



## MICRO-MECHANICS (HOLDINGS) LTD.

(Incorporated in the Republic of Singapore)  
(Company Registration No: 199604632W)

### NOTICE OF TWENTY-FOURTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Fourth Annual General Meeting of the Company will be convened and held by way of electronic means on Friday, 30 October 2020 at 9.00 a.m. to transact the following business.

#### Ordinary Business

- To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 30 June 2020 and the Auditors' Report thereon. **[Resolution 1]**
- To declare a final dividend of five cents per ordinary share tax exempt (one-tier) and a special dividend of two cents per ordinary share tax exempt (one-tier) for the financial year ended 30 June 2020. **[Resolution 2]**
- To re-elect Mr Christopher Reid Borch, who retires by rotation pursuant to Regulation 97 of the Company's Constitution, as Director of the Company. **[Resolution 3]**
- To re-elect Ms Lai Chin Yee, who retires by rotation pursuant to Regulation 97 of the Company's Constitution, as Director of the Company. **[Resolution 4]**
- To approve the payment of Directors' Fees of S\$455,187 for the financial year ended 30 June 2020 (2019: S\$437,538) **[Resolution 5]**
- To re-appoint KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **[Resolution 6]**
- To transact any other business that may be transacted at an Annual General Meeting.

#### Special Business

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

##### 8 Authority to allot and issue shares in the capital of the Company

That pursuant to Section 161 of the Companies Act, Chapter 50 (Act), the Constitution and the listing rules of the Singapore Exchange Securities Trading Limited (SGX-ST), authority be and is hereby given to the Directors of the Company to:—

- (i) allot and issue shares in the capital of the Company (**Shares**) (whether by way of rights, bonus or otherwise); and/or
- (ii) make or grant offers, agreements, or options (collectively, **Instruments**) that might or would require Shares to be issued, including but not limited to the creation and issue of warrants, debentures or other instruments convertible into Shares,

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

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force,

provided that:

- the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time of the passing of this Resolution (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares issued other than on a pro-rata basis to existing shareholders (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 10% of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below); and
- (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) shall be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time of the passing of this Resolution, after adjusting for:—
  - new Shares arising from the conversion or exercise of convertible securities or from the exercise of share options or vesting of share awards which were issued and are outstanding or subsisting at the time this Resolution is passed, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the SGX-ST Listing Manual; and
  - any subsequent bonus issue, consolidation or subdivision of Shares;
- in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the listing rules of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier. **[Resolution 7]**

By Order of the Board

Chow Kam Wing  
Company Secretary  
1 October 2020  
Singapore

#### Explanatory Notes:

- For ordinary resolutions 3 and 4, detailed information on the two Directors can be found in the sections on "Board of Directors", "Corporate Information", "Corporate Governance" and "Additional Information on Directors Seeking Re-election" in the Company's Annual Report FY2020. Ms Lai Chin Yee, if re-elected as Director of the Company, will remain as Chairman of the Audit Committee and Risk Management Committee and a member of the Remuneration Committee and Nominating Committee and will be considered as an independent director.
- The ordinary resolution 7, if passed, will empower the Directors from the date of this Annual General Meeting until the date of the next Annual General Meeting to issue Shares, make or grant instruments convertible into Shares and to issue Shares pursuant to such instruments up to an aggregate number not exceeding 50% of the total number of issued Shares excluding treasury shares and subsidiary holdings, if any, in the capital of the Company, with a sub-limit of 10% for issues other than on a pro-rata basis.

#### Notes:

##### 1. Pre-Registration

This Annual General Meeting ("AGM") is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.

Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of the AGM, addressing of substantial and relevant questions before or at the AGM and voting by appointing the Chairman of the Meeting as proxy at the AGM, are set out in the Notice of AGM dated 1 October 2020 which has been uploaded on SGXNET on the same day. The announcement and Notice of AGM may also be assessed at the Company's website at <https://micromechanics.listedcompany.com/>.

Members who wish to attend the AGM via live audio-visual webcast or live audio-only stream, must pre-register at the pre-registration website at <https://globalmeeting.bigbangdesign.co/micro-mechanics/> from 8.30 a.m. on 1 October 2020 till 9.00 a.m. on 27 October 2020 to enable the Company to verify their status as members.

