

CIRCULAR DATED 24 DECEMBER 2021

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

This Circular is issued by Metal Component Engineering Limited (the "Company"). If you are in any doubt about the contents of this Circular or the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or any other professional adviser immediately.

Unless otherwise stated, capitalised terms on this cover are defined in this Circular under the section titled "Definitions".

If you have sold or transferred all your ordinary shares (the "Shares") in the capital of the Company held through The Central Depository (Pte) Limited (the "CDP"), you should immediately inform the purchaser or transferee, or the bank, stockbroker or agent through whom the sale or transfer was effected for onward notification to the purchaser or transferee, that this Circular, together with the Notice of EGM and the accompanying Proxy Form, may be accessed via SGXNet.

PRINTED COPIES OF THIS CIRCULAR WILL NOT BE SENT TO SHAREHOLDERS. Instead, this Circular, together with the Notice of EGM and the accompanying Proxy Form, have been made available on the Company's website at <http://www.mce.com.sg/investors/> and the SGXNET.

Due to the various control and safe distancing measures put in place in Singapore to prevent the spread of COVID-19, Shareholders will not be able to attend the extraordinary general meeting (the "EGM") in person. The proceedings of the EGM will be conducted wholly by way of electronic means. Please refer to section 6 of this Circular for further information, including the steps to be taken by Shareholders to participate in the EGM. Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change its EGM arrangements at short notice. Shareholders should check the Company's website at <http://www.mce.com.sg/investors/> and the SGXNET for the latest updates on the status of the EGM, if any.

This Circular has been prepared by the Company and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "Sponsor"), in accordance with Rule 226(2)(b) of the Catalist Rules. The contact person for the Sponsor is Ms. Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd., 8 Robinson Road #09-00 ASO Building, Singapore 048544.

This Circular has not been examined or approved by 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.



METAL COMPONENT ENGINEERING LIMITED
(Company Registration No. 198804700N)
(Incorporated in the Republic of Singapore)

**CIRCULAR TO SHAREHOLDERS
IN RELATION TO
THE PROPOSED CHANGE OF NAME OF THE COMPANY TO "META HEALTH LIMITED"**

IMPORTANT DATES AND TIMES

Last date and time to pre-register online to attend the EGM	:	14 January 2022 at 10:00 a.m. (Singapore time)
Last date and time for lodgement of Proxy Form	:	15 January 2022 at 10:00 a.m. (Singapore time)
Date and time of the EGM	:	17 January 2022 at 10:00 a.m. (Singapore time)
Place of the EGM	:	Held by electronic means (Please refer to Sections 5 and 6 of this Circular and the notes to the Notice of EGM dated 24 December 2021 for further details.)

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DEFINITIONS

Except where the context otherwise requires, the following definitions apply throughout the Circular:

"ACRA"	: Accounting and Corporate Regulatory Authority of Singapore
"Act" or "Companies Act"	: The Companies Act, Chapter 50 of Singapore, as amended, modified or supplemented from time to time
"Board"	: The board of directors of the Company as at the date of this Circular
"Catalist"	: The Catalist board of the SGX-ST
"Catalist Rules"	: Listing Manual Section B: Rules of Catalist of the SGX-ST, as may be amended, modified or supplemented from time to time
"CDP"	: The Central Depository (Pte) Limited.
"Circular"	: This circular to Shareholders dated 24 December 2021 in relation to the Proposed Change of Name
"Company"	: Metal Component Engineering Limited
"CPF"	: Central Provident Fund
"Directors"	: Directors of the Company for the time being and each a "Director"
"EGM"	: The extraordinary general meeting of the Company to be held on 17 January 2022 at 10:00 a.m. (or any adjournment thereof) by way of electronic means
"Group"	: The Company and its subsidiaries, collectively, as at the date of this Circular
"Notice of EGM"	: The notice of EGM dated 24 December 2021 set out at pages 11 to 13 of this Circular
"Proposed Change of Name"	: The proposed change of name of the Company from "Metal Component Engineering Limited" to "Meta Health Limited"
"Proxy Form"	: The proxy form accompanying the Notice of EGM
"Securities Account"	: A securities account maintained by a Depositor with CDP, but does not include a securities sub-account maintained with a Depository Agent
"SFA"	: The Securities and Futures Act, Chapter 289, of Singapore, as amended, modified or supplemented from time to time
"SGX-ST"	: Singapore Exchange Securities Trading Limited
"Shareholders"	: Registered holders of Shares in the register of members of the Company, except that where the registered holder is CDP, the term

DEFINITIONS

"Shareholders" shall, where the context admits, mean the persons named as Depositors in the Depository Register maintained by CDP and into whose Securities Accounts those Shares are credited

"Shares" : Ordinary shares in the capital of the Company

"Sponsor" : ZICO Capital Pte. Ltd.

