new business, the Group will need to market and sell its products and services to new customers. It will take time and financial efforts to procure new customers and maintain relationships with them. While the Group will have to continuously and consistently secure new customers and maintain relationships with existing customers, and there is no assurance that the Group will be able to do so.

The Proposed New Businesses may be exposed to payment delays and/or defaults by customers

The Group may be exposed to payment delays and/or default by its customers. There is no guarantee on the timelines for payment by the Group's customers and whether they will be able to fulfil their payment obligations. Any inability of the Group's customers to settle or settle promptly such amounts due to the Group for work done and/or services rendered may have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

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The Group's performance will be subject to macro-economic risks confronted by Proposed New Businesses

The Proposed New Businesses may be affected by many factors beyond the Group's control. The fluctuating, volatile, and uncertain nature of any of the following factors (several of which are further elaborated below) that affect the economy, whether globally or in any country in which the Group operates in, may adversely affect the business and test the Group's resilience to confront them:

- (i) economic, political, and social conditions;
- (ii) natural disasters, terrorism, and war;
- (iii) disease outbreaks and pandemics (e.g. COVID-19);
- (iv) legal and regulatory changes;
- (v) liquidity and risk aversion;
- (vi) equity, debt, property, commodity, and other financial markets;
- (vii) interest rates and foreign currency exchange rates;
- (viii) inflation and consumer demand; and
- (ix) investor confidence levels.

The Proposed New Businesses are susceptible to the vagaries of the global financial markets. In the event of a global financial slowdown, crisis or global pandemic, apart from potential lower sales, the customers of the Proposed New Businesses may also not be able to obtain adequate access to credit, which could affect their ability to make timely payments, which causes the Group's accounts receivable and bad debts to potentially increase. In addition, the business, results of operations and financial condition of the New Businesses may be materially and adversely affected if key suppliers which the New Businesses rely on are unable to provide the materials needed on a timely basis or on terms that the Group finds acceptable. A global economic downturn could adversely affect the Group's ability to obtain short-term and long-term financing. It could also result in an increase in the cost of the Group's bank borrowings and affect the Group's ability to borrow. The inability to access capital efficiently, on time, or at all, as a result of possible economic difficulties may materially and adversely affect the business, results of operations and financial condition of the New Businesses.

The Group is subject to various government regulations in the Proposed New Businesses

The Proposed New Businesses are exposed to the risks posed by current and potential future regulations and legislation that apply to the country or industry in which the Group or its joint venture partners operate and the countries or industries in which its clients operate. The Proposed New Businesses may require certain statutory and regulatory licences, permits, consents and approvals to operate. These licences, permits, consents and approvals may be granted for fixed periods of time and may need to be renewed after expiry from time to time. The Group may not be able to apply for and obtain the relevant licences,

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permits, consents and approvals required for its projects or otherwise within the statutory time limits, and there can be no assurance that the relevant authorities will issue any such licences, permits, consents or approvals in time or at all. Failure by the Group to renew, maintain or obtain the required licences, permits, consents or approvals, or cancellation, suspension or revocation of any of its licences, permits, consents or approvals may result in the Group being unable to undertake the relevant segment of the Proposed New Businesses and/or in the interruption of its operations and/or necessitate costly modifications to its existing products and may have a material adverse effect on its business.

The Group must also comply with the applicable laws and regulations in the Proposed New Businesses, failing which the Group may be subject to penalties, have its licences or approvals revoked, or be subject to other enforcement actions which may have a material and adverse impact on the Group's business, financial condition, results of operations and prospects. Further, any changes in applicable laws and regulations could result in higher compliance costs and adversely affect the operations of the Group and the financial performance of the Group. In addition, the introduction of new legislation, regulations or regulatory guidelines which may have the effect of incentivising potential competitors to enter into or expand their operations in the Proposed New Businesses may have the effect of increasing competition and result in a material adverse effect on the Group's business, operations and financial performance.

The Group is subject to risks associated with the operation of businesses outside of Singapore

The Group does not plan to restrict the Proposed New Businesses to any specific geographical market. As such, there are risks inherent in operating businesses overseas, which include unexpected changes in regulatory requirements, difficulties in staffing and managing foreign operations, social and political instability, fluctuations in currency exchange rates, potentially adverse tax consequences, legal uncertainties regarding the Group's liability and enforcement, changes in local laws and controls on the repatriation of capital or profits. Any of these risks could adversely affect the Group's overseas operations and consequently, its business, financial performance, financial condition and operating cash flow.

Further, the revenue from the Proposed New Businesses may be generated from overseas markets and in foreign currencies. To the extent that the Group's revenue, purchases and operating costs are not matched in the same currency and to the extent there are timing differences between invoicing and collection of payment, as the case may be, the Group may be exposed to any unfavourable fluctuations of such currencies of the jurisdictions in which the Group will be engaging in to conduct the Proposed New Businesses, and the Group's operating results may be materially or adversely affected.

The Group is exposed to risks associated with acquisitions, joint ventures or strategic alliances

Depending on available opportunities, feasibility and market conditions, the Group may, in addition to the joint venture with CPAC, participate in joint ventures, strategic alliances, or other investment opportunities involving numerous risks, including the possible diversion of management attention from existing business operations and loss of capital or other investments deployed in such joint ventures, strategic alliances, or opportunities.

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Furthermore, the Group is expected to rely on CPAC, in respect of its joint venture therewith, in its foray into the Food Waste Business and there is a risk that if its joint venture partner is unable to, or for any other reason does not, deliver its obligations or commitments under the joint venture (such as failure to perform according to the expertise expected of the joint venture partner or meet the financial obligations), it may result in additional costs to the Group. In such events, the Group's financial performance may be adversely affected.

Following the Proposed Diversifications, the Group may, as a matter of business strategy, invest in or acquire entities in the Proposed New Businesses, or enter into other joint ventures or other investment structures in connection with the Proposed New Businesses. Acquisitions that the Group may undertake, if any, along with potential joint ventures and other investments, may expose the Group to additional business and operating risks and uncertainties, including but not limited to the following:

- (i) the direct and indirect costs in connection with such transactions;
- (ii) the inability to effectively integrate and manage the acquired businesses;
- (iii) the inability of the Group to exert control over the actions of its joint venture partners, including any non-performance, default or bankruptcy of the joint venture partners;
- (iv) the inability of the Group to exert control over strategic decisions made by these companies;
- (v) the time and resources expended to coordinate internal systems, controls, procedures and policies;
- (vi) the disruption in ongoing business and diversion of management's time and attention from other business concerns;
- (vii) the risk of entering markets in which the Group may have no or limited prior experience;
- (viii) the potential loss of key employees and customers of the acquired businesses;
- (ix) the risk that an investment or acquisition may reduce the Group's future earnings; and
- (x) exposure to unknown liabilities.

If the Group is unable to successfully implement its acquisition or expansion strategy or address the risks associated with such acquisitions or expansions, or if the Group encounters unforeseen expenses, difficulties, complications or delays frequently encountered in connection with the integration of acquired entities and the expansion of operations, the Group's growth and ability to compete may be impaired, the Group may fail to achieve acquisition synergies and be required to focus resources on integration of operations, rather than on its business, this will have a negative impact on the financial performance of the Group.

Activities to expand its operations may also bring the Group into contact, directly or indirectly, with new entities or new markets. These business activities expose the Group to new and enhanced risks including reputation risks arising from dealing with a range of new counterparties, along with these activities bringing exposure to the range of risks described

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in this Circular. If these risks materialise, the business, financial condition, results of operations and prospects of the Group will be materially and adversely affected.

The Group may be exposed to reputational risks in connection with the Proposed New Businesses

Any shift in perception of the Proposed New Businesses caused by media influences, peer perceptions or otherwise, or any report which surfaces in the media relating to the Proposed New Businesses, regardless of merits, could expose the Company to reputational harm. The Group's business, financial condition, results of operations and prospects may be materially and adversely affected as a result. As the Proposed New Businesses are a new area of business to the Company, the Company will face the usual risks, uncertainties and problems associated with the entry into any new business which it has no prior track record in. These risks, uncertainties and problems include financial costs of setting up new operations, capital investment and maintaining working capital requirements, the inability to manage the operations and costs, the failure to provide the results, level of revenue and margins that the Company expects, and the inability to find the suitable joint venture, strategic or other business partners. There is no assurance that the management of the Company will be able to ensure success in undertaking the Proposed New Businesses.

In addition, counterfeit or imitation products, which are typically marketed and sold at a lower price point, may contain inferior, harmful, or unregulated ingredients, leading to potential health risks for consumers. This can damage the reputation of the legitimate brands sold under the Company's Health Supplements Business, especially if consumers mistakenly associate the imitation product with the original. Along with it, it can create confusion for consumers who may not be able to distinguish between authentic and counterfeit products. Once a consumer experiences an adverse effect from an imitation product, they might wrongly attribute the issue to the original brand, undermining consumer confidence and loyalty. In addition, as a result of such bad experiences and unwanted attention from the health and food science authority, these products could be suspended from any further sale or distribution, until there has been clarity over the authenticity. If any of the foregoing events occur, the Group's financial performance and financial condition may be adversely affected.

The Group's insurance coverage may be inadequate to indemnify the Group against all possible liabilities

The Group maintains general insurance policies covering both its assets and employees in line with general business practices in the industry of the Existing Business, with policy specifications and insured limits which it believes are reasonable. The Group's insurance coverage may be inadequate to indemnify the Group against all possible liabilities. There is no assurance that such insurance can be obtained on commercially reasonable terms or at all, or that any such coverage will sufficiently cover any losses suffered by the Group. In addition, the Group's insurance policies will be renewed on an annual basis (if required) and there is no assurance that it will be able to renew all its policies or obtain new policies on similar terms. Liabilities may exceed the Group's available insurance coverage or arise from claims outside the scope of its insurance coverage. In the event that the amount of such claims exceeds the coverage of the general insurance policies which the Group has taken up, it may be liable for shortfalls in the amounts claimed and the Group's business, financial condition and operating results may be adversely affected.

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2.6 Future Plans

The Group will continue with its Existing Business. The entry into the Proposed New Businesses is intended to be a diversification of the Existing Business as part of the corporate strategy of the Group to provide Shareholders with diversified returns and long-term growth. The Proposed Diversifications will offer new business opportunities and provide the Group with new revenue streams so as to enhance Shareholders' value for the Company.

In relation to the Food Waste Business, upon receipt of Shareholders' approval for Proposed Food Waste Diversification, the Company intends to:

- (a) set up on-site food waste treatment systems sited at various buildings, *inter alia*, hawker centres, food court, educational institutions, commercial buildings such as shopping malls, hotels and industrial buildings such as single-user factory or multiple-user factory;
- (b) as a factory processing system will require more capital and is more complex in terms of the operational planning and requirements than the on-site food waste treatment systems, once the on-site food waste treatment systems are established, the Company intends to construct a factory processing system taking into account the receptiveness, output, technical challenges and financial impact from rolling out the on-site food waste treatment systems; and
- (c) once (a) and (b) above are close to completion, and provided the Company has at such juncture assessed there is sufficient market maturity in terms of user behaviour and understanding of the products and systems, the Company intends to commence a trial period of the household automatic waste processing system. The Company intends to work towards establishing one household automatic waste processing system to support a single housing block, which would involve significant resources in terms of managing the various household automatic waste processing systems, and training residents on the use and collection of the output from the household automatic waste processing systems.

In relation to the Health Supplements Business, upon receipt of Shareholders' approval for Proposed Health Supplements Diversification, the Company intends to, in both the short-term and long-term:

- (a) enter into definitive agreements with JHBD (or such other parties in relation to the Health Supplements Business), and to review and assess the relevant regulatory approvals required to conduct the Health Supplements Business in the relevant jurisdictions;
- (b) if required, to apply for the relevant regulatory approvals from the relevant authorities to commence the Health Supplements Business;
- (c) apply for a direct sales license (and other regulatory approvals, if required) from the relevant authorities in China to allow the Company to conduct direct sales of its product to end consumers in China;
- (d) expand the product offerings available, taking into account market demand and trends, research and development (taking into account potential regulatory hurdles, if any);

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- (e) expand into new markets within the Southeast Asian region;
- (f) develop and launch its own e-commerce platform for the international sales of its products (in accordance with the applicable laws and regulatory requirements where the Company intends to sell its products to);
- (g) set up a production facility in Singapore for the purposes of repackaging the health supplement products (in accordance with the applicable laws and regulatory requirements); and
- (h) explore strategic partnerships, including but not limited to strategic alliances and mergers and acquisitions.

The Company will make the appropriate announcements to update Shareholders on the progress of the Proposed New Businesses in accordance with the requirements of the Catalist Rules.

2.7 Funding

The Group will prepare business plans and budgets for the Proposed New Businesses, and will closely monitor their developments and progress. The Group will also continually evaluate the costs and expenses to ensure the viability and sustainability of the Proposed New Businesses.

The Group will fund the Proposed New Businesses with the proceeds from the interest-free loan obtained from an employee of the Group on 7 October 2024. In addition, the Group may consider obtaining other financing including from financial institutions and third parties as well as other secondary fund-raising including rights issue and/or placements, as and when deemed appropriate.

The Company is also actively exploring the use of government grants to fund the procurement of the relevant equipment and machinery for the Food Waste Business. The Company also plans to secure a portion of the funding required for the Proposed New Businesses through its joint venture or business partners in accordance with the respective equity holdings in the relevant joint venture companies.

