MEMIONTEC
Membrane Ionexchange Technology

MEMIONTEC HOLDINGS LTD.

(Incorporated in the Republic of Singapore)
(Company Registration Number 201305845W)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting ("**EGM**") of **Memiontec Holdings Ltd.** (the "**Company**") will be held at 20 Woodlands Link #07-12/13, Singapore 738733 on Monday, 24 March 2025 at 3.00 p.m. (Singapore Time) for the purpose of considering and, if thought fit, passing with or without modifications, the ordinary resolution as set out below.

*All capitalised terms used in this Notice of EGM which are not defined herein shall have the same meaning ascribed to them in the circular to the Shareholders of the Company dated 7 March 2025 ("**Circular**").*

ORDINARY RESOLUTION: TO APPROVE THE PROPOSED RIGHTS CUM WARRANTS ISSUE

RESOLVED THAT

A renounceable non-underwritten rights cum warrants issue (the "**Rights cum Warrants Issue**") of up to 1,145,336,400 new ordinary shares of the Company comprising the renounceable non-underwritten rights cum warrants issue of up to 440,514,000 rights shares (the "**Rights Shares**") at an issue price of S$0.009 (the "**Issue Price**") for each Rights Share, with up to 704,822,400 free detachable Warrants (the "**Warrants**") with each Warrant carrying the right to subscribe for one (1) new ordinary share in the capital of the Company (the "**New Share**") at the exercise price of S$0.003 per New Share (the "**Exercise Price**"), on the basis of two (2) Rights Shares for every three (3) existing ordinary Shares in the capital of the Company held by Shareholders as at a time and date to be determined by the Directors for the purpose of determining the Shareholders' entitlements under the Rights cum Warrants Issue (the "**Record Date**"), and eight (8) Warrants for every five (5) Rights Shares subscribed, fractional entitlements to be disregarded, be and is hereby approved and authority be and is hereby given to the Directors or any of them to:

(a) create and issue:

  (i) up to 440,514,000 Rights Shares with 704,822,400 Warrants at the Issue Price of S$0.009 per Rights Share with Warrant;

  (ii) up to 704,822,400 Warrants in registered form, each Warrant to entitle the holder thereof to subscribe for one (1) New Share at the Exercise Price of S$0.003 for each New Share at any time during the period commencing on the date of issue of the Warrant and expiring at 5.00 p.m. on the date immediately preceding 36 months from the date of issue of the Warrants, subject to the terms and conditions of the Warrants to be set out in the Deed Poll to be executed by the Company on such terms and conditions as the Directors may think fit; and

  (iii) such further Warrants as may be required or permitted to be issued in accordance with the terms and conditions of the Deed Poll (any such Warrants to rank *pari passu* with the Warrants and for all purposes to form part of the same series, save as may otherwise be provided the terms and conditions of the Deed Poll);

(b) allot and issue, notwithstanding that the issue thereof may take place after the next or any ensuing annual or other general meeting of the Company:

  (i) up to 704,822,400 New Shares on the exercise of the Warrants, subject to and otherwise in accordance with the terms and conditions of the Deed Poll, such New Shares (when issued and paid) to rank *pari passu* in all respects with the then existing Shares of the Company (save as may otherwise be provided in the terms and conditions of the Deed Poll) save for any dividends, rights, allotments or other distributions the record date for which falls before the date of issue of the New Shares; and

(ii) on the same basis as paragraph (b)(i) above, such further New Shares as may be required to be allotted and issued on the exercise for any of the Warrants referred to in paragraph (a)(iii) above.

(c) effect the Rights cum Warrants Issue on the terms and conditions set out below and/or otherwise on such terms and conditions as the Directors may think fit:

(i) the provisional allotments of the Rights Shares with Warrants under the Rights cum Warrants Issue shall be made on renounceable basis to the Shareholders whose names appear in the Register of Members of the Company or the records of CDP as at the Record Date with registered address in Singapore or who have, at least three (3) Market Days prior to the Record Date, provided to the CDP or the Company, as the case may be, addresses in Singapore for the service of notices and documents, on the basis of two (2) Rights Shares with Warrants for every three (3) existing Shares held by the Shareholders as at the Record Date;

(ii) no provisional allotment of Rights Shares with Warrants shall be made in favour of Foreign Shareholders;

(iii) the entitlements to Rights Shares with Warrants which would otherwise accrue to the Foreign Shareholders or Shareholders who are restricted or prohibited by the laws of the jurisdiction in which they are located or resident from participating in the Rights cum Warrants Issue, may be disposed of, or dealt with, by the Company in such manner and on such terms and conditions as the Directors shall deem fit for the purpose of renouncing the provisional allotment, relating thereto to purchasers thereof and to pool and thereafter distribute the net proceeds, if any, thereof (after deducting all expenses) will be dealt with in accordance with the terms set out in the Offer Information Statement to be issued by the Company for the Rights cum Warrants Issue;

(iv) the entitlements to Rights Shares with Warrants not taken up or allotted for any reason (other than allotments to Foreign Shareholders referred to above) shall be allotted in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company;