"SRS" : Supplementary Retirement Scheme

"Substantial Shareholder" : A person who has an interest (directly or indirectly) of 5% or more of the total issued Shares (excluding treasury shares)

The terms **"Depositor"**, **"Depository Agent"** and **"Depository Register"** shall have the respective meanings ascribed to them in Section 81SF of the SFA.

The term **"subsidiary"** has the meaning ascribed to it in Section 5 of the Act.

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

Any reference in this Circular to any statute or enactment is a reference to that statute or enactment as for the time being amended or re-enacted. Any term defined under the Act, the SFA, the Catalist Rules or any statutory modification thereof and used in this Circular shall have the meaning assigned to it under the Act, the SFA, the Catalist Rules or any statutory modification thereof, as the case may be, unless otherwise provided.

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

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

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

Virtus Law LLP is the legal adviser to the Company as to Singapore law in relation to the Proposed Change of Name.

LETTER TO SHAREHOLDERS

METAL COMPONENT ENGINEERING LIMITED

(Company Registration No. 198804700N)
(Incorporated in the Republic of Singapore)

Directors:

Mr. Chua Kheng Choon *Chairman and Chief Executive Officer*
Mr. Koh Gim Hoe *Lead Independent Director and Non-Executive Director*
Ms. Leow Siew Yon, Cynthia *Independent and Non-Executive Director*
Mr. Kelvin Lee Ming Hui *Independent and Non-Executive Director*

Registered Office:

7030 Ang Mo Kio
Avenue 5
#08-85 Northstar@AMK
Singapore 569880

24 December 2021

To: The Shareholders of **METAL COMPONENT ENGINEERING LIMITED**

Dear Sir / Madam,

THE PROPOSED CHANGE OF NAME OF THE COMPANY TO "META HEALTH LIMITED"

1. INTRODUCTION

The Board proposes to convene an EGM by way of electronic means on 17 January 2022 at 10:00 a.m. to seek Shareholders' approval in relation to the proposed change of the Company's name to "Meta Health Limited" (the "**Proposed Change of Name**").

The purpose of this Circular is to explain the reasons for, and to provide the Shareholders with information relating to, the Proposed Change of Name. The Notice of EGM is set out on pages 11 to 13 of this Circular.

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

2. THE PROPOSED CHANGE OF NAME

2.1. Background

The Company was founded in 1987 and is a mechanical manufacturing solutions provider with a regional manufacturing presence in Asia, focusing on data storage, office automation peripherals, automated teller machines and kiosk products. The Company was listed on the Catalist in 2003.

On 8 June 2021, the Company announced the Group's entry into a sale and purchase agreement to acquire approximately 85.07% of the total issued and paid-up share capital of Gainhealth Pte. Ltd. ("**Gainhealth**"), as well as the Company's intention to expand its existing scope of business (the "**Business Diversification**") to include the following:

- (a) healthcare business which would include the business of developing, training, distributing (via retail, direct selling, network marketing or e-commerce) healthcare

LETTER TO SHAREHOLDERS

products and/or services and including but not limited to (i) general health and wellness; (ii) homecare nursing and carer support; (iii) supply of medication for chronic diseases; (iv) direct to home and consumer personalised care; and (v) training on home based medical procedures (the “**Healthcare Business**”); and

- (b) e-commerce business which would include online self-branded e-commerce portals and growth stage digital ecosystem platform and including but not limited to (i) operating of technology and digital payment applications that enable digital and mobile payments; (ii) identify and invest in or build (whether through expertise in the Group and/or suitably qualified external personnel) proven business models relating to e-commerce or the internet of things and seek to scale them into market leading online companies (the “**E-commerce Business**”).