2.8 Financial effect of the Proposed Diversifications

As at the Latest Practicable Date, the Company has no affirmative and binding plans in relation to the Proposed New Businesses that are expected to have a material impact on the net profit, EPS or NTA of the Group. Should there be any material impact on the Group's NTA per Share and EPS for FY2024 as a result of any developments relating to the Proposed New Businesses, the Company will make the necessary announcements at the appropriate time.

2.9 Requirements under the Catalist Rules

As the Proposed New Businesses are substantially different from the Existing Business, it is envisaged that the Proposed Diversifications will change the existing risk profile of the Group. Accordingly, an EGM will be convened by the Company to seek Shareholders' approval for the Proposed Diversifications.

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Upon receipt of approval by Shareholders for the Proposed Diversifications, the Proposed New Businesses, together with the Existing Business, will constitute the Group's ordinary course of business. Any acquisition or disposal which is in, or in connection with, the Proposed New Businesses, may be deemed to be in the Group's ordinary course of business and therefore not fall under the definition of a "transaction" under Chapter 10 of the Catalist Rules. Accordingly, the Group may possibly, in its ordinary course of business, enter into transactions relating to the Proposed New Businesses which do not change the risk profile of the Group, in an efficient and timely manner without the need to convene separate general meetings from time to time to seek for Shareholders' approval as and when potential transactions relating to the New Businesses arise, even where they cross the threshold of a "major transaction" as defined under the Catalist Rules. This will reduce substantially the administrative time and expenses in convening such meetings, without compromising the corporate objectives and adversely affecting the business opportunities available to the Group.

Paragraph 2 of Practice Note 10A of the Catalist Rules sets out that, *inter alia*, (i) an acquisition that is regarded to be in, or in connection with, the ordinary course of an issuer's business, is not subject to requirements under Chapter 10 of the Catalist Rules (except for Part VIII on very substantial acquisitions or reverse takeovers) and, (ii) an acquisition can be regarded to be in, or in connection with, the ordinary course of an issuer's business if: (a) the asset to be acquired is part of the issuer's existing principal business; and (b) the acquisition does not change the issuer's risk profile. Further guidelines are provided under Practice Note 10A of the Catalist Rules on what consists of "existing principal business" and "change of risk profile".

Pursuant to Rule 1014 of the Catalist Rules, a "major transaction" is a transaction (as defined in Rule 1002(1) of the Catalist Rules) where any of the relative figures as computed on the bases set out in Rule 1006 of the Catalist Rules (a) exceeds 75% but is less than 100% (for an acquisition) or (b) exceeds 50% (for a disposal or the provision of financial assistance), and must be made conditional upon approval by shareholders in a general meeting.

In accordance with the SGX-ST's recommended practice in relation to diversification of business, if an issuer has not operated in the new business space, where the issuer enters into the first major transaction involving the new business (the "**First Major Transaction**"), or where any of the figures computed based on Rule 1006 of the Catalist Rules in respect of several transactions involving the new business aggregated (the "**Aggregated Transactions**") over the course of a financial year exceeds 75%, such First Major Transaction or the last of the Aggregated Transactions will be made conditional upon shareholders' approval.

Notwithstanding that Shareholders' approval of the Proposed Diversifications has been obtained:

- (a) Rule 1015 of the Catalist Rules will apply to acquisitions of assets (including options to acquire assets) whether or not in the Group's ordinary course of business and which results in any of the relative figures as computed on the bases set out in Rule 1006 of the Catalist Rules exceeding 100% or results in a change in control of the Company. Such acquisitions must therefore be, amongst others, made conditional upon approval by Shareholders at a general meeting;

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- (b) Practice Note 10A of the Catalist Rules will apply to acquisitions or disposals of assets (including options to acquire or dispose assets) which will change the risk profile of the Company. Such transactions must therefore be, amongst others, made conditional upon approval by Shareholders at a general meeting;
- (c) the First Major Transaction or the last of the Aggregated Transactions will be made conditional upon Shareholders' approval, if applicable; and
- (d) where any transaction constitutes an "interested person transaction" as defined under Chapter 9 of the Catalist Rules, Chapter 9 of the Catalist Rules will apply to such a transaction and the Company will comply with the provisions of Chapter 9 of the Catalist Rules. In particular, pursuant to Rule 905 of the Catalist Rules, where any interested person transaction is of a value equal to or more than 3% of the Group's latest audited NTA, or when aggregated with other transactions entered into with the same interested person during the same financial year, is of a value equal to or more than 3% of the Group's latest audited NTA, the Group must make an immediate announcement of the latest transaction and all future transactions entered into with that same interested person during that financial year. Pursuant to Rule 906 of the Catalist Rules, where any interested person transaction is of a value equal to or more than 5% of the Group's latest audited NTA, or when aggregated with other transactions entered into with the same interested person during the same financial year, is of a value equal to or more than 5% of the Group's latest audited NTA, the Group must obtain Shareholders' approval for the interested person transaction.

Pursuant to Rule 1005 of the Catalist Rules, separate transactions completed within the last 12 months may also be aggregated and treated as if they were one transaction in determining whether a transaction falls into category (a), (b), (c) or (d) of Rule 1004 of the Catalist Rules.

The Company will be required to comply with any applicable and prevailing Catalist Rules as amended or modified from time to time.

3. PROPOSED ADOPTION OF THE METECH PERFORMANCE SHARE PLAN

3.1 Rationale for the Metech Performance Share Plan

The Company recognises the importance of acknowledging the contributions of employees to the success and development of the Group. In line with this, the Company is proposing to adopt a performance share plan, known as the Metech Performance Share Plan.

The purpose of the Metech Performance Share Plan is to provide an opportunity for Group Executives who have contributed significantly to the growth and performance of the Group to participate in the equity of the Company. This initiative aims to motivate them towards greater dedication, loyalty, and higher standards of performance, while also recognising their past contributions and services. By granting equity participation to the Group Executives, the Metech Performance Share Plan seeks to achieve the following objectives:

- (a) foster an ownership culture within the Group to align the interests of the Participants with the interests of the Shareholders;

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- (b) motivate Participants to achieve key financial and operational goals of the Company and/or their respective business divisions, while encouraging greater dedication and loyalty to the Group; and
- (c) ensuring that the total employee remuneration remains sufficiently competitive, facilitating the recruitment of new Participants and/or retention of existing Participants whose contributions are important to the long-term growth and profitability of the Group.

As at the Latest Practicable Date, the Company does not have any existing share option scheme, performance share plan or share incentive scheme in force. The Metech Performance Share Plan Rules are in compliance with the Chapter 8 Part VIII of the Catalist Rules relating to share schemes. The Awards granted under the Metech Performance Share Plan will be determined at the sole discretion of the Remuneration Committee, which will oversee and administer the Metech Performance Share Plan. The adoption of the Metech Performance Share Plan is subject to Shareholders' approval being obtained at the EGM.

3.2 Listing of the Shares

Subject to the approval of Shareholders being obtained for the proposed adoption of the Metech Performance Share Plan, the Company will make an application, through its Sponsor, to the SGX-ST for the listing and quotation of new Shares to be allotted and issued pursuant to the Metech Performance Share Plan. An announcement will be made by the Company upon receipt of the listing and quotation notice from the SGX-ST. The new Shares to be allotted and issued pursuant to the Metech Performance Share Plan are conditional upon the grant of the listing and quotation notice by the SGX-ST and the conditions in the listing and quotation notice being fulfilled. Shareholders should note that the approval of SGX-ST for the listing and quotation of any new Shares issued pursuant to the Metech Performance Share Plan, if obtained, shall not be taken as an indication of the merits of the Metech Performance Share Plan.

The Metech Performance Share Plan, if approved and adopted by the Shareholders at the EGM, will take effect from the date of its adoption at the EGM.

3.3 Rationale for the participation of Controlling Shareholders and their associates in the Metech Performance Share Plan

As the purpose of the Metech Performance Share Plan is to provide an opportunity for Group Executives who have contributed significantly to the growth and performance of the Group to participate in the equity of the Company, the proposed Metech Performance Share Plan envisages the participation of Controlling Shareholders or their associates who are full time Group employees and/or Group Directors, and who meet the eligibility criteria set out in the Metech Performance Share Plan Rules, to allow the Group to have a fair and equitable system to reward employees who have actively contributed to the progress and success of the Group. The participation of eligible Controlling Shareholders and their associates in the Metech Performance Share Plan will serve both as a reward to them for their dedicated services to the Group and a motivation for them to take a long-term view of the Group.

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Although participants who are Controlling Shareholders or their associates may already have shareholding interests in the Company, the extension of the Metech Performance Share Plan to include them ensures that they are equally entitled, as the other employees of the Group, who are not Controlling Shareholders or their associates, to take part and benefit from this system of remuneration. The Directors are of the view that a person who would otherwise be eligible should not be excluded from participating in the Metech Performance Share Plan solely by reason that he/she is a Controlling Shareholder or an associate of the Controlling Shareholders.

The specific approval of the independent Shareholders is required for the participation of such persons as well as the actual number of and terms of such Awards. A separate resolution must be passed for each of such participant. In seeking such approval from the independent Shareholders, clear justification as to the participation of the Controlling Shareholders and their associates, the number of and terms of the Awards to be granted to the Controlling Shareholders and their associates shall be provided. Accordingly, the Directors are of the view that there are sufficient safeguards against any abuse of the Metech Performance Share Plan resulting from the participation of employees who are Controlling Shareholders or their associates.

As at the Latest Practicable Date, there is no such Controlling Shareholder or associate thereof who is eligible to participate in the Metech Performance Share Plan pursuant to the Metech Performance Share Plan Rules.

3.4 Rationale for the participation of Non-Executive Directors (including the Independent Directors) in the Metech Performance Share Plan

Although the Non-Executive Directors (including Independent Directors) are not involved in day-to-day operations and management of the Group's business, they nonetheless play an invaluable role in furthering the business interests of the Group by contributing their experience and expertise especially during throughout the difficult periods. The participation by the Non-Executive Directors (including Independent Directors) in the Metech Performance Share Plan will provide the Company with a further avenue to acknowledge and recognise their services, efforts and contributions to the Group as it may not always be possible to quantify the Non-Executive Directors' contributions and services rendered by them in monetary terms due to the nature and scope of their responsibilities. The extension of the Metech Performance Share Plan to the Non-Executive Directors (including Independent Directors) allows the Group to have a fair and equitable system to reward the Non-Executive Directors (including Independent Directors) of the Group who have made significant contributions to the long-term growth of the Group, and will also further align the interests of the Non-Executive Directors with that of the Group. Having such an alternative avenue to compensate Non-Executive Directors may also enable the Group to attract viable candidates to be seated on the Board as Non-Executive Directors.

However, as the Metech Performance Share Plan is intended to primarily cater to employees of the Group, the Board anticipates that awards that may be granted to the Non-Executive Directors would not comprise a significant portion of the shares available under the Metech Performance Share Plan. To further minimise any potential conflict of interests which may arise as a result of granting Awards to Non-Executive Directors who are also Independent Directors, any grant of awards to Non-Executive Directors is expected to be minimal, with such grants as a token of the Company's appreciation for their contributions to the Group and to further align their interests with those of Shareholders'. Non-Executive Directors will primarily be remunerated for their services by way of directors' fees.

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The Remuneration Committee shall act judiciously in exercising its discretion in the grant of Awards to Non-Executive Directors, taking into consideration, among others, the services and contributions made to the Group's growth, attendance and participation in meetings and the respective director's years of service.

3.5 Summary of the Metech Performance Share Plan

The detailed Metech Performance Share Plan Rules are set out in Appendix A as appended to this Circular. The following is a summary of the principal rules of the Metech Performance Share Plan, and should be read by Shareholders in conjunction with, and in the full context of, the Metech Performance Share Plan Rules set out in Appendix A to this Circular.

(a) Eligibility

Group Executives who have attained the age of 21 years on or before the date of the grant of the Award and hold such rank as may be designated by the Remuneration Committee from time to time, shall be eligible to participate in the Metech Performance Share Plan, at the absolute discretion of the Remuneration Committee. The Participant must also not be an undischarged bankrupt and must not have entered into a composition with his creditors. For this purpose, "Group Executives" means full time employees of the Group and Directors of the Company (including Non-Executive Directors).

Employees who are Controlling Shareholders or associates of Controlling Shareholders, and who are also Group Executives shall be eligible to participate in the Metech Performance Share Plan at the absolute discretion of the Remuneration Committee if their participation and the terms of each grant of Award and the actual number of Shares to be granted to them have been approved by the independent Shareholders at a general meeting in separate resolutions for each such person, and in respect of each such person, in separate resolutions for each of (a) his participation, and (b) the terms of each grant of Award and the actual number of Shares to be granted to him, provided always that it shall not be necessary to obtain the approval of the independent Shareholders of the Company for the participation in the Metech Performance Share Plan of a Controlling Shareholder or an associate of a Controlling Shareholder who is, at the relevant time, already a Participant.

Save as prescribed by the Catalist Rules, there shall be no restriction on the eligibility of any Participant to participate in any other share option or share scheme, implemented or to be implemented by any company within the Group (if any).

Subject to the Act and any requirements of the SGX-ST or any other stock exchange on which the Shares may be listed or quoted, the terms of eligibility for participation in the Metech Share Performance Plan may be amended from time to time at the absolute discretion of the Remuneration Committee.

(b) Grant of Awards

Awards represent the right of a participant to receive fully paid Shares free of charge provided that certain prescribed performance targets (if any) are met and upon expiry of the prescribed Performance Period.