(v) fractional entitlements to the Rights Shares with Warrants shall be aggregated and used with the provisional allotment of the Rights Shares with Warrants which are not taken up or allotted for any reason to satisfy Excess Applications for the Rights Shares with Warrants (if any) or disposed of or otherwise dealt with in such manner as the Directors may in their absolute discretion deem fit for the benefit of the Company; and

(vi) the Rights Shares with Warrants and/or the New Shares when issued and fully paid up will rank *pari passu* in all respect with the then existing Shares save for any dividends, rights, allotments or other distributions, the record date for which falls before the date of the issue of the Rights Shares with Warrants and/or the New Shares; and

(d) take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be advisable, necessary or expedient for the purposes of giving effect to the Rights cum Warrants Issue (including fixing the Record Date), with full power to assent to any condition, amendment, alteration, modification or variation as may be required by the relevant authorities or as such the Directors or any of them may deem fit or expedient or to give effect to this Ordinary Resolution or the transactions contemplated pursuant to or in connection with the Rights cum Warrants Issue.

By Order of the Board
Memiontec Holdings Ltd.

Tay Kiat Seng
Executive Director and Chief Executive Officer

7 March 2025

Notes:

1. The Extraordinary General Meeting ("**EGM**") will be held at 20 Woodlands Link #07-12/13, Singapore 738733 on Monday, 24 March 2025 at 3.00 p.m. (Singapore Time) for the purpose of considering and if thought fit, passing, with or without any modification, the Ordinary Resolution set out in this Notice of EGM. **There will be no option for Shareholders to participate virtually.**

2. **No printed copies of this Circular will be sent to Shareholders.** Shareholders may request for printed copies of this Circular by completing and returning the request form (sent to them by post together with printed copies of this Notice of EGM and the accompanying Proxy Form) no later than Saturday, 15 March 2025. In addition, this Notice of EGM, the Circular, the Proxy Form, and the request form may be accessed at the Company's corporate website at the URL www.memiontec.com/announcements, and are also available on SGXNet at the URL https://www.sgx.com/securities/company-announcements.

3. Arrangements relating to attendance at the EGM, submission of comments, queries and/or questions to the Chairman of the Meeting in advance of the EGM, addressing of substantial and relevant comments, queries and/or questions before the EGM, and voting by appointing proxy(ies) (including the Chairman of the Meeting), are set out in **Section 10** of the Circular.

4. **There will be no option for Shareholders to participate virtually at the EGM. A Shareholder (whether individual or corporate) must vote live at the EGM or must appoint proxy(ies) (including the Chairman of the Meeting), to attend, speak and vote on his/her/its behalf at the EGM if such Shareholder wishes to exercise his/her/its voting rights at the EGM.** The Proxy Form may be accessed at the Company's corporate website at the URL www.memiontec.com/announcements, and is also available on SGXNet at the URL https://www.sgx.com/securities/company-announcements. Where a member (whether individual or corporate) appoints proxy(ies) (including the Chairman of the Meeting), he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the proxy(ies) will vote or abstain from voting at his/her discretion.

   Only Shareholders or their appointed proxy(ies) who have been successfully verified will be entitled to attend the EGM.

5. Duly appointed proxy(ies), including the Chairman of the Meeting acting as proxy, need not be a member of the Company.

6. The Proxy Form must be submitted to the Company in the following manner:

   (a) if submitted by post, be lodged at the registered address of the Company at 20 Woodlands Link #04-30/31 Singapore 738733; or

   (b) if submitted by way of electronic means, be submitted via email to the Company at irmr@memiontec.com,

   in either case, by 3.00 p.m. on Friday, 21 March 2025 (being not less than seventy-two (72) hours before the time fixed for the EGM). **Members are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email.**

   The proxy form must be under the hand of the appointor or of his/her attorney duly authorised in writing and where such 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. Where the proxy form is signed on behalf of the appointer by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the proxy form, failing which the proxy form may be treated as invalid.

   A Shareholder (who is not a relevant intermediary) entitled to attend, speak and vote at a meeting of the Company is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her/its behalf. A proxy need not be a Shareholder. Where a Shareholder appoints two (2) proxies, the appointments shall be invalid unless he/she/it specifies the number of shares to be represented by each proxy.

   A Shareholder 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 Shareholder. Where such Shareholder appoints two (2) or more proxies, the appointments shall be invalid unless such Shareholder specifies the number of shares to be represented by each proxy.

   SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective SRS operators or relevant intermediaries to submit their votes and/or questions relating to the resolutions tabled for approval at the EGM by Wednesday, 12 March 2025 at 5.00 p.m. (being seven (7) working days before the EGM).

Personal Data Privacy:

By (a) submitting an instrument appointing a proxy or proxies to vote at the EGM and/or any adjournment thereof, or (b) 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 and administration by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the Meeting as a 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);

(ii) addressing substantial and relevant questions from members received by the Company and if necessary, following up with the relevant members in relation to such questions; and

(iii) 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.

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*This notice has been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "**Sponsor**").*

*This notice 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 notice including the correctness of any of the statements or opinions made or reports contained in this notice.*

The contact person for the Sponsor is Ms. Karen Soh, ZICO Capital Pte. Ltd., at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.