The proposed acquisition of Gainhealth, which is engaged in the Healthcare Business and the E-commerce Business, as well as the Business Diversification were approved by the Shareholders at the extraordinary general meeting held by the Company on 8 July 2021. The Company announced on 13 July 2021 that it had completed the acquisition of shares in Gainhealth.

Subsequently, in connection with the Business Diversification, the Company also announced the following proposed investments in target companies that are engaged in the Healthcare Business and/or the E-commerce Business:

- (a) on 14 October 2021, the Company announced the Group's entry into a conditional sale and purchase agreement relating to a subscription for new shares in PT Gaido Digital Medika, constituting 70% of the enlarged share capital of the target;
- (b) on 29 October 2021, the Company announced the Group's entry into a share subscription agreement in respect of up to 10% of the share capital of MedTel Healthcare Private Limited; and
- (c) on 19 November 2021, the Company announced the Group's entry into a share subscription agreement and a sale and purchase agreement in respect of a proposed investment in Adazal Private Limited on 19 November 2021, constituting 17.28% of the fully-diluted share capital of the target post-investment.

Shareholders are advised to refer to the above-mentioned announcements released by the Company on SGXNET for further information on the Group's proposed investments.

2.2. Rationale for Change of Name

While the Group continues to focus on its traditional business as a mechanical manufacturing solutions provider, in line with the Business Diversification, the Group has in the last few months been investing actively into target companies operating in the health and wellness, as well as e-commerce, sectors. As such, the Board is proposing to change the name of the Company from “**Metal Component Engineering Limited**” to “**Meta Health Limited**” in order to more accurately reflect the Company's strategic direction and business activities in the Healthcare Business and the E-commerce Business. The Proposed Change of Name will enable the Company to create a new brand identity for itself and develop a new positioning in the market, allowing the public and the Company's business partners to better identify with the Company going forward based on its current business plans and direction.

LETTER TO SHAREHOLDERS

2.3. Approvals

On 1 December 2021, ACRA approved the Company's application for the change of name to "Meta Health Limited", and such name has been reserved for a period of 120 days until 31 March 2022, following which the reservation will have to be extended. The Proposed Change of Name is subject to Shareholders' approval by way of a special resolution at the EGM, pursuant to Section 28 of the Companies Act.

Subject to the passing of the special resolution at the EGM, the Company will, as soon as reasonably practicable after the EGM, lodge the requisite notifications with ACRA. The Company will adopt "Meta Health Limited" as its new name with effect from the issue of the Certificate of Incorporation on Change of Name of Company by ACRA. The name "Meta Health Limited" shall replace all references to "Metal Component Engineering Limited" in the Constitution thereafter.

The Company will release an announcement to notify Shareholders when the Proposed Change of Name takes effect. Shareholders should note that the change of the Company's name, if effected, will not affect (i) the identity or legal status of the Company, (ii) any of the rights or obligations of the Company, (iii) any of the rights of Shareholders, or (iv) the Group's day-to-day business operations and financial position.

2.4. Existing Share Certificates

Shareholders should note that notwithstanding the Proposed Change of Name, the Company will not recall existing share certificates in respect of the Shares, which will continue to be *prima facie* evidence of legal title. No further action is required on the part of Shareholders in respect of the existing share certificates.

3. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

As at the date of this Circular, the interests of Directors and Substantial Shareholders of the Company in Shares, are set out below:

	Direct Interest		Deemed Interest ⁽¹⁾		Total Interest	
	Number of Shares	% ⁽²⁾	Number of Shares	% ⁽²⁾	Number of Shares	% ⁽²⁾
Directors						
Chua Kheng Choon ⁽³⁾	7,737,666	1.53	6,735,000	1.34	14,472,666	2.87
Koh Gim Hoe	-	-	-	-	-	-
Leow Siew Yon, Cynthia	-	-	-	-	-	-
Kelvin Lee Ming Hui	-	-	-	-	-	-
Substantial Shareholders (other than Directors)						
-	-	-	-	-	-	-

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Notes:

- (1) Deemed interests refer to interests determined pursuant to Section 4 of the SFA.
- (2) The percentage shareholding interest is computed based on 504,254,287 Shares (excluding treasury shares) as at the date of this Circular.
- (3) Mr Chua Kheng Choon's beneficial interests are partly held in the name of nominees and his deemed interest in 6,735,000 Shares held in the name of his spouse.