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An Award shall be personal to the Participant and, prior to the allotment and/or transfer to the participant of the shares to which the released Award relates, shall not be transferred, charged, assigned, pledged or otherwise disposed of, in whole or in part, except with the prior approval of the Remuneration Committee and if a Participant shall do, suffer or permit any such act or thing as a result of which he would or might be deprived of any rights under an Award or Award released in accordance with the Metech Performance Share Plan ("**Released Award**") without the prior approval of the Remuneration Committee, that Award or Released Award shall immediately lapse.

The Remuneration Committee will determine, among others, the following in relation to an Award:

- (i) the Participant;
- (ii) the Award Date;
- (iii) the Performance Period;
- (iv) the number of Shares which are the subject of the Award;
- (v) the Performance Condition;
- (vi) the Vesting;
- (vii) the Release Schedule; and
- (viii) any other condition(s) which the Remuneration Committee may determine in relation to that Award.

In compliance with the requirements of the Catalyst Rules, a Participant of the Metech Performance Share Plan who is a member of the Remuneration Committee shall not be involved in its deliberations in respect of Awards to be granted or held by that member of the Remuneration Committee.

(c) Date of Grant

While the Remuneration Committee has the discretion to grant Awards at any time in the financial year which the Metech Performance Share Plan is in force, it is currently anticipated that Awards would in general be made once a year. An award letter confirming the Award and specifying (among others) the number of Shares which are the subject of the Award, the prescribed performance target(s), the Performance Period during which the Performance Conditions(s) must be satisfied and the Vesting Date, will be sent to each Participant as soon as reasonably practicable after the making of an Award.

(d) Events Prior to Vesting

Upon the occurrence of any of the events specified below, the Remuneration Committee may, in its absolute discretion, preserve all or any part of any Award, and decide as soon as reasonably practicable following such event either to Vest some or all of the Shares which are the subject of any Award or to preserve all or part of any Award until the end of the Performance Period and subject to the provisions of Metech

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Performance Share Plan. In exercising its discretion, the Remuneration Committee will have regard to all circumstances on a case-by-case basis, including (but not limited to) the contributions made by that Participant and the extent to which the Performance Condition has been satisfied.

- (i) where the Participant being a Group Executive ceases to be in the employment of the Group, or in the case of a non-executive director, ceases to be a Director of the Company by reason of:
 - (A) ill health, injury or disability (in each case, evidenced to the satisfaction of the Remuneration Committee);
 - (B) redundancy;
 - (C) retirement at or after the legal retirement age;
 - (D) retirement before the legal retirement age with the consent of the Remuneration Committee;
 - (E) the company by which he is employed or to which he is seconded, as the case may be, ceasing to be a company within the Group or the undertaking or part of the undertaking of such company being transferred otherwise than to another company within the Group;
 - (F) (where applicable) his transfer of employment between companies within the Group; or
 - (G) his transfer to any government ministry, governmental or statutory body or corporation at the direction of any company within the Group.
 - (ii) any other event approved by the Remuneration Committee.
- (e) Size and Duration of the Metech Performance Share Plan

The aggregate number of Shares which may be issued or transferred pursuant to Awards granted under the Metech Performance Share Plan on any date, when aggregated with the aggregate number of Shares over which options or awards are granted under any other share option schemes or share schemes of the Company shall not exceed 15.0% of total number of issued Shares (excluding Shares held by the Company as treasury shares and subsidiary holdings from time to time) on the day preceding that date.

The Company also hopes that with the significant portion of the issued share capital of the Company set aside for the Metech Performance Share Plan, the Company's employees and Executive Directors will recognise that the Company is making a good effort to reward them for their invaluable contributions to the Company by allowing them greater opportunities to participate in its equity.

The aggregate number of Shares which may be issued or transferred pursuant to Awards granted under the Metech Performance Share Plan to Participants who are Controlling Shareholders and their associates shall not exceed 25.0% of the Shares available under the Metech Performance Share Plan.

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The aggregate number of Shares which may be issued or transferred pursuant to Awards granted under the Metech Performance Share Plan to each Participant who is a Controlling Shareholder or his associate shall not exceed 10.0% of the Shares available under the Metech Performance Share Plan.

The number of Shares which are the subject of each Award to be granted to a Participant who is a non-executive director of the Company shall not exceed 10.0% of the total number of Shares available under the Metech Performance Share Plan. The Company is of the view that the size of the Metech Performance Share Plan is reasonable, taking into account the share capital base of the Company, the contributions by its employees and Executive Directors and the potential number of employees as its business expands. Implementing the Metech Performance Share Plan with the maximum amount of Award Shares not exceeding 15.0% of the total issued and paid-up Shares of the Company will enable the Company to maintain flexibility and remain competitive in the industry.

The Metech Performance Share Plan shall continue to be in force at the discretion of the Remuneration Committee subject to a maximum period of ten (10) years commencing on the Adoption Date, provided always that it may continue beyond the above stipulated period with the approval of Shareholders by ordinary resolution in general meeting and of any relevant authorities which may then be required.

(f) Operation of the Metech Performance Share Plan

Subject to:

- (i) (in relation to a performance-related Award) the Remuneration Committee having determined that the Performance Condition has been satisfied;
- (ii) the relevant Participant (being an employee of the Group) having continued to be an employee from the Award Date up to the end of the relevant vesting period, the duration of which is to be determined by the Remuneration Committee at the Award Date;
- (iii) the Remuneration Committee being of the opinion that the job performance of the relevant Participant has been satisfactory;
- (iv) such consents (including any approvals required by the SGX-ST) as may be necessary;
- (v) compliance with the terms of the Award, the Metech Performance Share Plan and the Constitution;
- (vi) where Shares are to be allotted or transferred on the release of an Award, the Participant having a securities account with CDP and compliance with the applicable requirements of CDP; and
- (vii) where Shares are to be allotted on the release of an Award, the Company being satisfied that the Shares which are the subject of the Released Award will be listed for quotation on the SGX-ST,

upon the expiry of each vesting period in relation to an Award, the Company shall Release to the relevant Participant the Shares to which his/her Award relates on the Vesting Date.

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Subject to the Act and the Catalyst Rules, the Company shall have the flexibility to deliver Shares to Participants upon the Release of their Awards by way of (a) the allotment and issuance to each Participant of the number of new Shares, deemed to be fully paid or credited upon their allotment and issuance, and/or (b) the transfer of existing Shares to the Participant, including (subject to applicable laws) any Shares acquired by the Company pursuant to a share purchase mandate and/or held by the Company as treasury shares. Any proposed allotment and issue of new Shares will be subject to there being in force at the relevant time the requisite Shareholders approval under the Act for the issue of Shares.

New Shares allotted and issued, and existing Shares procured by the Company for transfer, on the Release of an Award shall (i) be subject to all the provisions of the Constitution of the Company (including provisions relating to the liquidation of the Company) and the Act; (ii) and rank in full for all entitlements, including dividends or other distributions declared or recommended in respect of the then existing Shares, the Record Date for which is on or after the relevant Vesting Date, and shall in all other respects rank *pari passu* with other existing Shares then in issue. For this purpose, "Record Date" means the date fixed by the Company for the purposes of determining entitlements to dividends or other distributions to or rights of holders of Shares.

(g) Abstention from Voting

Shareholders who are eligible to participate in the Metech Performance Share Plan are to abstain from voting on any shareholders' resolution relating to the Metech Performance Share Plan, including the participation in the Metech Performance Share Plan and the grant of Awards to the Controlling Shareholders, and should not accept nominations as proxy or otherwise for voting unless specific instructions have been given in the proxy form on how the vote is to be cast.

(h) Adjustments and Alterations

(i) Adjustment Events

If a variation in the issued ordinary share capital of the Company (whether by way of a capitalisation of profits or reserves or rights issue, capital reduction, subdivision, consolidation, distribution of Shares, or otherwise howsoever, provided that this shall not include the issue of securities as consideration for an acquisition) shall take place, then:

(A) the class and/or number of Shares which is/are the subject of an Award to the extent not yet Vested; and/or

(B) the class and/or number of Shares in respect of which future Awards may be granted under the Metech Performance Share Plan,

shall be adjusted in such manner as the Remuneration Committee may determine to be appropriate, provided that no adjustment shall be made if as a result, the Participant receives a benefit that a Shareholder does not receive. Notwithstanding this, any adjustment except in relation to a bonus issue, must be confirmed in writing by the auditors of the Company for the time being (acting only as experts and not as arbitrators), that in their opinion, such adjustment is fair and reasonable.

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(ii) Modifications or Alterations to the Metech Performance Share Plan

Any or all the provisions of the Metech Performance Share Plan may be modified and/or altered at any time and from time to time by a resolution of the Remuneration Committee, subject to compliance with the Catalist Rules or such other stock exchange on which the Shares are quoted or listed, and for so long as the Company is listed on the Catalist Board of the SGX-ST. No modification or alteration to the provisions of the Metech Performance Share Plan shall be made without the prior approval of the Sponsor (acting as agent and on behalf of the SGX-ST) and such other regulatory authorities as may be necessary. However, no modification or alteration shall alter adversely the rights attached to any Award granted prior to such modification or alteration except with the consent in writing of such number of Participants who, if their Awards were Released to them upon the Performance Conditions for their Awards being satisfied in full, would become entitled to not less than three-quarters of all the Shares which would fall to be Vested upon Release of all outstanding Awards upon the Performance Conditions for all outstanding Awards being satisfied in full.

No alteration shall be made to the particular rules of the Metech Performance Share Plan to the advantage of the Participants, except with the prior approval of Shareholders in a general meeting.

(i) Administration of the Metech Performance Share Plan

The Metech Performance Share Plan shall be administered by the Remuneration Committee of the Company in its absolute discretion with such powers and duties as are conferred on it by the Board, provided that no members of the Remuneration Committee shall participate in any deliberation or decision in respect of Awards granted or to be granted to him.

Subject to the Catalist Rules, the Remuneration Committee shall have the power, from time to time, to make and vary such arrangements, guidelines and/or regulations (not being inconsistent with the Metech Performance Share Plan) for the implementation and administration of the Metech Performance Share Plan, to give effect to the provisions of the Metech Performance Share Plan and/or to enhance the benefit of the Awards and Released Awards to the Participants, as it may, in its own absolute discretion, think fit.

Any matter pertaining or pursuant to the Metech Performance Share Plan and any dispute and uncertainty as to the interpretation of the Metech Performance Share Plan, any rule, regulation or procedure thereunder or any rights under the Metech Performance Share Plan shall be determined by the Remuneration Committee.

(j) Taxes, Costs and Expenses

All taxes (including income tax) arising from the grant or Release of any Award granted to any Participant under the Plan shall be borne by that Participant. Each Participant shall be responsible for all fees of CDP relating to or in connection with the issue and allotment or transfer of any Shares pursuant to the Release of any Award in CDP's name, the deposit of share certificate(s) with CDP, the Participant's securities account with CDP, or the Participant's securities sub-account with a Depository Agent. Save for the taxes referred to in above and such other costs and expenses expressly provided

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in the Metech Performance Share Plan to be payable by the Participants, all fees, costs and expenses incurred by the Company in relation to the Metech Performance Share Plan including but not limited to the fees, costs and expenses relating to the allotment and issue, or transfer, of Shares pursuant to the Release of any Award, shall be borne by the Company.

3.6 Financial Effects of the Metech Performance Share Plan

(a) Share Capital

The Metech Performance Share Plan will result in an increase in the Company's issued share capital when new Shares are allotted to the Participants. The number of new Shares allotted will depend on, among others, the size of the Awards granted under the Metech Performance Share Plan. In any case, the Metech Performance Share Plan provides that the total number of Shares over which the Remuneration Committee may grant new awards on any date, when added to:

- (i) the total number of new 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 Awards already granted under the Metech Performance Share Plan;
- (ii) the total number of Shares subject to any other share option or share schemes of the Company,

shall not exceed 15.0% of the total number of issued Shares (excluding Shares held by the Company as treasury shares and subsidiary holdings from time to time) on the date preceding the date of the relevant new Award. If instead of allotting new Shares to Participants, existing Shares are transferred to Participants, the Metech Performance Share Plan will have no impact on the Company's issued share capital.

(b) NTA

As described in paragraph (c) below on EPS, the Metech Performance Share Plan is likely to result in a charge to the Company's income statement over the period from the grant date to the Vesting Date of the Awards. The amount of the charge will be computed in accordance with SFRS (I) 2. When new Shares are allotted under the Metech Performance Share Plan, there would be no effect on the NTA due to the offsetting effect of expenses recognised and the increase in share capital. However, if instead of allotting new Shares to Participants, existing Shares are purchased for transfer to Participants, the NTA would be impacted by the cost of the Shares purchased. It should be noted that the delivery of Shares to Participants under the Metech Performance Share Plan will generally be contingent upon the eligible Participants meeting prescribed performance targets and conditions.

(c) EPS

The Metech Performance Share Plan is likely to result in a charge to earnings over the period from the grant date to the Vesting Date, computed in accordance with SFRS (I) 2. It should again be noted that the delivery of Shares to Participants of the Metech Performance Share Plan will generally be contingent upon the Participants meeting the prescribed performance targets and conditions.

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(d) Dilutive Impact

The allotment of new Shares under the Metech Performance Share Plan will have a dilutive impact on the Company's consolidated EPS.

(e) Potential Cost of Awards

The Metech Performance Share Plan is a share-based payment that falls under the scope of SFRS(I) 2. Participants will receive Shares and the Awards would be accounted for as equity-settled share-based transactions, as described in the following paragraphs.