Following the verification, authenticated members will receive a confirmation email by 11 a.m. on 29 October 2020 which will contain login details to access the live audio-visual webcast or a toll-free telephone number with details to access the live audio-only stream of the AGM proceedings. Members should not disclose such login details to persons who are not entitled to attend the AGM. Members who do not receive the confirmation email by 11 a.m. on 29 October 2020 may contact the Company's Share Registrar, M & C Services Private Limited at +65 62280518 before 6.00 p.m. on 29 October 2020.

Persons who hold shares through relevant intermediaries, including CPF and SRS investors, and who wish to participate in the AGM should approach their respective relevant intermediaries as soon as possible in order for necessary arrangements to be made for their participation in the AGM.

##### 2. Submission of Proxy Form

In view of the current Covid-19 control measures in Singapore, the AGM will be held by electronic means and a member will not be able to attend the AGM in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM. The Chairman of the Meeting, as proxy, need not be a member of the Company. The Proxy Form is available on SGXNET and <https://micromechanics.listedcompany.com/>. A printed copy of the Proxy Form can also be found in the Annual Report 2020 which will be despatched to members. A member must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid. The Proxy Form must be submitted in the following manner:

- if submitted electronically, be submitted via email to the Company's Share Registrar, M & C Services Private Limited at [GPD@mncsingapore.com](mailto:GPD@mncsingapore.com); or
- if submitted by post, be deposited at M & C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902

in either case, by 9.00 a.m. on 27 October 2020.

A member who wishes to submit a Proxy Form must complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 20 October 2020.

##### 3. Submission of Questions

Members can submit their questions related to the resolutions to be tabled at the AGM to the Chairman of the Meeting, in advance of the AGM, via the pre-registration website when they register for the webcast. Members can also send their questions by email to [investor@micro-mechanics.com](mailto:investor@micro-mechanics.com) or by post to the Company at Micro-Mechanics (Holdings) Ltd, 31 Kaki Bukit Place, Eunos Techpark, Singapore 416209.

When sending in your questions by post or by email, please also provide the following details:

- your full name;
- number of shares held; and
- the manner in which you hold shares in the Company (e.g. via CDP, CPF or SRS).

All questions must be submitted by 9.00 a.m. on 27 October 2020. Members will not be able to ask questions at the AGM live during the webcast or audio-stream.

The Company will endeavour to address all substantial and relevant questions related to the resolutions to be tabled at the AGM before or at the AGM. A summary of the questions and responses will be published on SGXNET and the Company's website.

##### 4. Annual Report

The Annual Report 2020 has been made available on SGXNET and the Company's website at <https://micromechanics.listedcompany.com/>. A printed copy of the Annual Report 2020 which includes the Notice of AGM and Proxy Form will be despatched to members.

#### Personal data privacy:

By (a) submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, (b) completing the pre-registration in accordance with the Company's announcement dated 1 October 2020, or (c) submitting any question prior to the AGM in accordance with the Company's announcement dated 1 October 2020, 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 proxy forms appointing the Chairman of the Meeting as proxy for the AGM (including any adjournment thereof); (ii) processing of the pre-registration for purposes of granting access to members to the live audio-visual webcast or live audio-only stream of the AGM proceedings; (iii) addressing substantial and relevant questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions; (iv) preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

#### NOTICE OF RECORD DATE FOR DIVIDEND PAYMENT

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of Micro-Mechanics (Holdings) Ltd. (the "Company") will be closed for the preparation of dividend warrants.

Duly completed registrable transfers received by the Company's Share Registrar, M & C Services Private Limited, 112 Robinson Road, #05-01, Singapore 068902 up to 5.00 p.m. on 6 November 2020 will be registered to determine shareholders' entitlements to the said dividend.

Members whose Securities Accounts with the Central Depository (Pte) Limited are credited with shares at 5.00 p.m. on 6 November 2020 will be entitled to the proposed dividend.

The proposed dividend, if approved by the members at the Twenty-Fourth Annual General Meeting to be held on 30 October 2020, will be paid on 19 November 2020.