Save for their respective shareholding interests in the Company, none of the Directors and Substantial Shareholders has any direct or indirect interest in the Proposed Change of Name.

4. DIRECTORS' RECOMMENDATIONS

After having considered, *inter alia*, the rationale and benefits of the Proposed Change of Name, the Directors are of the opinion that the Proposed Change of Name is in the best interest of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of the special resolution relating to the Proposed Change of Name at the EGM.

5. EXTRAORDINARY GENERAL MEETING

The EGM will be held on 17 January 2022 at 10:00 a.m. by way of electronic means for the purpose of considering and, if thought fit, passing with or without any modifications, the special resolution set out in the Notice of EGM.

6. ACTION TO BE TAKEN BY SHAREHOLDERS

6.1. No Attendance at EGM

The EGM is being convened, and will be held, by way of electronic means pursuant to First Schedule of the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice of EGM will NOT be sent to members of the Company. Instead, the Notice of EGM will be made available to members of the Company by electronic means via publication on SGXNet and the Company's corporate website at www.mce.com.sg/investors.

6.2. Alternative Arrangements

Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the EGM can be electronically accessed via "live" audio-visual webcast ("**LIVE WEBCAST**") or "live" audio-only stream ("**AUDIO ONLY MEANS**"), submission of questions in advance of the EGM, addressing of substantial and relevant questions, are set out in the Company's announcement dated 24 December 2021 (the "**Announcement**"), which has been uploaded together with the Notice of EGM on SGXNet on the same day. The Announcement may also be accessed on the Company's website at www.mce.com.sg/investors.

The Company will not be convening a physical meeting, as such, members of the Company will not be able to attend the EGM in person.

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6.3. Voting by appointment of Chairman as Proxy

A member of the Company (whether individual or corporate and including a relevant intermediary) must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM, if such member wishes to exercise his/her/its voting rights at the EGM. In appointing the Chairman of the EGM as proxy, a member of the Company (whether individual or corporate and including a relevant intermediary) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.

The Chairman of the EGM, as proxy, need not be a member of the Company.

The instrument appointing the Chairman of the EGM as a proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must:

- (a) if submitted by email, at gpb@mncsingapore.com; or
- (b) if submitted by post, be lodged at the address of the Company's Share Registrar, M & C Services Private Limited, at 112 Robinson Road #05-01 Singapore 068902,

in either case, by 10:00 a.m. on 15 January 2022 (being not less than forty-eight (48) hours before the time appointed for holding the EGM) (or any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members of the Company to submit completed proxy forms by post, members of the Company are strongly encouraged to submit completed proxy forms electronically via email.

6.4. Further Updates

Please refer to the Notice of EGM and the Announcement which have been uploaded together with this Circular on SGXNET on the same day for further details on the alternative arrangements for the EGM as set out above. Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change its EGM arrangements at short notice. Shareholders should check at the URL at <http://www.mce.com.sg/investors/> for the latest updates on the status of the alternative arrangements for the EGM, if any.

7. 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 Change of Name, 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.

LETTER TO SHAREHOLDERS

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.

8. INSPECTION OF DOCUMENTS

Subject to the prevailing regulations, orders, advisories and guidelines relating to safe distancing which may be issued by the relevant authorities, copies of the following documents are available for inspection at the Company's registered office during normal business hours from 9:00 a.m. to 5:00 p.m. on any weekday (public holidays excepted) from the date of this Circular up to and including the date of the EGM:

- (a) the constitution of the Company;
- (b) the annual report of the Company for the financial year ended 31 December 2020; and
- (c) the approval from ACRA dated 1 December 2021 for the Company's application for the reservation of the name "Meta Health Limited".

In light of the prevailing regulations due to the COVID-19 situation, any Shareholder who wishes to inspect the above documents should contact the Company at the email address philip.mak@mce.com.sg at least three (3) working days in advance to make a prior appointment to attend at the registered office of the Company to inspect the documents. Shareholders will need to identify themselves by stating their full name as it appears on their CDP/CPF/SRS share records, contact number and NRIC/Passport/UEN number and state the manner in which they hold Shares in the Company (e.g., via CDP, CPF or SRS).