The fair value of employee services received in exchange for the grant of the Awards would be recognised as a charge to the consolidated income statement over the vesting period of an Award. The total amount of charge to be recognised over the vesting period is determined by reference to the fair value of each Award granted on the date of grant and the number of Shares Vested at the Vesting Date, with a corresponding credit to reserve account. Before the end of the vesting period, at each accounting year end, the estimate of the number of Awards that are expected to Vest by the Vesting Date is revised, and the impact of the revised estimate is recognised in the consolidated income statement with a corresponding adjustment to the reserve account over the remaining vesting period. After the Vesting Date, no adjustment to the charge to the consolidated income statement is made.

The amount charged to the income statement also depends on whether or not the performance target attached to an Award is measured by reference to the market price of the Shares. This is known as a market condition. If the performance target is a market condition, the probability of the performance target being met is taken into account in estimating the fair value of the Award granted at the date of grant, and no adjustments to the amounts charged to the income statement are made whether or not the market condition is met. However, if the performance target is not a market condition, the fair value per share of the Awards granted at the date of grant is used to compute the amount charged to the income statement at each financial year end, based on an assessment at that date of whether the non-market conditions would be met to enable the Awards to Vest.

In the event that Participants have the right to receive the market price of the Shares in cash in lieu of the allotment or transfer of Shares upon the release of an Award, the Company shall measure the fair value of the liability as a cash-settled share-based payment transaction. Until the liability is settled, the Company shall re-measure the fair value of the liability at the end of each reporting period and at the date of settlement, with any changes in fair value recognised in the statement of profit or loss.

3.7 Disclosures to be made in relation to the Metech Performance Share Plan

Pursuant to Rule 704(32) of the Catalist Rules, an immediate announcement must be made on the date of grant of an Award with details of the grant, including the following:

- (a) date of grant;
- (b) market price of the Shares on the date of grant of the Award;

LETTER TO SHAREHOLDERS

- (c) number of Shares granted under the Award;
- (d) number of Shares granted to Directors, Controlling Shareholders (and each of their associates) if any; and
- (e) the vesting period in relation to the Award.

Pursuant to Rule 851 of the Catalist Rules, the Company shall make the following disclosures (as applicable) in its annual report for so long as the Metech Performance Share Plan continues to be in force:

- (a) the names of the members of the Remuneration Committee administering the Metech Performance Share Plan;
- (b) information as required in the table below for the following Participants:
 - (i) Directors;
 - (ii) Controlling Shareholders and their associates; and
 - (iii) Participants (other than those in (a) and (b) above) who have received Awards comprising Shares which, in aggregate, represent 5% or more of the aggregate number of new Shares available under the Metech Performance Share Plan:

| Name of Participant | Aggregate number of Shares comprised in Awards granted during the financial year under review (including terms) | Aggregate number of Shares comprised in Awards granted since the commencement of the Metech Performance Share Plan to the end of the financial year under review | Aggregate number of Shares comprised in Awards which have Vested since the commencement of the Metech Performance Share Plan to the end of the financial year under review | Aggregate number of Shares comprised in Awards which have not been Released as at the end of the financial year under review |
|---------------------|-----------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------|
| | | | | |

- (iv) such other information as may be required by the Catalist Rules or the Act.

If any of the disclosures above is not applicable, an appropriate negative statement will be included in the annual report.

4. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

4.1 Interests of Directors and Substantial Shareholders

None of the Directors or Substantial Shareholders has any interest, direct or indirect, in each of the Proposed Resolutions other than through their respective shareholdings in the Company (if any).

LETTER TO SHAREHOLDERS

4.2 Interests of Directors

The Directors do not have any interest in the Company as recorded in the Register of Directors' shareholdings of the Company as at the Latest Practicable Date.

4.3 Interests of Substantial Shareholders (other than Directors)

The interests of the Substantial Shareholders in the Company (other than the Directors) as recorded in the register of Substantial Shareholders of the Company as at the Latest Practicable Date are set out below:

| Name of Substantial Shareholders | Direct Interest | | Deemed Interest | | Total |
|----------------------------------|------------------|-------|------------------|------|-------|
| | Number of Shares | % | Number of Shares | % | % |
| Simon Eng ⁽¹⁾⁽²⁾ | 10,383,446 | 6.12 | 9,475,700 | 5.59 | 11.71 |
| Hock Wai Loong | 18,000,000 | 10.62 | – | – | 10.62 |
| Ng Eng Tiong | 16,130,800 | 9.51 | – | – | 9.51 |
| Ang Poh Guan | 11,966,500 | 7.06 | – | – | 7.06 |
| Ng Cheng Huat ⁽³⁾ | 10,935,400 | 6.45 | – | – | 6.45 |

Notes:

- (1) Mr. Simon Eng has 3,625,769 shares under his nominee account with DBS Bank Ltd and 1,832,300 shares registered under his SRS accounts.
- (2) Mr. Simon Eng is deemed interested in 4,475,700 shares held by his spouse, Ms Hau Chan Yan and is deemed interested in the 5,000,000 shares under Fort Canning (Asia) Pte Ltd ("FCA") by virtue of his 100% shareholdings in FCA.
- (3) Mr. Ng Cheng Huat has 10,935,400 shares under his nominee account with DBS Bank Ltd.

5. DIRECTORS' RECOMMENDATIONS

The Directors, having considered, *inter alia*, the rationale for the Proposed Diversifications, as set out above in Section 2.2 of this Circular, are of the opinion that the Proposed Diversifications are in the best interests of the Company and accordingly recommend that Shareholders vote in favour of Ordinary Resolution 1 and Ordinary Resolution 2 relating to the Proposed Diversifications at the EGM.

The Directors are all eligible to participate in, and are therefore interested in, the Metech Performance Share Plan. Accordingly, the Directors have abstained from making any recommendations to Shareholders in respect of Ordinary Resolution 3 relating to the Metech Performance Share Plan, as set out in the notice of the EGM.

Each Director shall also decline to accept nominations to act as proxies, representatives or otherwise for voting in respect of Ordinary Resolution 3 at the EGM unless specific instruction has been given in the proxy form as to the manner in which votes are to be cast in respect of Ordinary Resolution 3. Accordingly, the Company will disregard any votes cast on Ordinary Resolution 3 by such persons required to abstain from voting in respect of Ordinary Resolution 3.

LETTER TO SHAREHOLDERS

6. ABSTENTION FROM VOTING

Shareholders who are eligible to participate in the Metech Performance Share Plan shall abstain from voting, whether by proxy or representative, on Ordinary Resolution 3 in relation to the proposed adoption of the Metech Performance Share Plan, as set out in the notice of EGM. They should also not accept nominations to act as proxies, representatives or otherwise for voting in respect of the Ordinary Resolution 3 at the EGM unless specific instruction has been given in the proxy form as to the manner in which votes are to be cast in respect of Ordinary Resolution 3. Accordingly, the Company will disregard any votes cast on Ordinary Resolution 3 by such persons required to abstain from voting in respect of Ordinary Resolution 3.

7. CONSENTS

7.1 Consent by CPAC

CPAC has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of its name in the form and context in which they appear in this Circular.

7.2 Consent by Bird & Bird ATMD LLP

Bird & Bird ATMD LLP has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of its name in the form and context in which they appear in this Circular.

7.3 Consent by the JHBD

JHBD has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of its name in the form and context in which they appear in this Circular.

8. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages N-1 to N-4 of this Circular, will be convened and held at 54 Pandan Road, Singapore 609292 on 30 December 2024 at 10:00 a.m. (Singapore time) for the purpose of considering and, if thought fit, passing with or without modifications, the Proposed Resolutions as set out in the Notice of EGM.

A printed copy of this Circular will not be despatched to Shareholders as the Company's Constitution provides for the use of electronic communications pursuant to the Catalist Rules. Accordingly, only hard copies of the Notice of EGM, Proxy Form and the Request Form will be sent to Shareholders. Shareholders who wish to obtain a printed copy of this Circular should complete the Request Form and return it to the Company via email at shareholder@metechinternational.com or by post to the Company's registered office at 2 Venture Drive, #08-10 Vision Exchange, Singapore 608526, in either case, by 20 December 2024.

LETTER TO SHAREHOLDERS

9. ACTION TO BE TAKEN BY THE SHAREHOLDERS

9.1 Notice of EGM and Proxy Form

Shareholders will find enclosed in this Circular the Notice of EGM and a Proxy Form. The Notice of EGM and Proxy Form is also available on the Company's website at <https://www.metechinternational.com/> and on SGXNET at <https://www.sgx.com/sgxnet/>.

9.2 Appointment of Proxy

A Shareholder who is unable to attend the EGM and wishes to appoint a proxy(ies) to attend, speak and vote on his behalf at the EGM should complete, sign and return the Proxy Form (attached to this Circular) in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the registered office of the Company at 2 Venture Drive, #08-10 Vision Exchange, Singapore 608526, in each case, not less than 72 hours before the time fixed for the EGM (i.e., by 10.00 a.m. on 27 December 2024). The completion and return of the Proxy Form by a Shareholder does not preclude him from attending and voting at the EGM in person in place of the proxy(ies) if he so wishes.

9.3 Submission of questions in advance

Substantial and relevant questions relating to the Proposed Resolutions to be tabled for approval may be submitted in advance of the EGM by 10.00 a.m. on 22 December 2024 in the following manner:

- (1) by post, be lodged at the office of the Company at 2 Venture Drive, #08-10 Vision Exchange, Singapore 608526; or
- (2) by email to shareholder@metechinternational.com.

Shareholders who submit questions in advance via email or by post to the Company must provide their (a) full name; (b) identification number (i.e. NRIC/Passport/Company Registration Number); (c) contact number and email address; and (d) the number and manner in which the Shareholder holds shares in the Company (e.g. via CDP, CPF or SRS).

For questions submitted in advance of the EGM, the Company shall address relevant and substantial questions (as may be determined by the Company in its sole discretion) received from members prior to the EGM via SGXNet no later than 48 hours before the deadline for submission of the Proxy Forms to facilitate Shareholders' votes and to allow Shareholders to make an informed decision on the resolutions to be tabled at the EGM.

The Company's responses to substantial and relevant questions addressed during the EGM will be published on the SGXNET, together with the minutes of the EGM within one (1) month after the date of the EGM.

9.4 Depositor Not Member

A Depositor will not be regarded as a member of the Company entitled to attend the EGM and to speak and vote thereat unless he is shown to have Shares entered against his name in the Depository Register as certified by CDP at least 72 hours before the EGM.

LETTER TO SHAREHOLDERS

10. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Resolutions, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

11. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available for inspection at the registered office of the Company at 2 Venture Drive #08-10 Vision Exchange Singapore 608526, during normal business hours from the date of this Circular up to and including the date of the EGM:

- (a) the MOU;
- (b) the JVA;
- (c) the annual report of the Company for FP2023;
- (d) the Constitution; and
- (e) the rules of the Metech Performance Share Plan.

Shareholders who wish to inspect these documents at the registered office of the Company are required to send a written request via email to the Company at shareholder@metechinternational.com to make an appointment in advance. The Company will allocate the date and the time when each Shareholder may come to the registered office of the Company to inspect the documents to limit the number of people who are present at the registered office of the Company at any one point in time.

Yours faithfully
For and on behalf of the Board of Directors

Mr. Pang Wei Hao
Executive Director and Chief Executive Officer

APPENDIX A RULES OF THE METECH PERFORMANCE SHARE PLAN

METECH PERFORMANCE SHARE PLAN

1. NAME OF THE PLAN

The Plan shall be called the “Metech Performance Share Plan”.

