



**MSM INTERNATIONAL LIMITED**  
(Incorporated in Singapore)  
(Company Registration Number 200918800R)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting ("AGM") of the Company will be held at Park Avenue Changi, South Meeting Room, 2 Changi Business Park Avenue 1, Singapore 486015 on Friday, 27 July 2018 at 10.30 a.m. to transact the following business:

**ORDINARY BUSINESS**

- |  |                     |
|--|---------------------|
| 1. To receive and adopt the Audited Financial Statements for the financial period ended 31 March 2018 together with the Directors' Statement and Independent Auditor's Report thereon. | <b>Resolution 1</b> |
| 2. To approve the Directors' fees of S\$103,750 for the financial period from 1 January 2018 to 31 March 2019 (12 months 2017: S\$83,000)  | <b>Resolution 2</b> |
| 3. To re-elect Mr Brian Wong Wye Pong who is retiring pursuant to Article 107 of the Company's Constitution. (See Explanatory Note 1)  | <b>Resolution 3</b> |
| 4. To re-elect Mr Wong Kok Seong who is retiring pursuant to Article 107 of the Company's Constitution. (See Explanatory Note 2)   | <b>Resolution 4</b> |
| 5. To re-appoint Nexia TS Public Accounting Corporation as the Auditors of the Company and authorise the Directors to fix their remuneration.  | <b>Resolution 5</b> |
| 6. To transact any other ordinary business which may be properly transacted at an AGM.   |                     |

**SPECIAL BUSINESS**

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

**7. Authority to allot and issue shares**

THAT pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the "Act") and Rule 806 of the Listing Manual Section B: Rules of Catalyst of the Singapore Exchange Securities Trading Limited (the "SGX-ST") ("Catalist Rules"), the Directors of the Company be authorised and empowered to:

- (I) (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 (as well as adjustments to) options, 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

- (II) (notwithstanding that the authority conferred by this Resolution 6 may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution 6 was in force, provided that:

- (a) the aggregate number of Shares to be issued pursuant to this Resolution 6 (including Shares to be issued in pursuance of Instruments, made or granted pursuant to this Resolution 6), shall not exceed one hundred per cent (100%) of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to the existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution 6) shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below);

- (b) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution 6) that may be issued under sub-paragraph (a) above, the percentage of the issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution 6 is passed, after adjusting for:

- (i) new Shares arising from the conversion or exercise of any convertible securities;
- (ii) new Shares arising from the exercise of share options or vesting of share awards which are outstanding and/or subsisting at the time of the passing of this Resolution 6, provided the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalyst Rules; and
- (iii) any subsequent bonus issue, consolidation or subdivision of Shares;

- (c) in exercising the authority conferred by this Resolution 6, the Company shall comply with the provisions of the Catalyst Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Act and the Constitution for the time being of the Company; and

- (d) the authority conferred by this Resolution 6 shall, unless revoked or varied by the Company in general meeting, continue to be in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

(See Explanatory Note 3)

By Order of the Board

**Chan Kee Sieng**  
Executive Chairman  
Singapore  
12 July 2018

**Explanatory Notes:**

- Mr Brian Wong Wye Pong will, upon re-election as a Director of the Company, remain as an Independent Director, the Chairman of the Audit Committee as well as a member of the Nominating Committee and Remuneration Committee. Mr Brian Wong Wye Pong is considered by the Board to be independent for the purpose of Rule 704(7) of the Catalyst Rules. Mr Brian Wong Wye Pong does not have any relationships including immediate family relationships between himself and the Directors, the Company and its 10% shareholders. Further information on Mr Brian Wong Wye Pong can be found in the Annual Report 2018.
- Mr Wong Kok Seong will, upon re-election as a Director of the Company, remain as an Independent Director as well as a member of the Audit Committee, Nominating Committee and Remuneration Committee. Mr Wong Kok Seong is considered by the Board to be independent for the purpose of Rule 704(7) of the Catalyst Rules. Mr Wong Kok Seong does not have any relationships including immediate family relationships between himself and the Directors, the Company and its 10% shareholders. Further information on Mr Wong Kok Seong can be found in the Annual Report 2018.
- The Ordinary Resolution 6 above, is to authorise the Directors of the Company from the date of the forthcoming AGM until the next AGM of the Company to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 100% of the total number of issued shares excluding treasury shares and subsidiary holdings of which the total number of shares issued other than on a pro-rata basis to existing shareholders shall not exceed 50% of the total number of issued shares excluding treasury shares and subsidiary holdings for such purposes as they consider would be in the interests of the Company. Rule 806(3) of the Catalyst Rules currently provides for the percentage of the total number of issued shares excluding treasury shares and subsidiary holdings to be calculated on the basis of the total number of issued shares at the time that the Resolution 6 is passed (taking into account the conversion or exercise of any convertible securities or employee share options at the time that the Resolution 6 is passed, which were issued pursuant to previous shareholder approval), adjusted for any subsequent bonus issue, consolidation or subdivision of shares. This authority will, unless revoked or varied at a general meeting, expire at the next AGM of the Company.

**Notes:**

- Except for a member who is a Relevant Intermediary as defined under Section 181 (6) of the Act, a member of the Company entitled to attend and vote at the AGM is entitled to appoint not more than two proxies to attend and vote on his/her behalf. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.
- Pursuant to Section 181 (1C) of the Act, a member who is a Relevant Intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM provided that each proxy is appointed to exercise the rights attached to different shares held by such member. In such event, the Relevant Intermediary shall submit a list of its proxies together with the information required in the proxy form to the Company.
- If a proxy is to be appointed, the instrument appointing a proxy must be duly deposited at the office of the Company's Share Registrar at 8 Robinson Road #03-00, ASO Building, Singapore 048544 not later than 48 hours before the time appointed for holding the AGM.
- The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy 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.
- A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time appointed for holding the AGM in order for the Depositor to be entitled to attend and vote at the AGM.

**Personal data privacy:**

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) 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), 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) 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.