Yours faithfully

For and on behalf of the Board of Directors of
Metal Component Engineering Limited

Mr. Chua Kheng Choon
Chairman and Chief Executive Officer

NOTICE OF EXTRAORDINARY GENERAL MEETING



Metal Component Engineering Limited
(Incorporated in Singapore)
(Registration No. 198804700N)
(the "**Company**")

*All capitalised terms in this Notice which are not defined herein shall have the same meaning as ascribed to them in the Company's circular dated 24 December 2021 (the "**Circular**").*

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of **METAL COMPONENT ENGINEERING LIMITED** (the "**Company**") will be held by way of electronic means on 17 January 2022 at 10:00 a.m., to transact the following business:

SPECIAL RESOLUTION – PROPOSED CHANGE OF NAME

That:

- (a) the name of the Company be changed from "**Metal Component Engineering Limited**" to "**Meta Health Limited**" and that the name "**Meta Health Limited**" be substituted for "**Metal Component Engineering Limited**" wherever the latter name appears in the Constitution of the Company; and
- (b) the Directors of the Company and each of them be and are hereby authorised to complete and to do all acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider necessary or expedient for the purposes of or in connection with and to give effect to this resolution.

By Order of the Board

Lee Wei Hsiung
Mak Peng Leong Philip
Secretaries
Singapore, 24 December 2021

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. The EGM is being convened, and will be held, by way of electronic means pursuant to First Schedule of the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice of EGM will NOT be sent to members of the Company. Instead, the Notice of EGM will be made available to members of the Company by electronic means via publication on SGXNet and the Company's corporate website at www.mce.com.sg/investors.
2. Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the EGM can be electronically accessed via "live" audio-visual webcast ("LIVE WEBCAST") or "live" audio-only stream ("AUDIO ONLY MEANS"), submission of questions in advance of the EGM, addressing of substantial and relevant questions, are set out in the Company's announcement dated 24 December 2021 (the "Announcement"), which has been uploaded together with the Notice of EGM on SGXNet on the same day. The Announcement may also be accessed on the Company's website at www.mce.com.sg/investors. For the avoidance of doubt, the aforesaid section is circulated together with and forms part of this Notice of EGM in respect of the EGM.
3. The Company will not be convening a physical meeting, as such, members of the Company will not be able to attend the EGM in person. A member of the Company (whether individual or corporate and including a Relevant Intermediary*) must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM, if such member wishes to exercise his/ her/its voting rights at the EGM. In appointing the Chairman of the EGM as proxy, a member of the Company (whether individual or corporate and including a Relevant Intermediary*) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.
4. The Chairman of the Meeting, as proxy, need not be a member of the Company.
5. In the case of Shares entered in the Depository Register, the Company may reject any instrument appointing the Chairman of the EGM as proxy lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.
6. An investor who holds shares under the Central Provident Fund Investment Scheme ("CPF Investor") and/or the Supplementary Retirement Scheme ("SRS Investor") who wish to vote at the EGM should approach their respective agent banks to submit their votes at least seven (7) working days before the date of the EGM (i.e., by 10:00 a.m. on 6 January 2022). CPF Investors and/or SRS Investors are requested to contact their respective agent banks for any queries they may have with regard to appointment as to the appointment of the Chairman of the EGM as proxy for the EGM.
7. The instrument appointing the Chairman of the EGM as a proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must:
 - (a) if submitted by email, at gpb@mncsingapore.com; or
 - (b) if submitted by post, be lodged at the address of the Company's Share Registrar, M & C Services Private Limited, at 112 Robinson Road #05-01 Singapore 068902,

in either case, by 10:00 a.m. on 15 January 2022 (being not less than forty-eight (48) hours before the time appointed for holding the EGM) (or any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members of the Company to submit completed proxy forms by post, members of the Company are strongly encouraged to submit completed proxy forms electronically via email.