2. DEFINITIONS

2.1 In the Plan, unless the context otherwise requires, the following words and expressions shall have the following meanings:

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| “Act” | The Companies Act 1967 of Singapore, as amended, modified or supplemented from time to time. |
| “Adoption Date” | The date on which the Plan is adopted by resolution of the Shareholders of the Company. |
| “Auditors” | The auditors of the Company for the time being. |
| “Award” | A contingent award of Shares granted under Rule 5. |
| “Award Date” | In relation to an Award, the date on which the Award is granted pursuant to Rule 5. |
| “Award Letter” | A letter in such form as the Committee shall approve confirming an Award granted to a Participant by the Committee. |
| “Board” | The Board of Directors of the Company for the time being. |
| “Catalist” | The Catalist Board of the SGX-ST. |
| “Catalist Rules” | Section B: Rules of Catalist of the Listing Manual of the SGX-ST, as amended, modified or supplemented from time to time. |
| “CDP” | The Central Depository (Pte) Limited. |
| “CEO” | Chief Executive Officer. |
| “Committee” | The remuneration committee of the Company duly authorised and appointed by the Board to administer the Plan. |
| “Company” | Metech International Limited, a company incorporated in Singapore. |
| “Constitution” | The constitution of the Company, as amended or modified from time to time. |

APPENDIX A RULES OF THE METECH PERFORMANCE SHARE PLAN

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| <i>“Control”</i> | The capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of the Company. |
| <i>“Controlling Shareholder”</i> | A person who holds directly or indirectly 15.0% or more of the nominal amount of all voting shares in the Company (unless otherwise determined by the SGX-ST); or in fact exercises Control over the Company. |
| <i>“Director”</i> | A person holding office as a director for the time being of the Company. |
| <i>“Group”</i> | The Company and its Subsidiaries. |
| <i>“Group Executive”</i> | Any full time employee of the Group and any Group Director who meets the relevant age and rank criteria selected by the Committee to participate in the Plan in accordance with Rule 4.1(a). |
| <i>“Group Director”</i> | A director of the Company (including non-executive directors of the Company). |
| <i>“Issued Shares”</i> | Issued Shares of the Company excluding treasury shares and subsidiary holdings from time to time. |
| <i>“Issued Share Capital”</i> | Issued share capital of the Company excluding treasury shares and subsidiary holdings from time to time. |
| <i>“Market Value”</i> | <p>In relation to a Share, on any day:</p> <p>(a) the average price of a Share on the SGX-ST over the five (5) consecutive Trading Days immediately preceding a Trading Day; or</p> <p>(b) if the Committee is of the opinion that the Market Value as determined in accordance with (a) above is not representative of the value of a Share, such price as the Committee may determine, such determination to be confirmed in writing by the Auditors (acting only as experts and not as arbitrators) to be in their opinion, fair and reasonable.</p> |
| <i>“Participant”</i> | Any eligible person selected by the Committee to participate in the Plan in accordance with the rules hereof. |
| <i>“Performance Condition”</i> | In relation to an Award, the condition specified on the Award Date in relation to that Award. |

APPENDIX A RULES OF THE METECH PERFORMANCE SHARE PLAN

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| <i>“Performance Period”</i> | In relation to an Award, a period, the duration of which is to be determined by the Committee on the Award Date, during which the Performance Condition is to be satisfied. |
| <i>“Plan”</i> | The Metech Performance Share Plan, as the same may be modified or altered from time to time. |
| <i>“Release”</i> | In relation to an Award, the release at the end of the Performance Period relating to that Award of all or some of the Shares to which that Award relates in accordance with Rule 7 and, to the extent that any Shares which are the subject of the Award are not released pursuant to Rule 7, the Award in relation to those Shares shall lapse accordingly, and “Released” shall be construed accordingly. |
| <i>“Release Schedule”</i> | In relation to an Award, a schedule in such form as the Committee shall approve, setting out the extent to which Shares which are the subject of that Award shall be Released on the Performance Condition being satisfied (whether fully or partially) or exceeded or not being satisfied, as the case may be, at the end of the Performance Period. |
| <i>“Released Award”</i> | An Award which has been released in accordance with Rule 7. |
| <i>“Rules”</i> | The rules of the Plan, as amended or modified from time to time. |
| <i>“SFA”</i> | The Securities and Futures Act 2001 of Singapore as amended, modified or supplemented from time to time. |
| <i>“SGX-ST”</i> | The Singapore Exchange Securities Trading Limited. |
| <i>“Shareholders”</i> | The registered holders for the time being of the shares (other than the CDP) or in the case of Depositors, Depositors who have Shares entered against their names in the Depository Register. |
| <i>“Shares”</i> | Ordinary shares in the capital of the Company. |
| <i>“Sponsor”</i> | The sponsor of the Company from time to time, as required by the Catalist Rules. |
| <i>“Subsidiary”</i> | A company (whether incorporated within or outside Singapore and wheresoever resident) being a subsidiary for the time being of the Company within the meaning of Section 5 of the Act. |
| <i>“Substantial Shareholder”</i> | A person who has an interest in the Shares, the total votes attached to which is not less than 5.0% of the total votes attached to all the voting shares (excluding treasury shares) in the Company. |

APPENDIX A RULES OF THE METECH PERFORMANCE SHARE PLAN

- “Trading Day”* A day on which the Shares are traded on Catalist.
- “Vesting”* In relation to Shares which are the subject of a Released Award, the absolute entitlement to all or some of the Shares which are the subject of a Released Award and “Vest” and “Vested” shall be construed accordingly.
- “Vesting Date”* In relation to Shares which are the subject of a Released Award, the date (as determined by the Committee and notified to the relevant Participant) on which those Shares have Vested pursuant to Rule 7.
- “%”* Per centum or percentage.
- 2.2 Words importing the singular number shall, where applicable, include the plural number and *vice versa*. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders.
- 2.3 Any reference to a time of a day in the Plan is a reference to Singapore time.
- 2.4 Any reference in the Plan to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Act or any statutory modification thereof and not otherwise defined in the Plan and used in the Plan shall have the meaning assigned to it under the Act or any statutory modification thereof, as the case may be.
- 2.5 The term “Associate” shall have the meaning ascribed to it by the Catalist Rules as set out below:
- (a) in relation to any individual, including a Director, CEO, Substantial Shareholder or Controlling Shareholder (being an individual) means:
 - (i) his immediate family;
 - (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and
 - (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30.0% or more; and
 - (b) in relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any other company which is its Subsidiary or holding company or is a Subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30.0% or more.
- 2.6 The terms “**Depositor**”, “**Depository Register**” and “**Depository Agent**” shall have the same meanings ascribed to them by Section 81SF of the SFA.

APPENDIX A RULES OF THE METECH PERFORMANCE SHARE PLAN

3. OBJECTIVES OF THE PLAN

The Plan has been proposed in order to:

- (a) foster an ownership culture within the Group which aligns the interests of Participants with the interests of Shareholders;
- (b) motivate Participants to achieve key financial and operational goals of the Company and/or their respective business divisions and encourage greater dedication and loyalty to the Group; and
- (c) make total employee remuneration sufficiently competitive to recruit new Participants and/or retain existing Participants whose contributions are important to the long-term growth and profitability of the Group, and whose skills are commensurate with the Company's ambition to become a world class company.

4. ELIGIBILITY OF PARTICIPANTS

4.1 The following persons shall be eligible to participate in the Plan at the absolute discretion of the Committee:

- (a) Group Executives

Full time employees of the Group and Group Directors who have attained the age of 21 years on or before the date of the grant of the Award and hold such rank as may be designated by the Committee from time to time. The Participant must also not be an undischarged bankrupt and must not have entered into a composition with his creditors.

- (b) Controlling Shareholders and Associates of Controlling Shareholders

Subject to Rule 4.2, persons who are qualified under Rule 4.1(a) above and who are also Controlling Shareholders or Associates of Controlling Shareholders.

4.2 Employees who are Controlling Shareholders or Associates of Controlling Shareholders shall (notwithstanding that they may meet the eligibility criteria in Rule 4.1(a) above) not participate in the Plan unless:

- (a) their participation; and
- (b) the terms of each grant of Award and the actual number of Shares to be granted to them,

APPENDIX A RULES OF THE METECH PERFORMANCE SHARE PLAN

have been approved by the independent Shareholders in general meeting in separate resolutions for each such person, and in respect of each such person, in separate resolutions for each of (i) his participation and (ii) the terms of each grant of Award and the actual number of Shares to be granted to him, provided always that it shall not be necessary to obtain the approval of the independent Shareholders of the Company for the participation in the Plan of a Controlling Shareholder or an Associate of a Controlling Shareholder who is, at the relevant time already a Participant. For the purposes of obtaining such approval from the independent Shareholders, the Company shall procure that the circular, letter or notice to the shareholder in connection therewith shall set out the following:

- (i) clear justifications for the participation of each such Controlling Shareholders or Associates of Controlling Shareholders; and
- (ii) clear rationale for the terms of the Awards to be granted to each such Controlling Shareholders or Associates of Controlling Shareholders.

4.3 For the purposes of determining eligibility to participate in the Plan, the secondment of an employee of the Group to another company within the Group shall not be regarded as a break in his employment or his having ceased by reason only of such secondment to be a full-time employee of the Group.

4.4 Save as prescribed by the Catalist Rules, there shall be no restriction on the eligibility of any Participant to participate in any other share option or share incentive scheme, implemented or to be implemented by any company within the Group. Subject to the Act and any requirements of the SGX-ST or any other stock exchange on which the Shares may be listed or quoted, the terms of eligibility for participation in the Plan may be amended from time to time at the absolute discretion of the Committee.

5. GRANT OF AWARDS

5.1 Except as provided in Rule 8, the Committee may grant Awards to Group Executives, Controlling Shareholders and/or Associates of Controlling Shareholders who are eligible to participate under Rule 4, and in each case, as the Committee may select, in its absolute discretion, at any time during the period when the Plan is in force, provided that in the event that an announcement on any matter of an exceptional nature involving unpublished price sensitive information is made, Awards may only be granted on or after the second (2nd) Market Day from the date on which such announcement is released. In addition, no Award shall be granted during the period of 30 days immediately preceding the date of announcement of our Company's interim or final results (as the case may be).

5.2 The number of Shares which are the subject of each Award to be granted to a Participant in accordance with the Plan shall be determined at the absolute discretion of the Committee, which shall take into account criteria such as his rank, job performance, years of service and potential for future development, his contribution to the success and development of the Group and the extent of effort and resourcefulness with which the Performance Condition may be achieved within the Performance Period.

The Performance Condition shall be determined at the discretion of the Committee, which may comprise factors such as (but are not limited to) the market capitalisation or earnings of the Company at specified times.

APPENDIX A
RULES OF THE METECH PERFORMANCE SHARE PLAN

- 5.3 The Committee shall decide in relation to an Award:
- (a) the Participant;
 - (b) the Award Date;
 - (c) the Performance Period;
 - (d) the number of Shares which are the subject of the Award;
 - (e) the Performance Condition;
 - (f) the Vesting;
 - (g) the Release Schedule; and
 - (h) any other condition(s) which the Committee may determine in relation to that Award.
- 5.4 The Committee may amend or waive the Performance Period, the Performance Condition and/or the Release Schedule in respect of any Award:
- (a) in the event of a take-over offer being made for the Shares or if (i) Shareholders of the Company or (ii) under the Act, the court sanctions a compromise or arrangement proposed for the purposes of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with another company or companies or in the event of a proposal to liquidate or sell all or substantially all of the assets of the Company; or
 - (b) in the event that the Company shall make a capital distribution of a special dividend (whether in cash or in specie); or
 - (c) if anything happens which causes the Committee to conclude that:
 - (i) a changed Performance Condition and/or Release Schedule would be a fairer measure of performance, and would be no less difficult to satisfy; or
 - (ii) the Performance Condition and/or Release Schedule should be waived,and shall notify the Participants of such change or waiver (but accidental omission to give notice to any Participant(s) shall not invalidate such change or waiver).
- 5.5 As soon as reasonably practicable after making an Award the Committee shall send to each Participant an Award Letter confirming the Award and specifying in relation to the Award:
- (a) the Award Date;
 - (b) the Performance Period;
 - (c) the number of Shares which are the subject of the Award;

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- (d) the Performance Condition;
 - (e) the Vesting Date;
 - (f) the Release Schedule; and
 - (g) any other condition which the Committee may determine in relation to that Award.
- 5.6 Awards represent the right of a Participant to receive fully paid Shares free of charge provided that certain prescribed performance targets (if any) are met and upon expiry of the prescribed performance period.
- 5.7 An Award or Released Award shall be personal to the Participant to whom it is granted and, prior to the allotment and/or transfer to the Participant of the Shares to which the Released Award relates, shall not be transferred, charged, assigned, pledged or otherwise disposed of, in whole or in part, except with the prior approval of the Committee and if a Participant shall do, suffer or permit any such act or thing as a result of which he would or might be deprived of any rights under an Award or Released Award without the prior approval of the Committee, that Award or Released Award shall immediately lapse.
- 5.8 For the avoidance of doubt, the Company has the flexibility to grant Awards under the Plan and other options under any other share option schemes to the same Participant simultaneously. No minimum Vesting periods are prescribed under the Plan and the length of the Vesting period in respect of each Award shall be determined on a case-by-case basis. The Committee may also make an Award at any time where in its opinion, a Participant's performance and/or contribution justifies such an Award.
- 6. EVENTS PRIOR TO THE VESTING DATE**
- 6.1 An Award shall, to the extent not yet Released, immediately lapse without any claim whatsoever against the Company:
- (a) in the event of bankruptcy of the Participant or the happening of any other event which results in his being deprived of the legal or beneficial ownership of an Award;
 - (b) in the event of misconduct on the part of the Participant as determined by the Committee in its discretion;
 - (c) subject to Rule 6.2, upon the Participant ceasing to be in the employment of the Group for any reason whatsoever;
 - (d) subject to Rule 6.2, where the Participant is a non-executive Director, upon the Participant ceasing to be a Director of the Company;
 - (e) in the event of an order being made or a resolution passed for the winding-up of the Company on the basis, or by reason, of its insolvency;

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- (f) in the event that a Participant commits any break of any of the terms of his/her Award; or
- (g) in the event the Committee shall, in its discretion, deem it appropriate that such Award to be given to a Participant shall so lapse on the grounds that any of the objectives of the Plan (as set out in Rule 3) have not been met.

For the purpose of Rule 6.1(b), the Participant shall be deemed to have ceased to be so employed as at the date the notice of termination of employment is tendered by or is given to him, unless such notice shall be withdrawn prior to its effective date. For the purpose of Rule 6.1(d), a Participant shall be deemed to have ceased to be a Director as of the date the notice of resignation of or termination of directorship, as the case may be, is tendered by or is given to him, unless such notice shall be withdrawn prior to its effective date.

6.2 Where the Participant being a Group Executive ceases to be in the employment of the Group, or in the case of a non-executive director, ceases to be a Director of the Company, by reason of:

- (a) ill health, injury or disability (in each case, evidenced to the satisfaction of the Committee);
- (b) redundancy;
- (c) retirement at or after the legal retirement age;
- (d) retirement before the legal retirement age with the consent of the Committee;
- (e) the company by which he is employed or to which he is seconded, as the case may be, ceasing to be a company within the Group or the undertaking or part of the undertaking of such company being transferred otherwise than to another company within the Group;
- (f) (where applicable) his transfer of employment between companies within the Group;
- (g) his transfer to any government ministry, governmental or statutory body or corporation at the direction of any company within the Group; or
- (h) any other event approved by the Committee,

the Committee may, in its absolute discretion, preserve all or any part of any Award and decide as soon as reasonably practicable following such event either to Vest some or all of the Shares which are the subject of any Award or to preserve all or part of any Award until the end of the Performance Period and subject to the provisions of the Plan. In exercising its discretion, the Committee will have regard to all circumstances on a case-by-case basis, including (but not limited to) the contributions made by that Participant and the extent to which the Performance Condition has been satisfied.

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6.3 Without prejudice to the provisions of Rule 5.4, if before the Vesting Date, any of the following occurs:

- (a) a take-over offer for the Shares becomes or is declared unconditional;
- (b) a compromise or arrangement proposed for the purposes of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with another company or companies being approved by Shareholders and/or sanctioned by the court under the Act; or
- (c) an order being made or a resolution being passed for the winding up of the Company (other than as provided in Rule 6.1(d) or for amalgamation or reconstruction),

the Committee will consider, at its discretion, whether or not to Release any Award, and will take into account all circumstances on a case-by-case basis, including (but not limited to) the contributions made by that Participant. If the Committee decides to Release any Award, then in determining the number of Shares to be Vested in respect of such Award, the Committee will have regard to the proportion of the Performance Period which has lapsed and the extent to which the Performance Condition has been satisfied. Where Awards are Released, the Committee will, as soon as practicable after the Awards have been Released, procure the allotment or transfer to each Participant of the number of Shares so determined, such allotment or transfer to be made in accordance with Rule 7. If the Committee so determines, the Release of Awards may be satisfied in cash as provided in Rule 7.

7. RELEASE OF AWARDS

7.1 Review of Performance Condition

- (a) As soon as reasonably practicable after the end of each Performance Period, the Committee shall review the Performance Condition specified in respect of each Award and determine at its discretion whether it has been satisfied and, if so, the extent to which it has been satisfied, and provided that the relevant Participant has continued to be a Group Executive from the Award Date up to the end of the Performance Period, shall Release to that Participant all or part (as determined by the Committee at its discretion in the case where the Committee has determined that there has been partial satisfaction of the Performance Condition) of the Shares to which his Award relates in accordance with the Release Schedule specified in respect of his Award on the Vesting Date. If not, the Awards shall lapse and be of no value.

If the Committee determines in its sole discretion that the Performance Condition has not been satisfied or (subject to Rule 6) if the relevant Participant has not continued to be a Group Executive from the Award Date up to the end of the relevant Performance Period, that Award shall lapse and be of no value and the provisions of Rules 7.2 to 7.4 shall be of no effect.

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The Committee shall have the discretion to determine whether the Performance Condition has been satisfied (whether fully or partially) or exceeded and in making any such determination, the Committee shall have the right to make computational adjustments to the audited results of the Company or the Group to take into account such factors as the Committee may determine to be relevant, including changes in accounting methods, taxes and extraordinary events, and further the right to amend the Performance Condition if the Committee decides that a changed Performance Condition would be a fairer measure of performance.

Subject to:

- (i) (in relation to a performance-related Award) the Committee having determined that the Performance Condition has been satisfied;
- (ii) the relevant Participant (being an employee of the Group) having continued to be an employee from the Award Date up to the end of the relevant vesting period, the duration of which is to be determined by the Committee at the Award Date;
- (iii) the Committee being of the opinion that the job performance of the relevant Participant has been satisfactory;
- (iv) such consents (including any approvals required by the SGX-ST) as may be necessary;
- (v) compliance with the terms of the Award, the Plan and the Constitution;
- (vi) where Shares are to be allotted or transferred on the release of an Award, the Participant having a securities account with CDP and compliance with the applicable requirements of CDP; and
- (vii) where Shares are to be allotted on the release of an Award, the Company being satisfied that the Shares which are the subject of the Released Award will be listed for quotation on the SGX-ST,

upon the expiry of each vesting period in relation to an Award, the Company shall Release to the relevant Participant the Shares to which his/her Award relates on the Vesting Date;

- (b) Shares which are the subject of a Released Award shall be Vested to a Participant on the Vesting Date, which shall be a Trading Day falling as soon as practicable after the review by the Committee referred to in Rule 7.1(a) and, on the Vesting Date, the Committee will procure the allotment or transfer to each Participant of the number of Shares so determined; and
- (c) Where new Shares are allotted upon the Vesting of any Award, the Company shall, as soon as practicable after such allotment, apply to the Sponsor and/or the SGX-ST and any other stock exchange on which the Shares are quoted or listed for permission to deal in and for quotation of such Shares.

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7.2 Release of Award

Shares which are allotted or transferred on the Release of an Award to a Participant shall be issued in the name of, or transferred to, (a) CDP to the credit of the securities account of that Participant maintained with CDP; (b) the securities sub-account of that Participant maintained with a Depository Agent or (c) the CPF investment account maintained with a CPF agent bank, in each case, as designated by that Participant.

Subject to the Act and the Catalist Rules, the Company shall have the flexibility to deliver Shares to Participants upon the Release of their Awards by way of (a) the allotment and issuance to each Participant of the number of new Shares, deemed to be fully paid or credited upon their allotment and issuance, and/or (b) the transfer of existing Shares to the Participant, including (subject to applicable laws) any Shares acquired by the Company pursuant to a share purchase mandate and/or held by the Company as treasury shares. Any proposed allotment and issue of new Shares will be subject to there being in force at the relevant time the requisite Shareholders approval under the Act for the issue of Shares.

Until such issue or transfer of such Shares has been effected, that Participant shall have no voting rights nor any entitlements to dividends or other distributions declared or recommended in respect of any Shares which are the subject of the Award granted to him.

It is the intention of the Company that Shares will typically be delivered to Participants upon the Release of their Awards by way of an issue of new Shares. However, the Company anticipates that it may, in very limited circumstances, purchase existing Shares on behalf of the Participants upon the Release of their Awards. In determining whether to allot and issue new Shares or to purchase existing Shares for delivery to the Participants upon the Release of their Awards, the Committee will take into account factors such as (but not limited to) the number of Shares to be delivered, the prevailing Market Value of the Shares, the cash position of the Company, the projected cash needs of the Company, the dilution impact (if any), the cost to the Company of either issuing new Shares or purchasing existing Shares, and the liquidity of the Shares based on the average daily trading volume of the Shares, and in particular whether the repurchase by the Company of existing Shares to deliver to Participants upon Release of their Awards would materially impact the Market Value of the Shares.

7.3 Ranking of Shares

New Shares allotted and issued, and existing Shares procured by the Company for transfer, on the Release of an Award shall:

- (a) be subject to all the provisions of the Constitution of the Company (including provisions relating to the liquidation of the Company) and the Act; and
- (b) rank in full for all entitlements, including dividends or other distributions declared or recommended in respect of the then existing Shares, the Record Date for which is on or after the relevant Vesting Date, and shall in all other respects rank *pari passu* with other existing Shares then in issue.

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For the purposes of this Rule 7.3, “**Record Date**” means the date fixed by the Company for the purposes of determining entitlements to dividends or other distributions to or rights of holders of Shares.

Shares which are allotted, and/or treasury shares which are transferred, on the vesting of an Award to a Participant, may be subject to such moratorium as may be imposed by the Committee.

7.4 **Cash Awards**

The Committee, in its absolute discretion, may determine to make a Release of an Award, wholly or partly, in the form of cash rather than Shares, in which event the Participant shall receive on the Vesting Date, in lieu of all or part of the Shares which would otherwise have been allotted or transferred to him on Release of his Award, the aggregate Market Value of such Shares on the Vesting Date.

8. **LIMITATION ON THE SIZE OF THE PLAN**

- 8.1 The aggregate number of Shares which may be issued or transferred pursuant to Awards granted under the Plan on any date, when aggregated with the aggregate number of Shares over which options or awards are granted under any share option schemes or share schemes of the Company, shall not exceed 15.0% of total number of Issued Shares on the day preceding that date.
- 8.2 The aggregate number of Shares which may be issued or transferred pursuant to Awards under the Plan to Participants who are Controlling Shareholders and their Associates (including adjustments made in accordance with Rule 9) shall not exceed 25.0% of the Shares under the Plan.
- 8.3 The number of Shares which may be issued or transferred pursuant to Awards under the Plan to each Participant who is a Controlling Shareholder or his Associate (including adjustments made in accordance with Rule 9) shall not exceed 10.0% of the Shares available under the Plan.
- 8.4 The number of Shares which are the subject of each Award to be granted to a Participant who is a non-executive director of the Company shall not exceed 10.0% of the total number of Shares available under the Plan.
- 8.5 Shares which are the subject of Awards which have lapsed for any reason whatsoever may be the subject of further Awards granted by the Committee under the Plan.

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9. ADJUSTMENT EVENTS

9.1 If a variation in the issued ordinary share capital of the Company (whether by way of a capitalisation of profits or reserves or rights issue, capital reduction, subdivision, consolidation, distribution of Shares, or otherwise howsoever, provided that this shall not include the issue of securities as consideration for an acquisition) shall take place, then:

- (a) the class and/or number of Shares which is/are the subject of an Award to the extent not yet Vested; and/or
- (b) the class and/or number of Shares in respect of which future Awards may be granted under the Plan,

shall be adjusted in such manner as the Committee may determine to be appropriate, provided that no adjustment shall be made if as a result, the Participant receives a benefit that a Shareholder does not receive.

9.2 Unless the Committee considers an adjustment to be appropriate, the following shall not normally be regarded as a circumstance requiring adjustment:

- (a) the issue of securities as consideration for an acquisition or a private placement of securities;
- (b) the cancellation of Issued Shares purchased or acquired by the Company by way of a market purchase of such Shares undertaken by the Company on the SGX-ST during the period when a share purchase mandate granted by Shareholders (including any renewal of such mandate) is in force;
- (c) the issue of Shares or other securities convertible into or with rights to acquire or subscribe for Shares to the employees pursuant to any share option scheme or share scheme approved by Shareholders in general meeting, including the Plan; or
- (d) the issue of Shares arising from the exercise of any warrants or the conversion of any convertible securities issued by the Company.

9.3 Notwithstanding the provisions of Rule 9.1, any adjustment (except in relation to a bonus issue) must be confirmed in writing by the Auditors (acting only as experts and not as arbitrators) to be in their opinion, fair and reasonable.

9.4 Upon any adjustment required to be made pursuant to this Rule 9, the Company shall notify the Participant (or his duly appointed personal representatives where applicable) in writing and deliver to him (or his duly appointed personal representatives where applicable) a statement setting forth the class and/or number of Shares thereafter to be issued or transferred on the Vesting of an Award. Any adjustment shall take effect upon such written notification being given.

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10. ADMINISTRATION OF THE PLAN

- 10.1 The Plan shall be administered by the Committee in its absolute discretion with such powers and duties as are conferred on it by the Board, provided that no member of the Committee shall participate in any deliberation or decision in respect of Awards granted or to be granted to him.
- 10.2 Subject to the Catalist Rules, the Committee shall have the power, from time to time, to make and vary such arrangements, guidelines and/or regulations (not being inconsistent with the Plan) for the implementation and administration of the Plan, to give effect to the provisions of the Plan and/or to enhance the benefit of the Awards and the Released Awards to the Participants, as it may, in its absolute discretion, think fit. Any matter pertaining or pursuant to the Plan and any dispute and uncertainty as to the interpretation of the Plan, any rule, regulation or procedure thereunder or any rights under the Plan shall be determined by the Committee.
- 10.3 Neither the Plan nor the grant of Awards under the Plan shall impose on the Company or the Committee or any of its members any liability whatsoever in connection with:
- (a) the lapsing of any Awards pursuant to any provision of the Plan;
 - (b) the failure or refusal by the Committee to exercise, or the exercise by the Committee of, any discretion under the Plan; and/or
 - (c) any decision or determination of the Committee made pursuant to any provision of the Plan.
- 10.4 Any decision or determination of the Committee made pursuant to any provision of the Plan (other than a matter to be certified by the Auditors) shall be final, binding and conclusive (including for the avoidance of doubt, any decisions pertaining to disputes as to the interpretation of the Plan or any rule, regulation or procedure hereunder or as to any rights under the Plan). The Committee shall not be required to furnish any reasons for any decision or determination made by it.
- 10.5 The Committee shall ensure that the rules of the Plan are in compliance with the Companies Act and the applicable laws and regulations in Singapore, including but not limited to the Catalist Rules.

11. NOTICES AND COMMUNICATIONS

- 11.1 Any notice required to be given by a Participant to the Company shall be sent or made to the registered office of the Company or such other addresses (including electronic mail addresses) or facsimile number, and marked for the attention of the Committee, as may be notified by the Company to him in writing.

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- 11.2 Any notice or document required to be given to a Participant or any correspondence to be made between the Company and the Participant shall be given or made by the Committee (or such person(s) as it may from time to time direct) on behalf of the Company and shall be delivered to him by hand or sent to him at his home address, electronic mail address or facsimile number according to the records of the Company or the last known address, electronic mail address or facsimile number of the Participant.
- 11.3 Any notice or other communication from a Participant to the Company shall be irrevocable, and shall not be effective until received by the Company. Any other notice or communication from the Company to a Participant shall be deemed to be received by that Participant, when left at the address specified in Rule 11.2 or, if sent by post, on the day following the date of posting or, if sent by electronic mail or facsimile transmission, on the day of despatch.

12. MODIFICATIONS TO THE PLAN

- 12.1 Any or all the provisions of the Plan may be modified and/or altered at any time and from time to time by a resolution of the Committee, except that:
- (a) no modification or alteration shall alter adversely the rights attached to any Award granted prior to such modification or alteration except with the consent in writing of such number of Participants who, if their Awards were Released to them upon the Performance Conditions for their Awards being satisfied in full, would become entitled to not less than three quarters of all the Shares which would fall to be Vested upon Release of all outstanding Awards upon the Performance Conditions for all outstanding Awards being satisfied in full;
 - (b) the definitions of “**Committee**”, “**Group Executive**”, “**Group Director**”, “**Participant**”, “**Performance Period**” and “**Release Schedule**” and the provisions of Rules 4, 5, 6, 7, 8, 9, 10, 13, 17 and this Rule 12 shall not be altered to the advantage of Participants except with the prior approval of the Shareholders in a general meeting; and
 - (c) any modification or alteration shall not be made except in compliance with the Catalist Rules or such other stock exchange on which the Shares are quoted or listed, and for so long as the Company is listed on the Catalist board of the SGX-ST, shall not be made without the prior approval of the Sponsor (acting as agent and on behalf of the SGX-ST) and such other regulatory authorities as may be necessary.

For the purposes of Rule 12.1(a), the opinion of the Committee as to whether any modification or alteration would adversely affect the rights attached to any Award shall be final, binding and conclusive. For the avoidance of doubt, nothing in this Rule 12.1 shall affect the right of the Committee under any other provision of the Plan to amend or adjust any Award.

- 12.2 Notwithstanding anything to the contrary contained in Rule 12.1, the Committee may at any time by resolution (and without other formality, save for the prior approval of the Sponsor (acting as agent and on behalf of the SGX-ST)) amend or alter the Plan in any way to the extent necessary or desirable, in the opinion of the Committee, to cause the Plan to comply with, or take into account, any statutory provision (or any amendment or modification thereto, including amendment of or modification to the Act) or the provision or the regulations of any regulatory or other relevant authority or body (including the SGX-ST).

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12.3 Written notice of any modification or alteration made in accordance with this Rule 12 shall be given to all Participants.

13. TAKE-OVER AND WINDING UP OF THE COMPANY

13.1 Subject to Rule 13.5, in the event of a take-over offer being made for the Company, a Participant shall be entitled to the Shares under the Awards if he has met the Performance Condition for the corresponding Performance Period. For the avoidance of doubt, the Vesting of such Awards shall not be affected by the take-over offer.

13.2 If under any applicable laws, the court sanctions a compromise or arrangement proposed for the purposes of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with another company or companies, each Participant who has fulfilled his Performance Condition shall be entitled, notwithstanding the provisions under this Rule 13 but subject to Rule 13.5, to any Shares under the Awards so determined by the Committee to be released to him during the period commencing on the date upon which the compromise or arrangement is sanctioned by the court and ending either on the expiry of 60 days thereafter or the date upon which the compromise or arrangement becomes effective, whichever is later.

13.3 If an order is made for the winding-up of the Company on the basis of its insolvency, all Awards, notwithstanding that Shares may not have been released to the Participants, shall be deemed null and void.

13.4 In the event of a members' voluntary winding-up (other than for amalgamation or reconstruction), the Shares under the Awards shall be released to the Participant for so long as, in the absolute determination by the Committee, the Participant has met the Performance Condition prior to the date on which the members' voluntary winding-up is deemed to have commenced or is effective in law.

13.5 If in connection with the making of a general offer referred to in Rule 13.1 or the scheme referred to in Rule 13.2 or the winding-up referred to in Rule 13.4, arrangements are made (which are confirmed in writing by the Auditors, acting only as experts and not as arbitrators, to be fair and reasonable) for the compensation of Participants, whether by the payment of cash or by any other form of benefit, no Release of Shares under the Award shall be made in such circumstances.

14. TERMS OF EMPLOYMENT UNAFFECTED

The terms of employment of a Participant shall not be affected by his participation in the Plan, which shall neither form part of such terms nor entitle him to take into account such participation in calculating any compensation or damages on the termination of his employment for any reason.

The Plan shall not confer on any person any legal or equitable rights (other than those constituting the Awards themselves) against the Company and/or any subsidiary directly or indirectly or give rise to any cause of action at law or in equity against any such Company, its directors or employees.

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15. DURATION OF THE PLAN

- 15.1 The Plan shall continue to be in force at the discretion of the Committee, subject to a maximum period of ten (10) years commencing on the Adoption Date, provided always that the Plan may continue beyond the above stipulated period with the approval of the Shareholders by ordinary resolution in general meeting and of any relevant authorities which may then be required.
- 15.2 The Plan may be terminated at any time by the Committee or, at the discretion of the Committee, by resolution of the Company in general meeting, subject to all relevant approvals which may be required and if the Plan is so terminated, no further Awards shall be granted by the Committee hereunder.
- 15.3 The expiry or termination of the Plan shall not affect Awards which have been granted prior to such expiry or termination, whether such Awards have been Released (whether fully or partially) or not.

16. TAXES, COSTS AND EXPENSES OF THE PLAN

- 16.1 All taxes (including income tax) arising from the grant or Release of any Award granted to any Participant under the Plan shall be borne by that Participant.
- 16.2 Each Participant shall be responsible for all fees of CDP relating to or in connection with the issue and allotment or transfer of any Shares pursuant to the Release of any Award in CDP's name, the deposit of share certificate(s) with CDP, the Participant's securities account with CDP, or the Participant's securities sub-account with a Depository Agent.
- 16.3 Save for the taxes referred to in Rule 16.1 and such other costs and expenses expressly provided in the Plan to be payable by the Participants, all fees, costs and expenses incurred by the Company in relation to the Plan including but not limited to the fees, costs and expenses relating to the allotment and issue, or transfer, of Shares pursuant to the Release of any Award, shall be borne by the Company.

17. DISCLAIMER OF LIABILITY

Notwithstanding any provisions herein contained, the Committee and the Company shall not under any circumstances be held liable for any costs, losses, expenses and damages whatsoever and howsoever arising in any event, including but not limited to the Company's delay in issuing, or procuring the transfer of, the Shares or applying for or procuring the listing of new Shares on Catalist in accordance with Rule 7.1(c).

18. DISCLOSURES

- 18.1 The following disclosures (as applicable) will be made by the Company in its annual report for so long as the Plan continues in operation as required by the Catalist Rules:
- (a) the names of the members of the Committee administering the Plan;

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- (b) the information required in the table below for the following Participants:
- (i) Directors of the Company;
 - (ii) Controlling Shareholders and their Associates; and
 - (iii) Participants, other than those in (i) and (ii) above, who have received 5.0% or more of the total number of Shares available under the Plan;

| Name of Participant | Aggregate number of Shares comprised in Awards under the Plan during the financial year under review (including terms) | Aggregate number of Shares comprised in Awards vested to such Participant since the commencement of the Plan to the end of financial year under review | Aggregate number of Shares comprised in Awards issued since commencement of the Plan to the end of financial year under review | Aggregate number of Shares comprised in Awards which have not been Released as at end of financial year under review |
|---------------------|------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|
| | | | | |

- (c) such other information as may be required by the Catalist Rules or the Act, provided that if any of the above requirements are not applicable, an appropriate negative statement shall be included therein.

18.2 The Company shall also make the necessary disclosures in the form of announcements to Shareholders, in accordance with all applicable Catalist Rules, in particular, Rule 704(32) of the Catalist Rules, as may be amended from time to time.

19. DISPUTES

Any disputes or differences of any nature in connection with the Plan (other than matters to be confirmed by the Auditors in accordance with the Plan) shall be referred to the Committee and its decision shall be final and binding in all respects.

20. ABSTENTION FROM VOTING

Shareholders who are eligible to participate in the Plan are to abstain from voting on any Shareholders' resolution relating to the Plan (including the participation in the Plan and the grant of Awards to the Participants) and should not accept nominations as proxy or otherwise for voting unless specific instructions have been given in the proxy form on how the vote is to be cast. In particular, Shareholders who are eligible to participate in the Plan shall abstain from voting on the following resolutions, where applicable: (a) the implementation of the Plan, and (b) participation by and grant of Awards to Controlling Shareholders and their Associates.

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21. CONDITION OF AWARDS

Every Award shall be subject to the condition that no Shares would be issued or transferred pursuant to the vesting of any Award if such issue or transfer would be contrary to any law or enactment, or any rules or regulations of any legislative or non-legislative governing body for the time being in force in Singapore or any other relevant country having jurisdiction in relation to the issue or transfer of Shares hereto.

22. GOVERNING LAW

The Plan shall be governed by, and construed in accordance with, the laws of the Republic of Singapore. The Company and the Participants, by accepting grants of Awards in accordance with the Plan, shall submit to the exclusive jurisdiction of the courts of the Republic of Singapore.

23. CONTRACTS (RIGHTS OF THIRD PARTIES) ACT 2001

No person other than the Company or a Participant shall have any right to enforce any provision of the Plan or any Award by the virtue of the Contracts (Rights of Third Parties) Act 2001 of Singapore.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of METECH INTERNATIONAL LIMITED (the “**Company**”) will be convened and held at 54 Pandan Road, Singapore 609292 on 30 December 2024 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolutions:

*Unless otherwise defined, all capitalised terms used herein shall bear the same meaning as used in the Company’s circular dated 13 December 2024 (the “**Circular**”).*

1. THE PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESS TO INCLUDE THE FOOD WASTE BUSINESS

THAT:

- (a) approval be and is hereby given for the Proposed Food Waste Diversification and any other activities related to the Food Waste Business;
- (b) the Company be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of, from time to time any such assets, investments and shares or interests in any entity that is in the Food Waste Business on such terms and conditions as the Directors deem fit, and such Directors be and are hereby authorised to take such steps and exercise such discretion and do all such acts or things as they deem desirable, necessary or expedient or give effect to such investment, purchase, acquisition or disposal; and
- (c) the Directors or any of them be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he/she may consider necessary, desirable or expedient or in the interest of the Company to give effect to this ordinary resolution as they or he/she may think fit, and, to the extent that any of the foregoing have been done, that they be and are hereby approved, confirmed and ratified.

(Ordinary Resolution 1)

2. THE PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESS TO INCLUDE THE HEALTH SUPPLEMENTS BUSINESS

THAT:

- (a) approval be and is hereby given for the Proposed Health Supplements Diversification and any other activities related to the Health Supplements Business;
- (b) the Company be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of, from time to time any such assets, investments and shares or interests in any entity that is in the Health Supplements Business on such terms and conditions as the Directors deem fit, and such Directors be and are hereby authorised to take such steps and exercise such discretion and do all such acts or things as they deem desirable, necessary or expedient or give effect to such investment, purchase, acquisition or disposal; and
- (c) the Directors or any of them be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he/she may consider necessary, desirable or expedient or in the interest of the Company to give effect to this ordinary resolution as they or he/she may think fit, and, to the extent that any of the foregoing have been done, that they be and are hereby approved, confirmed and ratified.

(Ordinary Resolution 2)

NOTICE OF EXTRAORDINARY GENERAL MEETING

3. THE PROPOSED ADOPTION OF THE METECH PERFORMANCE SHARE PLAN

THAT:

- (a) a new performance share plan to be known as the “Metech Performance Share Plan”, the details and rules whereof are set out in the Circular, under which Awards of fully-paid Shares, or their equivalent cash value or combinations thereof will be granted, free of payment, to selected employees or directors of the Company and/or its subsidiaries including controlling shareholders of the Company and their associates, details of which are set out in the Circular, be and is hereby approved; and
- (b) the Directors and/or the Remuneration Committee be and are hereby authorised:
 - (i) to establish and administer the Metech Performance Share Plan;
 - (ii) to modify and/or amend the Metech Performance Share Plan from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Metech Performance Share Plan and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary, expedient, desirable, incidental or in the interests of the Company in order to give full effect to the Metech Performance Share Plan;
 - (iii) subject to the same being allowed by law, to apply any share purchased or acquired under any share purchase mandate or shares held in treasury by the Company, towards the satisfaction of Awards granted under the Metech Performance Share Plan; and
 - (iv) in accordance with section 161 of the Companies Act 1967 of Singapore, to offer and grant Awards in accordance with the provisions of the Metech Performance Share Plan and to allot and issue from time to time such number of fully-paid Shares as may be required to be issued pursuant to the vesting of the Awards under the Metech Performance Share Plan, provided that the aggregate number of Shares issued and issuable pursuant to the Metech Performance Share Plan, when added to the number of Shares issued and issuable in respect of all Awards granted under the Metech Performance Share Plan, and all Shares issued and issuable in respect of all options granted or awards granted under any other share-based incentive schemes or share plans adopted by the Company and for the time being in force, shall not exceed 15% of the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings) on the day preceding that date; and
- (c) the Directors or any of them be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he/she may consider necessary, desirable or expedient or in the interest of the Company to give effect to this ordinary resolution as they or he/she may think fit.

(Ordinary Resolution 3)

[See Explanatory Note (a)]

By Order of the Board

Pang Wei Hao
Executive Director and Chief Executive Officer
13 December 2024

NOTICE OF EXTRAORDINARY GENERAL MEETING

Explanatory Note:

- (a) **Ordinary Resolution 3** if passed, is to approve and establish the Metech Performance Share Plan and to empower the Directors and/or the Remuneration Committee of the Company, to allot and issue Shares pursuant to the Metech Performance Share Plan provided that the aggregate number of Shares issued and issuable pursuant to the Metech Performance Share Plan, when added to the number of Shares issued and issuable in respect of all Awards granted under the Metech Performance Share Plan, and all Shares issued and issuable in respect of all options granted or awards granted under any other share-based incentive schemes or share plans adopted by the Company and for the time being in force, shall not exceed 15.0% of the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings) on the day preceding that date.

Notes:

- The EGM will be held at 54 Pandan Road, Singapore 609292, on 30 December 2024 at 10.00 a.m.. **There will be no option for members to participate virtually.** A printed copy of the Circular will NOT be despatched to members as the Company's Constitution provides for the use of electronic communications pursuant to the Catalist Rules. Accordingly, only hardcopies of this Notice of EGM, the Proxy Form and Request Form will be sent by post to members. Members who wish to obtain a printed copy of the Circular should complete the Request Form and return it to the Company via email to shareholder@metechinternational.com or by post to the Company's registered office at 2 Venture Drive, #08-10 Vision Exchange, Singapore 608526, in either case, by no later than 20 December 2024.
- The Circular, Notice of EGM, Proxy Form and Request Form will be made available to members on SGXNET at <https://www.sgx.com/securities/company-announcements> and on the Company's website at <https://www.metechinternational.com> under "Investor Relations". An Internet browser and PDF reader are required to view these documents on SGXNET or the Company's website.
- Members including Supplementary Retirement Scheme investors ("**SRS Investors**") may participate in the EGM by:
 - attending the EGM in person;
 - raising questions at the EGM or submitting questions in advance of the EGM; and/or
 - voting at the EGM either by themselves personally or through their duly appointed proxy(ies).Investors who hold Shares through Relevant Intermediaries (as defined herein), including under SRS, should approach their respective Relevant Intermediaries/SRS Operators to submit their questions based on the instructions stated herein.
- A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM. Where such member's Proxy Form appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the Proxy Form, otherwise the Company shall be entitled to treat the first named proxy as representing the entire number of Shares registered against the member's name in the Depository Register and any second named proxy as an alternate to the first named proxy.
- A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's Proxy Form appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the Proxy Form or alternatively, separate Proxy Forms should be used.
- "**Relevant Intermediary**" has the meaning ascribed to it in Section 181(6) of the Companies Act 1967:
 - 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;
 - a person holding a capital markets services licence to provide custodial services under the Securities and Futures Act 2001 and who holds shares in that capacity; or
 - 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 Board holds those shares in the capacity of an intermediary pursuant to or in accordance with the subsidiary legislation.
- SRS Investors who wish to vote should approach their respective SRS Operators to submit their votes at least seven (7) working days before the EGM (i.e., by 17 December 2024) in order to allow sufficient time for their respective Relevant Intermediaries to in turn submit a Proxy Form to appoint either such SRS Investors (if they wish to attend the EGM and vote in person) or the Chairman of the EGM (in which case the SRS Investors shall be precluded from attending the EGM) as proxies to vote at the EGM.
- If no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the proxy(ies) (except where the Chairman of the EGM is appointed as the member's proxy) will vote or abstain from voting at his/her/their discretion. In the absence of specific direction as to the voting given by a member, the appointment of the Chairman of the EGM as the member's proxy for the resolution will be treated as invalid.
- A proxy, including the Chairman of the EGM, need not be a member of the Company.

NOTICE OF EXTRAORDINARY GENERAL MEETING

10. The duly executed Proxy Form must be submitted to the Company in the following manner:

(a) via email to shareholder@metechinternational.com; or

(b) by post to the Company's registered address at 2 Venture Drive, #08-10 Vision Exchange, Singapore 608526;

in either case, by 10.00 a.m. (Singapore Time) on 27 December 2024 (being no less than seventy-two (72) hours before the time fixed for holding the EGM), and in default the Proxy Form shall not be treated as valid. A member who wishes to submit the Proxy Form must either (i) complete and sign the hardcopy of the Proxy Form which will be despatched to the member, or (ii) download, complete and sign the softcopy of the Proxy Form, before submitting it either by (A) scanning and submitting it by way of electronic means via email to the email address provided above, or (B) submitting it by post to the address provided above. Members are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email. The submission of the Proxy Form by such member will not prevent him from attending and voting at the EGM in person if he so wishes.

11. The Proxy Form must be signed by the appointor or his/her/their attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised or in such manner as appropriate under the applicable laws. Where the Proxy Form is signed on behalf of the appointor by an attorney, a copy of the power of attorney or such other authority must be submitted together with the Proxy Form, failing which the Proxy Form may be treated as invalid.

12. The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form. In addition, in the case of members of the Company whose Shares are entered against their names in the Depository Register, the Company may reject a Proxy Form if the member, being the appointor, is not shown to have Shares entered against his/her/their name in the Depository Register as at seventy-two (72) hours before the time fixed for holding the EGM, as certified by the CDP to the Company. A Depositor shall not be regarded as a member of the Company entitled to attend, speak and vote at the EGM unless his/her/their name appears on the Depository Register seventy-two (72) hours before the time fixed for holding the EGM.

13. Shareholders may submit questions in relation to the Proposed Resolutions tabled for approval at the EGM by writing to the Company in advance of the EGM. Alternatively, Shareholders may also pose such questions during the EGM. Shareholders should submit questions in the following manner:

(a) via email to shareholder@metechinternational.com; or

(b) by post to the registered office of the Company at 2 Venture Drive, #08-10 Vision Exchange, Singapore 608526,

in either case, no later than 22 December 2024 at 10.00 a.m.. For verification purposes, when submitting any questions, members MUST provide the Company with their particulars (comprising full name (for individuals)/company name (for corporates), email address, contact number, NRIC/passport number/company registration number, shareholding type and number of shares held), failing which the submission will be treated as invalid.

The Company shall address relevant and substantial questions (as may be determined by the Company in its sole discretion) received from members prior to the EGM via SGXNet no later than 48 hours before the deadline for submission of the Proxy Forms.

Personal data privacy:

By submitting the Proxy Form for proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and for the Company (or its agents or service providers) 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 or service providers), 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 or service providers) 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.

This Notice of EGM has been prepared by the Company and reviewed by the Company's sponsor, Novus Corporate Finance Pte. Ltd. (the "Sponsor"), in compliance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalist.

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

The contact person for the Sponsor is Mr. Pong Chen Yih, Chief Operating Officer, at 7 Temasek Boulevard, #04-02 Suntec Tower 1, Singapore 038987, telephone (65) 6950 2188.

METECH INTERNATIONAL LIMITED

(Company Registration Number 199206445M)
(Incorporated in the Republic of Singapore)

PROXY FORM

IMPORTANT

- Pursuant to Section 181(1C) of the Companies Act, Relevant Intermediaries (as defined in the Companies Act) may appoint more than 2 proxies to attend, speak and vote at the Extraordinary General Meeting (“EGM”).
- SRS Investors who wish to appoint the Chairman of the EGM as proxy should approach their respective SRS Operators to submit their votes by 5.00 p.m. on 17 December 2024 (that is, at least seven (7) working days before the date of the EGM).
- This Proxy Form is not valid for use by SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by SRS Investors.

I/We* _____ (Name) _____ (NRIC/Passport/Company Registration Number)

of _____ (Address)

being a Shareholder/Shareholders* of **METECH INTERNATIONAL LIMITED** (the “Company”), hereby appoint:

| Name | NRIC/Passport No. | Proportion of Shareholding | |
|---------|-------------------|----------------------------|---|
| | | No. of Shares | % |
| Address | | | |

and/or*

| Name | NRIC/Passport No. | Proportion of Shareholding | |
|---------|-------------------|----------------------------|---|
| | | No. of Shares | % |
| Address | | | |

or failing him/her*, the Chairman of the EGM of the Company, as my/our* proxy/proxies* to attend and vote for me/us* on my/our behalf* at the EGM to be convened and held at 54 Pandan Road, Singapore 609292 on 30 December 2024 at 10.00 a.m. and at any adjournment thereof in the following manner:

| No. | Ordinary Resolutions relating to: | For | Against | Abstain |
|-----|------------------------------------------------------------------------------------------------------|-----|---------|---------|
| 1. | Proposed Diversification of the Group’s existing business to include the Food Waste Business | | | |
| 2. | Proposed Diversification of the Group’s existing business to include the Health Supplements Business | | | |
| 3. | Proposed Adoption of the Metech Performance Share Plan | | | |

* Delete as appropriate

If you wish to appoint a proxy to cast all your votes “For” or “Against” a resolution, please indicate with a tick [✓] within the box provided in respect of that resolution. Alternatively, please indicate the number of votes “For” or “Against” in the “For” or “Against” box in respect of that resolution. If you wish to appoint the proxy to abstain from voting on a resolution, please indicate with a tick [✓] in the “Abstain” box in respect of that resolution. Alternatively, please indicate the number of shares that the proxy is directed to abstain from voting in the “Abstain” box in respect of that resolution. **If no specific direction as to voting is given, the appointment of the Chairman of the EGM as proxy for the resolution will be treated as invalid. In addition, if no specific direction as to voting is given for the individual(s) named above, the proxy/proxies* will vote or abstain from voting at his/their* discretion, as he/they* will on any other matter arising at the EGM and at any adjournment thereof.**

Dated this _____ day of _____ 2024.

| Total number of Shares in: | Number of Shares |
|----------------------------|------------------|
| (a) CDP Register | |
| (b) Register of Members | |

Signature(s) of Shareholder(s) and/or
Common Seal of Corporate Shareholder

IMPORTANT: PLEASE READ THE NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM

NOTES:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001), you should insert that number. If you have Shares registered in your name in the Register of Members of the Company, you should insert that number. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members of the Company, you should insert the aggregate of the numbers. If no number is inserted, this proxy form shall be deemed to relate to all the Shares held by you.
2. A member who is not a Relevant Intermediary (as defined below) is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM. Where such member's Proxy Form appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the Proxy Form, otherwise the Company shall be entitled to treat the first named proxy as representing the entire number of Shares registered against the member's name in the Depository Register and any second named proxy as an alternate to the first named proxy.
3. A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's Proxy Form appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the Proxy Form or alternatively, separate Proxy Forms should be used.
4. **"Relevant Intermediary"** has the meaning ascribed to it in Section 181(6) of the Companies Act 1967:
 - (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;
 - (b) a person holding a capital markets services licence 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 Board holds those shares in the capacity of an intermediary pursuant to or in accordance with the subsidiary legislation.
5. SRS Investors who wish to vote should approach their respective SRS Operators to submit their votes at least seven (7) working days before the EGM (i.e. by 17 December 2024) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to either appoint such SRS Investors (if they wish to attend the EGM and vote in person) or the Chairman of the EGM (in which case the SRS Investors shall be precluded from attending the EGM) as proxies to vote at the EGM.
6. A proxy, including the Chairman of the EGM, need not be a member of the Company.
7. The Proxy Form must be signed under the hand of the appointor or of his/her/their attorney duly authorised in writing. Where the 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 or in such manner as appropriate under the applicable laws. Where the Proxy Form is signed on behalf of the appointor by an attorney, a copy of the power of attorney or such other authority must be submitted together with the Proxy Form, failing which the Proxy Form may be treated as invalid.
8. The Proxy Form must be submitted to the Company in the following manner:
 - (a) via email to shareholder@metechinternational.com; or
 - (b) by post to the Company's registered address at 2 Venture Drive, #08-10 Vision Exchange, Singapore 608526,in either case, no later than 10.00 a.m. (Singapore Time) on 27 December 2024 (being no less than seventy-two (72) hours before the time fixed for holding the EGM), and in default the Proxy Form shall not be treated as valid. A member who wishes to submit the Proxy Form must either (i) complete and sign the hardcopy of the Proxy Form which will be despatched to the member, or (ii) download, complete and sign the softcopy of the Proxy Form, before submitting it either by (A) scanning and submitting it by way of electronic means via email to the email address provided above, or (B) submitting it by post to the address provided above. Members are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email. The submission of the Proxy Form by such Shareholder will not prevent him from attending and voting at the EGM in person if he so wishes.
9. The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form. In addition, in the case of members of the Company whose Shares are entered against their names in the Depository Register, the Company may reject a Proxy Form if the member, being the appointor, is not shown to have Shares entered against his/her/their name in the Depository Register as at seventy-two (72) hours before the time fixed for holding the EGM, as certified by the CDP to the Company. A Depositor shall not be regarded as a member of the Company entitled to attend, speak and vote at the EGM unless his/her/their name appears on the Depository Register seventy-two (72) hours before the time fixed for holding the EGM.
10. By submitting this Proxy Form, a member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 13 December 2024.

GENERAL:

The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form. In addition, in the case of shares entered in the Depository Register, the Company may reject a Proxy Form if the Shareholder, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by the Central Depository (Pte) Limited to the Company. A Depositor shall not be regarded as a Shareholder of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register 72 hours before the time set for the EGM.

PERSONAL DATA PRIVACY:

By attending the EGM of the Company and/or any adjournment thereof and/or submitting the Proxy Form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM of the Company and/or any adjournment thereof, a member of the Company (a) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM of the Company (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 (collectively, the **"Purposes"**), and (b) 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 or service providers), 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (c) 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.