

# METECH INTERNATIONAL LIMITED

(Company Registration Number 199206445M)

(Incorporated in the Republic 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)**

### 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

### 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:

1. 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](mailto: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.
2. 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.
3. Members including Supplementary Retirement Scheme investors ("**SRS Investors**") may participate in the EGM by:
  - (a) attending the EGM in person;
  - (b) raising questions at the EGM or submitting questions in advance of the EGM; and/or
  - (c) 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.

4. 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.
5. 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.
6. "**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.
7. 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.
8. 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.
9. A proxy, including the Chairman of the EGM, need not be a member of the Company.

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

(a) via email to [shareholder@metechinternational.com](mailto: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](mailto: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.

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*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.*