*A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act (Cap. 19) or a wholly owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity.
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), 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 Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

Personal Data Privacy:

By (a) submitting a proxy form appointing the Chairman of the EGM as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, and/or (b) by registering to attend the EGM via LIVE WEBCAST or AUDIO ONLY MEANS, and/or (c) submitting any question prior to the EGM in accordance with this Notice of EGM, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing, administration, and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the EGM as proxy for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof).

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (ii) processing of the registration for purpose of granting access to members (or their corporate representatives in the case of members which are legal entities) to the LIVE WEBCAST or AUDIO ONLY MEANS to observe the proceedings of the EGM and providing them with any technical assistance where necessary.
- (iii) addressing relevant and substantial questions from members received before the EGM and if necessary, following up with the relevant members in relation to such questions.
- (iv) preparation and compilation of the attendance list, proxy list, minutes and other documents relating to the EGM (including any adjournment thereof); and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.

Photographic, sound and/or video recordings of the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a member of the Company (such as his name, his presence at the EGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.

This notice has been prepared by the Company and its contents have been reviewed by ZICO Capital Pte. Ltd. (the "Sponsor"), in accordance with Rule 226(2) of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist.

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

The contact person for the Sponsor is Ms Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 8 Robinson Road #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.

METAL COMPONENT ENGINEERING LIMITED

(Incorporated in Singapore)
(Registration No.: 198804700N)

PROXY FORM – EXTRAORDINARY GENERAL MEETING

(Please see notes overleaf before
completing this Proxy Form)

This Proxy Form has been made available
on SGXNet and the Company's website
and may be accessed at the URL <http://www.mce.com.sg/investors>. A printed copy
of this Proxy Form will NOT be despatched
to members of the Company.

IMPORTANT

1. Alternative arrangements relating to attendance at the Extraordinary General Meeting ("EGM") via electronic means (including arrangements by which the EGM can be electronically accessed via "live" audio visual webcast ("LIVE WEBCAST") or "live" audio only stream ("AUDIO ONLY MEANS")), submission of questions in advance of the EGM, addressing of substantial queries and relevant comments, prior to, or at, the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out in the Company's announcement on 24 December 2021 which forms part of the Notice of EGM.
2. The Company will not be convening a physical meeting, as such, members of the Company will not be able to attend the EGM in person. A member will also not be able to vote online at the resolutions to be tabled for approval at the EGM. If a member (whether individual or corporate) wishes to exercise his/her/its votes, he/she/it must submit this Proxy Form to appoint the Chairman of the EGM to vote on his/her/its behalf. A member (whether individual or corporate and including a Relevant Intermediary*) appointing the Chairman of the EGM as proxy must give specific instructions as to his/her/its manner of voting, or abstentions from voting, in this Proxy Form, failing which the appointment will be treated as invalid.
3. An investor who holds shares under the Central Provident Fund Investment Scheme ("CPF Investor") and/or the Supplementary Retirement Scheme ("SRS Investor") who wish to vote at the EGM should approach their respective agent banks to submit their votes at least seven (7) working days before the date of the EGM (i.e., by 10:00 a.m. on 6 January 2022). CPF Investors and/or SRS Investors are requested to contact their respective agent banks for any queries they may have with regard to appointment as to the appointment of the Chairman of the EGM as proxy for the EGM.
4. This Proxy Form is not valid for use by CPF and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
5. Please read the notes to this Proxy Form.

I/We _____ (Name), NRIC/Passport Number _____

of _____ (Address)

being a *member/members of Metal Component Engineering Limited ("Company"), hereby appoint the Chairman of the EGM as my/our* proxy to vote for me/us* on my/our* behalf at the EGM to be held by way of electronic means (via LIVE WEBCAST and AUDIO ONLY MEANS) on Monday, 17 January 2022 at 10:00 a.m., and at any adjournment thereof. *I/We direct *my/our proxy to vote for, against and/or abstain from voting on the resolution to be proposed at the EGM as indicated hereunder. If no specific direction as to voting is given, this Proxy Form shall be disregarded, and the proxy shall abstain from voting on any matter arising at the EGM and at any adjournment thereof.

No.	Resolution	For**	Against**	Abstain**
1.	Special Resolution – Proposed Change of Name			

* Delete accordingly.

**Voting will be conducted by poll. If you wish the Chairman of the EGM as your proxy to exercise all your votes for or against or abstain from voting for in respect of all your Shares the above Resolution, please tick (✓) within the relevant box provided. Alternatively, if you wish the Chairman of the EGM as your proxy to exercise some and not all of your votes for or against and/or abstain from voting for the Resolution and/or if you wish the Chairman of the EGM as your proxy to abstain from voting in respect of the Resolution, please indicate the number of votes "For", the number "Against" and/or the number "Abstaining" in the boxes provided for the Resolution. In the absence of specific directions, the appointment of the Chairman of the EGM as your proxy will be treated as invalid.

Dated this _____ day of _____ 202__.

Total Number of Shares Held

Signature(s) of Member(s)/
Common Seal of Corporate Shareholder

IMPORTANT: PLEASE READ NOTES OVERLEAF

Notes:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (maintained by The Central Depository (Pte) Limited), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members (maintained by or on behalf of the Company), you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing the Chairman of the EGM as proxy shall be deemed to relate to all the Shares held by you (in both the Depository Register and the Register of Members).
2. The Company will not be convening a physical meeting. As such, members of the Company will not be able to attend the EGM in person and must appoint the Chairman of the EGM as proxy to attend, speak and vote on the member's behalf at the EGM and at any adjournment thereof. A member will also not be able to vote online on the resolutions to be tabled for approval at the EGM. If a member (whether individual or corporate and including a Relevant Intermediary*) wishes to exercise his/her/its votes, he/she/it must submit this Proxy Form to appoint the Chairman of the EGM to vote on his/her/its behalf. A member (whether individual or corporate including a Relevant Intermediary*) appointing the Chairman of the EGM as proxy must give specific instructions as to his/her/its manner of voting, or abstentions from voting, in this Proxy Form, failing which the appointment will be treated as invalid. This Proxy Form may be accessed via SGXNET and the Company's website at <http://www.mce.com.sg/investors/>.

In view of the current Covid-19 situation and the related safe distancing measures which may make it difficult for members to submit completed Proxy Forms by post, members are strongly encouraged to submit completed Proxy Forms electronically via email.

3. The Chairman of the EGM, as proxy, need not be a member of the Company.
4. CPF Investors and SRS Investors who wish to vote at the EGM should approach their respective agent banks to submit their votes at least seven (7) working days before the date of the EGM (i.e., by 10:00 a.m. on 6 January 2022). CPF Investors and SRS Investors should not directly appoint the Chairman as proxy to direct the vote.
5. Relevant Intermediaries shall also appoint the Chairman of the EGM to act as proxy and direct the vote at the EGM. Together with the instrument appointing a proxy, the Relevant Intermediaries shall provide to the Company a list of attendees who would like to attend the EGM by way of a "live" webcast and/or audio only means with such information that may be requested by the Company.

* A Relevant Intermediary is:

(a) a banking corporation licensed under the Banking Act (Cap. 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity.

(b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or

(c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), 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 Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

6. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative to attend the EGM, in accordance with Section 179 of the Companies Act (Chapter 50) of Singapore ("**Companies Act**").
7. The instrument appointing the Chairman of the EGM as proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing the Chairman of the EGM as proxy is executed by a corporation, it must be executed either under its seal, executed as a deed in accordance with the Companies Act or under the hand of an attorney or an officer duly authorised, or in some other manner approved by the Directors. Where the instrument appointing the Chairman of the EGM as proxy is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged at the Company's Share Registrar, M & C Services Private Limited, at 112 Robinson Road #05-01 Singapore 068902.
8. The instrument appointing the Chairman of the EGM as proxy must be completed and arrive (a) by email to gp@mnscsingapore.com; OR (b) by post to the Company's Share Registrar, M & C Services Private Limited, at 112 Robinson Road #05-01 Singapore 068902, not later than 10:00 a.m. on 15 January 2022 (being forty-eight (48) hours before the time fixed for the EGM).

General:

The Company shall be entitled to reject the instrument appointing the Chairman of the EGM as proxy if it is incomplete, improperly completed, or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the EGM as proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing the Chairman of the EGM as proxy lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By submitting an instrument appointing the Chairman of the EGM as proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM.