

CIRCULAR DATED 14 JANUARY 2020

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

If you are in doubt about the contents or the action you should take, you should consult your bank manager, stockbroker, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all of your shares in the capital of the Company held through The Central Depository (Pte) Limited (“CDP”), you need not forward this Circular with the Notice of Extraordinary General Meeting and the attached Proxy Form to the purchaser or transferee as arrangements will be made by CDP for a separate circular with the Notice of Extraordinary General Meeting and the attached Proxy Form to be sent to the purchaser or transferee. If you have sold or transferred all your ordinary shares in the capital of the Company represented by physical share certificate(s), you should immediately forward this Circular, the Notice of Extraordinary General Meeting and the attached Proxy Form to the purchaser or the transferee or to the bank, stockbroker or agent through whom the sale or transfer was effected, for onward transmission to the purchaser or the transferee.

This Circular has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, RHT Capital Pte. Ltd. (the “Sponsor”) for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the “SGX-ST”). The Sponsor has not independently verified the contents of this Circular.

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 or any of the statements or opinions made or reports contained in this Circular.

The contact person for the Sponsor is Mr Shervyn Essex, Registered Professional, RHT Capital Pte. Ltd., 9 Raffles Place #29-01, Republic Plaza Tower 1, Singapore 048619. Telephone (65) 6381 6757.

metech

铭泰国际

METECH INTERNATIONAL LIMITED

(Company Registration No. 199206445M)
(Incorporated in the Republic of Singapore)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO:

THE PROPOSED RE-APPOINTMENT OF MR WENG HUA YU @ SIMON ENG AS DIRECTOR

IMPORTANT DATES AND TIMES

Last date and time for lodgment of Proxy Form	:	27 January 2020 at 11.00 a.m.
Date and time of Extraordinary General Meeting	:	30 January 2020 at 11.00 a.m. such date as maybe announced by the Company.
Place of Extraordinary General Meeting	:	65 Tech Park Crescent Singapore 637787

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DEFINITIONS

In this Circular, the following definitions shall apply throughout unless the context otherwise requires:

“2019 Annual Report”	:	The annual report of the Company for the financial year ended 30 June 2019, laid before the AGM
“Advance SCT”	:	Advance SCT Limited (now known as Citicode Limited), a company incorporated under the laws of Singapore and listed on the Mainboard of SGX-ST
“AGM”	:	The annual general meeting of the Company held on 29 October 2019
“Board” or “Board of Directors”	:	The board of directors of the Company as at the date of this Circular
“Catalist”	:	The sponsor-supervised listing platform of the SGX-ST
“Catalist Rules”	:	The listing manual of the SGX-ST Section B: Rules of Catalist, as may be amended, modified or supplemented from time to time
“CDP”	:	The Central Depository (Pte) Limited
“Circular”	:	This Circular to Shareholders dated 14 January 2020 in respect of the Proposed Re-appointment
“Company”	:	Metech International Limited
“Constitution”	:	The constitution of the Company, as amended and modified from time to time
“Directors”	:	The directors of the Company as at the date of this Circular
“EGM”	:	The extraordinary general meeting of the Company, to be held on 30 January 2020 or such date as maybe announced by the Company
“Group”	:	The Company and its subsidiaries
“Latest Practicable Date”	:	7 January 2020
“NC”	:	The nominating committee of the Company, comprising Mr Ricky Sim Eng Huat (Chairman), Mr Chay Yiowmin and Mr Chng Hee Kok as at the date of this Circular
“Notice”	:	The notice of compliance dated 27 December 2019 issued by SGX RegCo

DEFINITIONS

“Notice of EGM”	:	The notice of EGM set out in this Circular
“Proposed Re-appointment”	:	The proposed re-appointment of Mr Weng Hua Yu @ Simon Eng as Director of the Company
“Proxy Form”	:	The proxy form in respect of the EGM as set out in this Circular
“Securities Accounts”	:	The securities accounts maintained by Depositors with CDP, but not including the securities accounts maintained with a Depository Agent
“SGX RegCo”	:	Singapore Exchange Regulation Pte Ltd
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Shareholders”	:	The registered holders of Shares except that where the registered holder is CDP, the term “Shareholders” in relation to Shares held by CDP shall mean the persons named as Depositors in the Depository Register maintained by CDP and to whose Securities Accounts such Shares are credited
“Shares”	:	Ordinary shares in the capital of the Company
“Share Registrar”	:	RHT Corporate Advisory Pte. Ltd.
“Sponsor”	:	RHT Capital Pte. Ltd.
“Substantial Shareholder”	:	Has the same meaning ascribed to it under Section 81 of the Companies Act

The terms **“Depositor”**, **“Depository Agent”** and **“Depository Register”** shall have the meanings ascribed to them respectively in Section 130A of the Companies Act. The term **“treasury shares”** shall have the meaning ascribed to it in Section 4 of the Companies Act. The term **“subsidiary”** shall have the meaning ascribed to it in Section 5 of the Companies Act.

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

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 neutral genders and *vice versa*. References to persons shall include corporations where applicable.

DEFINITIONS

Any reference to a date and/or time of day in this Circular shall be a reference to Singapore time unless otherwise stated.

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

Any reference to “**we**”, “**us**” and “**our**” in this Circular is a reference to the Group or any member of the Group as the context requires.

LETTER TO SHAREHOLDERS

METECH INTERNATIONAL LIMITED

(Company Registration No. 199206445M)
(Incorporated in the Republic of Singapore)

BOARD OF DIRECTORS

Weng Hua Yu @ Simon Eng (Chairman and Chief Executive Officer)
Chay Yiowmin (Lead Independent Director)
Sim Eng Huat (Independent Director)
Chng Hee Kok (Independent Director)
Liu Changsheng (Non-Executive Non-Independent Director)

REGISTERED OFFICE:

65 Tech Park Crescent
Singapore 637787

14 January 2020

To: The Shareholders of Metech International Limited

Dear Sir/Madam

THE PROPOSED RE-APPOINTMENT OF MR WENG HUA YU @ SIMON ENG AS DIRECTOR OF THE COMPANY

1. INTRODUCTION

- 1.1 The Directors are convening an EGM to seek Shareholders' approval in relation to the Proposed Re-appointment.
- 1.2 The purpose of this Circular is to provide Shareholders with relevant information pertaining to and to explain the rationale for the convening of the EGM and the Proposed Re-appointment. Shareholders' approval will be sought for the Proposed Re-appointment at the EGM to be convened and held, the Notice of EGM of which is set out in this Circular.
- 1.3 This Circular has been prepared solely for the purposes outlined above and may not be relied upon by any persons (other than the Shareholder to whom this Circular is despatched to by the Company) or for any other purpose.
- 1.4 **The Sponsor and the SGX-ST have not independently verified the contents of this Circular. The SGX-ST takes 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.**
- 1.5 If a Shareholder is in any doubt as to the action he should take, he should consult his stockbroker, bank manager, solicitor, account or other professional adviser immediately.

2. BACKGROUND AND RATIONALE FOR THE PROPOSED RE-APPOINTMENT

- 2.1 Regulation 89 of the Company's Constitution provides that at each annual general meeting, one-third of the Board shall retire from office by rotation and be subject to re-appointment at the Company's annual general meeting.
- 2.2 Catalist Rule 720(5) requires information set out in Appendix 7F relating to the candidate to be proposed for re-election, to be included in the notice of meeting, annual report or relevant circular distributed to shareholders prior to the general meeting.

LETTER TO SHAREHOLDERS

- 2.3 Mr Simon Eng, the Chairman, Chief Executive Officer and Executive Director of the Group, was appointed to the Board on 10 November 2014 and was re-appointed to the Board at the annual general meeting held on 28 October 2015.
- 2.4 In compliance with Regulation 89 of the Company's Constitution, Mr Simon Eng was subjected to re-appointment at the AGM. The relevant information of Mr Simon Eng as required under Catalist Rule 720(5) was set out on pages 19 and 20 of the 2019 Annual Report. The resolution in relation to Mr Simon Eng's re-appointment as Director of the Company was approved at the AGM by Shareholders who were present and eligible by way of poll. Mr Simon Eng had abstained from voting on his re-appointment.
- 2.5 The Company had on 26 December 2019, received queries from SGX-ST (please refer to query 5 in Appendix 2 of this Circular) in relation to Mr Simon Eng's negative confirmation responses to questions (a) to (k) under Appendix 7F of the Catalist Rules in page 20 of the 2019 Annual Report, in particular, paragraph (k) of the Appendix 7F which requires Mr Simon Eng to confirm if he has ever been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued with any warning by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere.
- 2.6 Mr Simon Eng was, until mid 2018, the Chairman and Chief Executive Office of Advance SCT. Advance SCT was reprimanded by SGX-ST on 30 October 2015 for breaches of the following listing rules:
- (a) Listing Rule 703 for the failure to promptly disclose material information on the arbitration claim of RMB42.8 million lodged against the company, Advance SCT (Qingyuan) Co. Ltd and Mr Simon Eng himself for the outstanding purchase consideration and operational costs incurred in relation to the proposed acquisition of the working capital of Qingyuan Shengli's Copper Material Co. Ltd.;
 - (b) Listing Rule 905 and 906 for the failure to promptly disclose and to seek shareholders' approval for the payment of about S\$1.6 million to CNCM Capital Pte Ltd, an interested person under Chapter 9 of the Listing Manual; and
 - (c) Listing Rule 1014 for the failure to promptly disclose and to seek shareholders' approval for the major disposal of certain assets of the Group, including the 100% equity interests in Soon Sing Metal Trading Sdn Bhd and New Tsingyi (Projects) Pte Ltd, a demolition project as well as an industrial property.
- Mr Simon Eng was reprimanded for his involvement in Advance SCT's breaches and for failing to comply with Listing Rule 103(5) to act in the interests of Shareholders as a whole. A copy of the reprimand issued by SGX-ST dated 30 October 2015 is annexed as Appendix 1 to this Circular. He was subsequently put on the Director's and Executive Officers' Watchlist.
- 2.7 Mr Simon Eng had received a warning letter from the Monetary Authority of Singapore in 2014 for late disclosure of the change of interest in Teledata Limited (which has since been delisted) as a result of a placement by the company.

LETTER TO SHAREHOLDERS

- 2.8 The information in paragraphs 2.6 and 2.7 were inadvertently omitted in the 2019 Annual Report. The Company's response to the SGX-ST queries, together with a corrigendum to 2019 Annual Report, were released by the Company via SGXNet on 27 December 2019. Copies of the relevant announcements are annexed as Appendix 2 to this Circular.
- 2.9 Shareholders had approved the resolution on the Proposed Re-appointment based on inaccurate and incomplete information resulting from the omission of the relevant information as required by under paragraph (k) of Appendix 7F of the Catalist Rules.
- 2.10 With the objective of allowing Shareholders to make an informed decision regarding the re-appointment of Mr Simon Eng as a Director of the Company, the SGX RegCo had directed the Company in the Notice to re-convene an EGM to vote on the Proposed Re-appointment. A copy of the Notice is annexed as Appendix 3 to this Circular.

3. INFORMATION OF MR SIMON ENG IN RELATION TO CATALIST RULE 720(5)

- 3.1 Pursuant to Catalist Rule 720(5), read together with Appendix 7F, the information relating to the Proposed Re-appointment as set out as follows:

Name of Director	Simon Eng
Date of Appointment	10 November 2014
Date of last re-appointment (if applicable)	28 October 2015
Age	60
Country of principal residence	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Board, having considered the NC's recommendations and based on the qualifications and working experience of Mr Simon Eng, is of the view that he has the requisite experience and capabilities as an Executive Director of the Company.
Whether appointment is executive, and if so, the area of responsibility	Executive. Overall business strategy and development of the Group and Board's duties.
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Executive Director, Chairman and CEO
Professional qualifications	Mr Eng graduated from the University of Hamburg, West Germany, as a Naval Architect under a Singapore Public Service Commission scholarship in 1985 and subsequently studied at the Harvard Business School in the United States under a government post-graduate sponsorship.

LETTER TO SHAREHOLDERS

Working experience and occupation(s) during the past 10 years	After leaving the civil service in 2004 and up till 2007, Mr Eng was the China CEO of United Engineers Limited (UE). He had also been an adviser to Tembusu Partners and ST Electronics. In 2008, Mr Eng set up a waste and wastewater treatment company to invest in treatment facilities in China. In 2009, Mr Eng joined Citicode Limited (pka Advance SCT Limited) as Chairman and CEO. He has since 24 July 2018 stepped down from his executive role and has continued as a Non-independent, non-executive Director. He remains a substantial shareholder.
Shareholding interest in the listed issuer and its subsidiaries	14,600,000 Shares (direct) 9,603,377 Shares (deemed)
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Nil
Conflict of interest (including any competing business)	Nil
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer (Yes/No)	Yes
Other Principal Commitments* Including Directorships	
Past 5 Years	Citicode Limited
Present	Metech International Ltd Asiapac Recycling Pte. Ltd. Belle Forte Limited
Any prior experience as a director of an issuer listed on the Exchange? If yes, please provide details of prior experience. If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director a listed issuer as prescribed by the Exchange. Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).	Not applicable, as this relates to re-appointment of director.

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The general statutory disclosures (items (a) to (k) of Appendix 7F) of Mr Simon Eng are as follows:	
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No
(c) Whether there is any unsatisfied judgment against him?	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No

LETTER TO SHAREHOLDERS

<p>(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?</p>	No
<p>(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?</p>	No
<p>(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?</p>	No
<p>(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?</p>	No

LETTER TO SHAREHOLDERS

<p>(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?</p>	<p>No</p>
<p>(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of :—</p>	
<p>(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or</p>	<p>No</p>
<p>(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or</p>	<p>No</p>
<p>(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or</p>	<p>No</p>
<p>(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere,</p>	<p>No</p>
<p>in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?</p>	

LETTER TO SHAREHOLDERS

<p>(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?</p>	<p>(i) Mr Simon Eng is the Chairman and CEO of Metech International Limited (“MIL”), a company listed on the Catalist. SGX RegCo had on 27 December 2019 issued a Notice of Compliance to MIL for the non-disclosure of a public reprimand dated 30 October 2015 (see (ii) below) in the annual report of MIL for the financial year ended 30 June 2019.</p> <p>Please refer to Appendix 3 to this Circular for more details.</p> <p>(ii) Mr Simon Eng was until mid 2018 the Chairman and CEO in Advance SCT Limited (“Advance SCT”), now known as Citicode Limited, a company listed on the Mainboard of SGX-ST. Advance SCT was reprimanded by SGX-ST on 30 October 2015 for breaches of the following Listing Rules:</p> <p>(a) Listing Rule 703 for the failure to promptly disclose material information on the arbitration claim of RMB42.8 million lodged against the Company, Advance SCT (Qingyuan) Co. Ltd and Mr Eng himself for the outstanding purchase consideration and operational costs incurred in relation to the proposed acquisition of the working capital of Qingyuan Shengli’s Copper Material Co. Ltd.;</p> <p>(b) Listing Rules 905 and 906 for the failure to promptly disclose and to seek shareholders’ approval for the payment of about S\$1.6 million to CNCM Capital Pte Ltd, an interested person under Chapter 9 of the Listing Manual; and</p>
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LETTER TO SHAREHOLDERS

	<p>(c) Listing Rule 1014 for the failure to promptly disclose and to seek shareholders' approval for the major disposal of certain assets of the Group, including the 100% equity interests in Soon Sing Metal Trading Sdn Bhd and New Tsingyi (Projects) Pte Ltd, a demolition project as well as an industrial property.</p> <p>Mr Simon Eng was reprimanded for his role in Advance SCT's breaches and in addition, for failing to comply with Listing Rule 103(5) to act in the interests of shareholders as a whole. He was subsequently put on the directors' and executive officers' watchlist.</p> <p>Please refer to Appendix 1 to this Circular for more details.</p> <p>(iii) In 2014 Mr Eng received a warning letter from the Monetary Authority of Singapore for late disclosure of the change of interest in Teledata Limited (which since has been delisted) as a result of a placement by the company.</p>
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4. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

4.1 As at the Latest Practicable Date, the interest of the Directors of the Company in the Shares of the Company are as follows:

Name of Directors	Direct Interest		Deemed Interest	
	No. of Shares	%	No. of Shares	%
Simon Eng	14,600,000 ⁽¹⁾	14.6	9,603,377 ⁽²⁾	9.6
Liu Changsheng	–	–	17,818,062 ⁽³⁾	17.81

(1) Mr Simon Eng has 13,400,000 Shares under his personal CDP account and 1,200,000 Shares under his SRS account.

(2) Mr Simon Eng is deemed interested in 6,604,000 Shares held under Fort Canning (Asia) Pte Ltd and 2,999,377 Shares held under Belle Forte Ltd, pursuant to Section 7 of the Companies Act, Chapter 50, by virtue of his shareholdings in Fort Canning (Asia) Pte Ltd and Belle Forte Ltd.

(3) Mr Liu Changsheng is deemed interested in 17,818,052 Shares held under Changsheng Investment Development Limited through his 100% shareholding in Changsheng Investment Development Limited.

LETTER TO SHAREHOLDERS

- 4.2 As at the Latest Practicable Date, the interest of the Substantial Shareholders of the Company in the Shares of the Company are as follows:

Name of Substantial Shareholders	Direct Interest		Deemed Interest	
	No. of Shares	%	No. of Shares	%
Simon Eng	14,600,000 ⁽¹⁾	14.6	9,603,377 ⁽²⁾	9.6
Fort Canning (Asia) Pte. Ltd.	6,604,000	6.6	–	–
Changsheng Investment Development Limited	17,818,052	17.81	–	–

(1) Mr Simon Eng has 13,400,000 Shares under his personal CDP account and 1,200,000 Shares under his SRS account.

(2) Mr Simon Eng is deemed interested in 6,604,000 Shares held under Fort Canning (Asia) Pte Ltd and 2,999,377 Shares held under Belle Forte Ltd, pursuant to Section 7 of the Companies Act, Chapter 50, by virtue of his shareholdings in Fort Canning (Asia) Pte Ltd and Belle Forte Ltd.

5. OPINION OF THE NOMINATING COMMITTEE

The NC has reviewed the Proposed Re-appointment of Mr Simon Eng as Executive Director of the Company. Based on its assessment of the bases for omitting the information and content of the omitted information, the NC was of the view that Mr Simon Eng did not harbour the intention to hide the information as required in paragraph (k) in Appendix 7F, given that details relating to the reprimand by SGX-ST on 30 October 2015 was publicly announced by SGX-ST and exists in the public domain. In fact, Mr Simon Eng, had disclosed in the Annual Report of Citicode on 1 April 2019, that he was reprimanded by SGX-ST on 30 October 2015, and was subsequently put on the Director's and Executive Officers' Watchlist. The NC therefore, was of the opinion that it was an oversight on Mr Simon Eng. Notwithstanding the above, the NC recommends the re-appointment of Mr Simon Eng as Executive Director of the Company, taking into account his qualifications, working experience and contribution towards the Company.

6. DIRECTORS' RECOMMENDATION

Having considered the recommendation by the NC, the Directors are of the opinion that the Proposed Re-appointment is in the interest of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of the ordinary resolution in respect of the Proposed Re-appointment at the EGM. Mr Simon Eng has abstained from making the recommendation in respect of the Proposed Re-appointment.

7. ABSTENTION FROM VOTING

Mr Simon Eng, being the subject matter of the Proposed Re-appointment, has taken to abstain and ensure that his associates will abstain, from voting in respect of their respective shareholding in the Company and will not accept nominations as proxy or otherwise for voting at the EGM.

LETTER TO SHAREHOLDERS

8. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out at the end of this Circular, will be held on 30 January 2020 at 11.00 a.m. at 65 Tech Park Crescent, Singapore 637787 for the purpose of considering and if, thought fit, passing with or without modifications, the ordinary resolution set out in the Notice of EGM.

9. ACTION TO BE TAKEN BY SHAREHOLDERS

9.1 **Appointment of Proxies.** Shareholders who are unable to attend the EGM and who wish to appoint a proxy to attend and vote at the EGM on their behalf should complete, sign and return the Proxy Form attached to this Circular in accordance with the instructions printed thereon as soon as possible and, in any event, to arrive at the Company's registered office at 65 Tech Park Crescent, Singapore 637787, not less than seventy-two (72) hours before the time fixed for the holding of the EGM. The completion and return of the Proxy Form by such Shareholder does not preclude him from attending and voting in person at the EGM in place of his proxy should he subsequently wish to do so.

9.2 **When Depositor regarded as Shareholder.** Pursuant to the new section 81SJ(4) of the SFA, a Depositor will not be regarded as a Shareholder of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register at least seventy-two (72) hours before the EGM.

10. 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 Disposals, the issuer and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in the 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 the Circular in its proper form and context.

11. DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the following document may be inspected at the Company's registered office during normal business hours from the date of this Circular up to and including the date of the EGM:

- (a) annual report of the Company for the year ended 30 June 2019.

Yours faithfully

For and on behalf of the Board of Directors of
METECH INTERNATIONAL LIMITED

Ricky Sim Eng Huat
Independent Director

APPENDIX 1

REPRIMAND FROM SGX-ST DATED 30 OCTOBER 2015



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Regulatory Action

30 October 2015

SGX reprimands Advance SCT, Chairman and CEO Simon Eng and Non-executive Director Peter Choo

Public reprimand: breaches of Listing Rules

1. Singapore Exchange (“SGX”) reprimands **Advance SCT Limited** (“Advance SCT” or the “Company”) for breaches of the following Listing Rules:
 - (a) Listing Rule 703 for the failure to promptly disclose material information on the arbitration claim of RMB42.8 million lodged against the Company, Advance SCT (Qingyuan) Co. Ltd and Mr Weng Hua Yu alias Simon Eng for the outstanding purchase consideration and operational costs incurred in relation to the Proposed Acquisition described in paragraph 10 below;
 - (b) Listing Rules 905 and 906 for the failure to promptly disclose and to seek shareholders’ approval for the payment of about S\$1.6 million to CNCM Capital Pte Ltd (“CNCM”), an interested person under Chapter 9 of the Listing Manual; and
 - (c) Listing Rule 1014 for the failure to promptly disclose and to seek shareholders’ approval for the major disposal of certain assets of the Group, including the 100% equity interests in Soon Sing Metal Trading Sdn Bhd (“Soon Sing Metal”) and New Tsingyi (Projects) Pte Ltd (“New Tsingyi Projects”), a demolition project as well as an industrial property.
2. SGX reprimands **Weng Hua Yu** alias **Simon Eng** (Chairman and CEO) for his role in Advance SCT’s breaches.
3. SGX also reprimands **Mr Peter Choo Chee Kong** (Non-Executive Director) for his involvement in Advance SCT’s breach of Listing Rules 905 and 906 in failing to promptly disclose and seek shareholders’ approval for the payment of about S\$1.6 million to his associate, CNCM. CNCM is an interested person as defined under the Listing Rules as each of Mr Weng Hua Yu alias Simon Eng (Chairman and CEO) and Mr Peter Choo Chee Kong (Non-Executive Director) holds 50% interest in CNCM. Mr Peter Choo Chee Kong should not have left it solely to Mr Weng Hua Yu alias Simon Eng to do a compliance check to ensure that all necessary regulatory obligations were met.
4. In addition, SGX reprimands Mr Weng Hua Yu alias Simon Eng and Mr Peter Choo Chee Kong for failing to comply with Listing Rule 103(5) to act in the interests of shareholders as a whole. SGX is of the opinion that Mr Weng Hua Yu alias Simon Eng and Mr Peter Choo Chee Kong did not demonstrate the qualities and standards expected of directors and management of SGX-listed companies, as required under Listing Rules 210(5)(b) and 720.
5. SGX-listed companies are advised to consult SGX before they appoint Mr Weng Hua Yu alias Simon Eng or Mr Peter Choo Chee Kong as a director or member of management.
6. The Company appointed RSM Ethos Pte Ltd in August 2013 to oversee and review existing processes and enterprise risk processes, and had Stamford Law Corporation (now known as Morgan Lewis Stamford) on retainer since August 2013 as its compliance adviser.

APPENDIX 1

REPRIMAND FROM SGX-ST DATED 30 OCTOBER 2015

Details of Listing Rule breaches

7. SGX's investigation found the following listing rule breaches:

Breach of Listing Rule 703

8. On 26 July 2013, the Company announced the arbitration claim of RMB42.8 million lodged against it, Advance SCT (Qingyuan) Co Ltd (the Company's former subsidiary), and Mr Weng Hua Yu alias Simon Eng (Chairman and CEO) (collectively the "Defendants"). The announcement was made more than 7 months after the notice of arbitration claim was served on the Defendants on or about 5 November 2012. The Company disclosed that the notice of the arbitration claim was not properly delivered to the Company, and was returned to the Guangzhou Arbitration Commission on the same day ("Representation"). However, on 20 November 2012, Mr Weng Hua Yu alias Simon Eng had submitted a power of attorney appointing a legal adviser to act for the Defendants (including the Company). In addition, the Company represented to SGX that a provision of RMB9 million for the arbitration claim was made during the financial year ended 31 December 2012. The aforesaid actions by the Company were inconsistent with its announcement on 26 July 2013.
9. The arbitration claim of RMB42.8 million was material as the Group was in a net liabilities position of S\$2.875 million as at 30 June 2012 and recorded a loss before taxation of S\$5.108 million for the half year ended 30 June 2012. The Company failed to promptly announce material information on the arbitration claim as required under Listing Rule 703.

Breach of Listing Rules 905 and 906

10. On 23 August 2011, the Company's former wholly-owned subsidiary, Advance SCT (Qingyuan) Co. Ltd ("ASCT Qingyuan"), entered into a sale and purchase agreement with Qingyuan Shengli Copper Material Co. Ltd. ("Qingyuan Shengli"), an independent party, to acquire the working capital of Qingyuan Shengli's copper smelting operations, comprising mainly cash and inventory, for RMB17.4 million ("Proposed Acquisition"). The purchase consideration was to be satisfied by the issue of 148,941,174 new ordinary shares in the issued share capital of the Company at an issue price of S\$0.022 per share ("Consideration Shares"). As disclosed in the Company's announcement of 24 August 2011, ASCT Qingyuan took over the running of Qingyuan Shengli's copper smelting business in first half of 2011.
11. On 3 May 2012, about 8 months after the first announcement on the Proposed Acquisition, the Company disclosed that CNCM had entered into securities borrowing agreements with nominees of the vendor, pursuant to which CNCM lent 74,470,588 shares (about half of the proposed number of Consideration Shares) in the Company to these nominees. The announcement stated that the Company was not a party to the securities borrowing agreements and neither CNCM nor the nominees of the vendor would have recourse to the Company in respect of these agreements.
12. On 16 September 2012, the Company announced that its relationship with the vendor had deteriorated, due to disputes over the inordinate delay in completing the Proposed Acquisition and certain operational matters. On 31 December 2012, the Company disposed of its interest in ASCT Qingyuan. On 13 August 2013, the Company announced that it had paid about S\$1.6 million to CNCM and CNCM had since returned the same amount to the Company.

APPENDIX 1

REPRIMAND FROM SGX-ST DATED 30 OCTOBER 2015

13. The Company represented to SGX that CNCM, in its capacity as substantial shareholder, had entered into the securities borrowing agreements with a view to keeping the Proposed Acquisition alive while the Company was in the process of seeking shareholders' approval for the issue of the Consideration Shares. The Company was expected to make good the loss in value to CNCM if the nominees of the vendor subsequently did not return the shares. ASCT Qingyuan had recognised S\$1.6 million as loan payable to CNCM in its accounting records on 31 July 2012, which was computed based on the number of shares lent by CNCM to the nominees of the vendor and the issue price of S\$0.022 per Consideration Share under the terms of the Proposed Acquisition. On 28 December 2012, the Company made a payment of about S\$1.6 million to CNCM. SGX notes that the 74,470,588 shares borrowed from CNCM had a market value of around S\$1.1 million as at 28 December 2012 based on the closing price of the Company's shares of S\$0.015 as at the same date. The Company's payment of about S\$1.6 million to CNCM for shares lent by CNCM to the vendor's nominees was higher than the prevailing market value. The Company's Management took the view that the payment qualified as an interested person transaction but there was no amount at risk as it arose from a non-interest-bearing loan understanding between the Company and CNCM.
14. SGX notes that the Company's explanation was contrary to its announcement of 3 May 2012 in relation to the securities borrowing arrangement. The announcement stated that CNCM and the nominees of the vendor were parties to the securities borrowing agreements and that neither of them had any recourse to the Company. If this were true, the payment to CNCM would constitute an interested person transaction under Chapter 9 of the Listing Manual. The amount at risk to the Company for its payment to CNCM would have been at least S\$1.6 million which exceeded 5% of the Group's audited net tangible assets as at 31 December 2011. The Company failed to announce the interested person transaction immediately and seek shareholders' approval for the interested person transaction as required under Listing Rules 905 and 906 respectively.
15. If the Company's payment to CNCM in December 2012 was in fact a repayment of a loan from CNCM, the Company's announcement of 3 May 2012 which stated that neither CNCM nor the nominees of the vendor would have recourse to the Company, would have been false and misleading.

Breach of Listing Rule 1014

16. On 5 September 2012, the Company announced that it proposed to dispose of its 100% interest in Soon Sing Metal Trading Sdn Bhd ("Soon Sing Metal").
17. The Company announced on 31 July 2013 that it had on 28 August 2012 entered into a framework agreement relating to the disposal of certain assets of the Group for an aggregate consideration of S\$9.2 million ("Framework Agreement").
18. Under the Framework Agreement, the Company proposed to dispose of the following:
- (a) 100% equity interest in Soon Sing Metal held by New Tsingyi Pte Ltd ("New Tsingyi") as well as the inventory held by Soon Sing Metal, New Tsingyi and Tsingtech Recycling Pte Ltd as at 25 August 2012 for S\$6.5 million.
 - (b) 100% equity interest in New Tsingyi Projects for S\$1;
 - (c) Demolition project at the Pfizer factory for S\$1.2 million; and
 - (d) Leasehold industrial property at 22 Sungei Kadut Street 3 for S\$1.5 million.

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19. Further to the signing of the Framework Agreement, separate agreements for each of the sale items (a) to (d) above were entered into between 23 August 2012 and 31 August 2012. Except for the announcement of 5 September 2012 in relation to the disposal of Soon Sing Metal, the Company did not disclose any of the other proposed disposals under the Framework Agreement until 31 July 2013. The sale items had an aggregate net asset value of approximately S\$7.2 million which was material when compared to the net liabilities of the Group of S\$2.875 million as at 30 June 2012. The aggregate consideration of S\$9.2 million also exceeded 20% of the market capitalisation of the Company of S\$18,103,859 as at 27 August 2012 (being the market day preceding the date of the Framework Agreement). The Framework Agreement as a whole is a major transaction which is required to be disclosed immediately and be subject to shareholders' approval under Listing Rule 1014.
20. The Framework Agreement was entered into on 28 August 2012 but only announced on 31 July 2013. The proposed disposals of sale items (a) to (c) were already completed at the time of announcement of the Framework Agreement on 31 July 2013.
21. In consultation with SGX, the Company sought shareholders' approval for the disposal of the industrial property via the disposal of its equity interest in New Tsingyi at an extraordinary general meeting held on 23 June 2014.
22. The Company failed to announce the Framework Agreement in a timely manner and seek prior shareholders' approval for the Framework Agreement as required under Listing Rule 1014.

SGX reports case to the authorities

23. SGX has referred the rule breaches to the relevant authorities.

-End-

APPENDIX 2
ANNOUNCEMENTS RELEASED VIA SGXNET ON 27 DECEMBER 2019

metech

铭泰国际

METECH INTERNATIONAL LIMITED
(Company Registration No. 199206445M)
(Incorporated in the Republic of Singapore)

RESPONSES TO THE SGX-ST QUERIES DATED 26 DECEMBER 2019

The Board of Directors (the “**Board**”) of Metech International Limited (the “**Company**” or “**Metech**”, together with its subsidiaries, the “**Group**”) would like to announce its responses to the questions raised by the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) on 26 December 2019 in relation to the Company’s announcement dated 24 December 2019 regarding the appointment of independent director, Mr Chng Hee Kok (“**Mr Chng**”) (“**24 December Announcement**”) as follows:

Query 1: Please elaborate on the circumstances and Mr Chng’s role – S\$5,000 fine in Aug 2007 under s156 of CA, and was giving a warning under s2(B)(b) of Prevention of Corruption Act, Chapter 21.

Company’s response:

The offence was committed when Mr Chng was CEO of NTUC Club. The NTUC Club owned a number of private limited companies and Mr Chng was a director in those entities. Mr Chng was fined S\$5,000 in Aug 2007 for failure to disclose his beneficial interest in a company that had dealings with three firms in the NTUC Group where he was a director. Although Mr Chng had previously made verbal declarations of his involvements to the other directors and those directors were aware of his involvement, he failed to provide a written declaration of his interests resulting in the authorities issuing him a fine. In the course of recording Mr Chng’s statements, he provided certain information which were deemed to be false or misleading, and for that, he was given a written warning under Section 28B(b) Prevention of Corruption Act.

Query 2: Mr Chng is currently a director of 8 other listed companies:

- (i) **What is NC’s assessment on Mr Chng’s ability to devote sufficient time and resources as the ID of Metech given his commitment on the other listed companies?**

Company’s response:

With reference to the 24 December Announcement, the NC took into consideration that Mr Chng had since retired from remunerative employment, and the experience he has as a director on listed companies. In addition, Mr Chng had a good attendance record on his other entities and represented that he did not have any issues in managing his time to cater to all the meetings where he holds directorship on.

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The NC took in feedback from shareholders in the annual general meeting held on 29 October 2019 to strengthen its existing Board. The NC was of the view that Mr Chng's experience would diversify the existing Board. Mr Chng will be writing to his other boards to seek their concurrences and provided assurance that he will be able to devote sufficient time and effort to the affairs of the Company.

- (ii) **Please provide the Sponsor's views on the above as well.**

Sponsor's Responses:

The Sponsor took into account the NC's assessment and based on its interview with Mr Chng prior to his appointment, the Sponsor took into consideration that Mr Chng does not have a full-time employment, his attendance at board and committee meetings of the listed companies where he is a director of, and he does not hold executive positions on his existing directorships.

- (iii) **Did Mr Chng obtain concurrence from the 8 companies for which he is on the boards of, as to his ability to devote sufficient time and resources to each of his appointments? Otherwise, please do so.**

Company's response:

Mr Chng will seek to obtain concurrence from his other listed entities on his appointment to the Company.

Query 3: Mr Chng was appointed as ED on HG Metal Manufacturing Ltd from 2010 to 2011. HG Metal undertook a review of transactions in Oct 2014. Please elaborate on Mr Chng's role, and whether was involved/mentioned in the review in any way.

Company's response:

As disclosed in the announcement on 24 December 2019, Mr Chng was appointed as CEO of HG Metal Manufacturing Ltd ("**HG Metal**") in 2011 and ceased to be a CEO of HG Metal in 2012. Mr Chng is not aware that HG Metal had undertaken a review of transactions in October 2014. As he was not aware of this review, he believed that he was in no way mentioned or involved in the review.

APPENDIX 2
ANNOUNCEMENTS RELEASED VIA SGXNET ON 27 DECEMBER 2019

Query 4: Can the sponsor please confirm and provide basis for its independence from the Metech BOD. Please provide details such as dates of appointment of the directorships of the relevant persons.

Sponsor Response

As part of the obligations as continuing Sponsors, RHT Capital Pte Ltd. ("**RHTC**") is independent of and does not have conflict of interests with all our sponsored issuers as mandated by the Listing Manual Section B: Rules of the Catalist. ("**Catalist Rules**"), including Metech BOD. In reaching this conclusion, RHTC took into consideration the following:

- None of the directors of Metech's BOD, and/or their associates, holds any board position on RHTC's Board and subcommittee.
- RHTC does not have any interest and Board representations in Metech and the companies where Metech's BOD holds directorship in.
- Metech does not have any shareholding interest in RHTC.
- None of the Directors in Metech, nor any other sponsored issuers and other affiliated companies relating to RHTC is involved in the operations of RHTC.
- RHTC has existing controls and procedures in place to mitigate potential conflicts of interests between RHTC and its sponsored issuers.

RHTC and all subsidiaries under RHT Group of Companies are independent of one another with different business models and operate differently. There are existing controls and procedures in place to ensure that conflict of interests between RHTC and other RHT entities is adequately mitigated.

Please find the table below summarizing the dates of appointment of the directorships of the Metech BOD:

Directors of Metech	Appointment date
Mr. Simon Eng	10 November 2014, 28 October 2015 (re-appointment) 29 October 2019 (re-appointment)
Mr. Chay Yiowmin	3 April 2019 29 October 2019 (re-appointment)
Mr. Ricky Sim Eng Huat	1 July 2015 31 October 2018 (re-appointment)
Mr. Chng Hee Kok	26 December 2019
Mr. Liu Changsheng	1 September 2019 29 October 2019 (re-appointment)

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Query 5: In respect of Mr Simon Eng, the Chairman and CEO, Please explain and elaborate on the ‘negative confirmation’ responses to qns (a) to (k) under Appendix 7F of the Catalist Rules, in page 20 of the Company’s 2019 Annual Report.

Catalist Rule 720(5) was amended with effect from 1 January 2019 and the Company’s Annual Report for the financial year ended 2019 was the first annual report following the amendment of the Catalist Rule 720(5), which requires the issuer to provide information as set out in Appendix 7F in respect of directors seeking re-appointment. Mr. Simon Eng (“**Mr Eng**”), who was clearing the Company’s Annual Report 2019, was focused on ensuring the facts and figures of the Annual Report were accurate therein and had inadvertently omitted the information required under Appendix 7F. Mr Eng has noted the oversight and will be mindful of regulatory changes when clearing future annual reports of the Company. The Company is also reviewing its internal process to ensure that all departments involved are familiar with the regulatory requirements and changes. In light of the above, the Company will be promptly releasing the corrigendum to the Annual Report 2019 to reflect the updated Appendix 7F for Mr Simon Eng.

By Order of the Board
METECH INTERNATIONAL LIMITED

Simon Eng
Chief Executive Officer
27 December 2019

*The announcement had been prepared by the Company and its contents have been reviewed by the Company’s sponsor, RHT Capital Pte. Ltd. (the “**Sponsor**”) for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) Listing Manual Section B: Rules of Catalist. The Sponsor has not independently verified the contents of this announcement.*

This announcement has not been examined or approved by the SGX-ST. The SGX-ST assumes no responsibility for the contents of this announcement including the correctness of any of the statements or opinion made or reports contained in this announcement.

The contact person for the Sponsor is Mr. Shervyn Essex, Registered Professional, Registered Professional, RHT Capital Pte. Ltd., 9 Raffles Place #29-01, Republic Plaza Tower 1, Singapore 048619. Tel: 6381 6757.

APPENDIX 2
ANNOUNCEMENTS RELEASED VIA SGXNET ON 27 DECEMBER 2019

metech

铭泰国际

METECH INTERNATIONAL LIMITED
(Company Registration No. 199206445M)
(Incorporated in the Republic of Singapore)

CORRIGENDUM TO ANNUAL REPORT 2019

The Board of Directors (the “**Board**”) of Metech International Limited (the “**Company**” or “**Metech**”, together with its subsidiaries, the “**Group**”) refers to the Company’s Annual Report for the financial year ended 30 June 2019 (the “**Annual Report 2019**”) which was announced to SGX-ST via SGXNET on 10 October 2019 and the Company’s announcement dated 27 December 2019 regarding responses to the SGX-ST queries dated 26 December 2019 (“**Previous Announcements**”).

Corrigendum to the Annual Report 2019

Pursuant to the Previous Announcements, below is the updated information of the re-appointed director, Mr Simon Eng in relation to Rule 720(5) of the Listing Manual Section B: Rules of the Catalist (“**Catalist Rules**”):

Name of Director	Simon Eng
Date of Appointment	10 November 2014
Date of last re-appointment (if applicable)	28 October 2015
Age	60
Country of principal residence	Singapore
The Board’s comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Board, having considered the NC’s recommendations and based on the qualifications and working experience of Mr Simon Eng, is of the view that he has the requisite experience and capabilities as an Executive Director of the Company.
Whether appointment is executive, and if so, the area of responsibility	Executive. Overall business strategy and development of the Group and Board’s duties.
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Executive Director, Chairman and CEO
Professional qualifications	Mr Eng graduated from the University of Hamburg, West Germany, as a Naval Architect under a Singapore Public Service Commission scholarship in 1985 and subsequently studied at the Harvard Business School in the United States under a government post-graduate sponsorship.

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Working experience and occupation(s) during the past 10 years	After leaving the civil service in 2004 and up till 2007, Mr Eng was the China CEO of United Engineers Limited (UE). He had also been an adviser to Tembusu Partners and ST Electronics. In 2008, Mr Eng set up a waste and wastewater treatment company to invest in treatment facilities in China. In 2009, Mr Eng joined Citicode Limited (pka Advance SCT Limited) as Chairman and CEO. He has since 24 July 2018 stepped down from his executive role and has continued as a Non-independent, non-executive Director. He remains a substantial shareholder.
Shareholding interest in the listed issuer and its subsidiaries	Please refer to Directors' Statement, Directors' interests in shares or debentures on page 50 of the Annual Report 2019.
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/ or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Nil
Conflict of interest (including any competing business)	Nil
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer (Yes/No)	Yes
Other Principal Commitments* Including Directorships	
Past 5 Years	
Present	Citicode Limited: Non-Independent, Non-Executive Director Asiapac Recycling Pte. Ltd.: Director Belle Forte Limited: Director
Any prior experience as a director of an issuer listed on the Exchange? If yes, please provide details of prior experience. If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director a listed issuer as prescribed by the Exchange. Please provide details	Not applicable, as this relates to re-appointment of director.

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<p>of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).</p>	
<p>The general statutory disclosures (items (a) to (k) of Appendix 7F) of Mr Simon Eng are as follows:</p>	
<p>(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?</p>	<p>No</p>
<p>(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?</p>	<p>No</p>
<p>(c) Whether there is any unsatisfied judgment against him?</p>	<p>No</p>
<p>(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?</p>	<p>No</p>

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<p>(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?</p>	<p>No</p>
<p>(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?</p>	<p>No</p>
<p>(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?</p>	<p>No</p>
<p>(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?</p>	<p>No</p>
<p>(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or</p>	<p>No</p>

APPENDIX 2
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temporarily enjoining him from engaging in any type of business practice or activity?	
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of :—	
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No
(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No
(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere,	No
in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	<p>Mr Simon Eng was until mid 2018 the Chairman and CEO in Advance SCT Limited (“Advance SCT”), now known as Citicode Limited, a company listed on the Mainboard of SGX-ST. Advance SCT was reprimanded by SGX-ST on 30 October 2015 for breaches of the following Listing Rules:</p> <p>(a) Listing Rule 703 for the failure to promptly disclose material information on the arbitration claim of RMB 42.8 million lodged against the Company, Advance SCT (Qingyuan) Co. Ltd and Mr Eng himself for the outstanding purchase consideration and operational costs incurred in relation to the proposed acquisition of the working capital of Qingyuan Shengli’s Copper Material Co. Ltd.;</p>

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	<p>(b) Listing Rules 905 and 906 for the failure to promptly disclose and to seek shareholders' approval for the payment of about S\$1.6 million to CNCM Capital Pte Ltd, an interested person under Chapter 9 of the Listing Manual; and</p> <p>(c) Listing Rule 1014 for the failure to promptly disclose and to seek shareholders' approval for the major disposal of certain assets of the Group, including the 100% equity interests in Soon Sing Metal Trading Sdn Bhd and New Tsingyi (Projects) Pte Ltd, a demolition project as well as an industrial property.</p> <p>Mr Simon Eng was being reprimanded for his role in Advance SCT's breaches and in addition, for failing to comply with Listing Rule 103(5) to act in the interests of shareholders as a whole.</p> <p>Please refer to Advance SCT's announcement dated 30 October 2015 for more details.</p> <p>In 2014, Mr Eng received a warning letter from the Monetary Authority of Singapore for late disclosure of the change of interest in Teledata Limited (which since has been delisted) as a result of a placement by the company.</p>
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Save for the amendments above, all other details set out in the Annual Report 2019 remain unchanged.

By Order of the Board
METECH INTERNATIONAL LIMITED

Simon Eng
Chief Executive Officer
27 December 2019

The announcement had been prepared by the Company and its contents have been reviewed by the Company's sponsor, RHT Capital Pte. Ltd. (the "Sponsor") for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalyst. The Sponsor has not independently verified the contents of this announcement.

This announcement has not been examined or approved by the SGX-ST. The SGX-ST assumes no responsibility for the contents of this announcement including the correctness of any of the statements or opinion made or reports contained in this announcement.

The contact person for the Sponsor is Mr. Shervyn Essex, Registered Professional, Registered Professional, RHT Capital Pte. Ltd., 9 Raffles Place #29-01, Republic Plaza Tower 1, Singapore 048619. Tel: 6381 6757.

APPENDIX 3
NOTICE OF COMPLIANCE DATED 27 DECEMBER 2019 ISSUED BY SGX REGCO



Our Ref: REG/LC/GT/JH/NOC-MIL

27 December 2019

The Board of Directors

Metech International Limited

65 Tech Park Crescent

Singapore 637787

PRIVATE & CONFIDENTIAL

Dear Sirs,

METECH INTERNATIONAL LIMITED ("METECH" OR THE "COMPANY", TOGETHER WITH ITS SUBSIDIARIES, THE "GROUP")

NOTICE OF COMPLIANCE (THE "NOTICE")

1. Singapore Exchange Regulation ("**SGX RegCo**" or the "**Exchange**") refers to:
 - (a) SGXNet announcement dated 10 October 2019 (Announcement Reference No: SG191010OTHRQJ4) entitled "*Annual Reports and Related Documents*" (the "**FY2019 Annual Report**");
 - (b) Results of FY2019 AGM dated 29 October 2019 (Announcement Reference No: SG191010MEETCH8F) entitled "*REPL::ANNUAL GENERAL MEETING::VOLUNTARY*" (the "**FY2019 AGM Results**"); and
 - (c) Public Reprimand dated 30 October 2015 entitled "*SGX reprimands Advance SCT, chairman and CEO Simon Eng and Non-executive Director Peter Choo*" (the "**Public Reprimand**").

Background

2. Pursuant to Regulation 89 of the Company's Constitution, one-third of the Board are to retire from office by rotation and be subject to re-appointment at the Company's Annual General Meeting ("**AGM**").
3. The Chairman, CEO and Executive Director of the Group, Mr Simon Eng, was last re-appointed to the Board on 28 October 2015. Accordingly, Mr Simon Eng sought re-appointment as a Director at the Company's FY2019 AGM held on 29 October 2019.
4. At the FY2019 AGM, shareholders holding approximately 29% shareholding in the Company were present and eligible to vote on the re-election of Mr Simon Eng. The resolution was approved by 99.99% of these shareholders.

Singapore Exchange Regulation Pte Ltd
Company Reg No. 201709600D

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sgx.com

APPENDIX 3

NOTICE OF COMPLIANCE DATED 27 DECEMBER 2019 ISSUED BY SGX REGCO



5. Catalyst Rule 720(5) require information set out in Appendix 7F relating to the candidate to be proposed for re-election, to be included in the notice of meeting, annual report or relevant circular.
6. In relation to the proposed re-election of Mr Simon Eng, we note the Company had disclosed "*Negative Confirmation*" under "*Response to questions (a) to (k) under Appendix 7F of the Catalyst Rules*" in the FY2019 Annual Report.
7. In particular, paragraph (k) of Appendix 7F of the Catalyst Rules requires the proposed director to confirm if he has ever been the subject of any current or past investigation or disciplinary proceedings, or **has been reprimanded** or issued any warning, by the Monetary Authority of Singapore or **any other regulatory authority, exchange, professional body or government agency, whether in Singapore** or elsewhere.
8. Mr Simon Eng was publicly reprimanded by the Exchange for various breaches of the Listing Rules in respect of his role as the Chairman and CEO of Advance SCT Limited ("**Advance SCT**") in the Public Reprimand published on 30 October 2015.
9. Given the Public Reprimand, the Company's disclosure in the FY2019 Annual Report on the "*Negative Confirmation*" to paragraph (k) of Appendix 7F of the Catalyst Rules in relation to Mr Simon Eng is inaccurate.
10. The resolution on the re-appointment of Mr Simon Eng as a Director of Metech was therefore approved by the shareholders at the FY2019 AGM based on **inaccurate and incomplete information**.

Exchange's Directives

11. With the objective of allowing shareholders to make an informed decision with regards to the re-election of Mr Simon Eng as a Director of the Company, pursuant to Catalyst Rule 305(1)(k), the Exchange requires the Company to re-convene an Extraordinary General Meeting ("**EGM**") to vote on the resolution to re-elect Mr Simon Eng as a Director of the Company.
12. The Company is to include in the circular to the EGM, details of the Public Reprimand against Mr Simon Eng, and to provide disclosures required under Catalyst Rule 720(5), read with Appendix 7F.
13. Please note that this Notice is an official notification to the Company with immediate effect.
14. SGX RegCo will be investigating the circumstances resulting in the non-disclosure of the Public Reprimand in the Company's FY2019 Annual Report. We will review the Company and its Continuing Sponsor's compliance with the Catalyst Rules, and the discharge of their duties and obligations. Notwithstanding this Notice, if any breaches of the Catalyst Rules are found, SGX RegCo will take the appropriate regulatory action.
15. Pursuant to Catalyst Rule 305(4), failure to comply with the requirements imposed by the Exchange shall be deemed to be a contravention of the Rules.

APPENDIX 3
NOTICE OF COMPLIANCE DATED 27 DECEMBER 2019 ISSUED BY SGX REGCO



16. Please note that compliance with this Notice does not constitute a waiver of any kind, and SGX RegCo reserves the right to take disciplinary action against the Company and / or Relevant Persons for breaches of the Listing Rules, including any failure to comply with the requirements imposed by the Exchange.

Yours faithfully,

A handwritten signature in black ink, appearing to read "msm", with a small dot above the first letter.

June Sim
Senior Vice President
Head, Listing Compliance
Singapore Exchange Regulation

cc: Mr Shervyn Essex, RHT Capital Pte. Ltd.

NOTICE OF EXTRAORDINARY GENERAL MEETING

metech

铭泰国际

METECH INTERNATIONAL LIMITED

(Company Registration No. 199206445M)
(Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Metech International Limited (the “**Company**”) will be held at 65 Tech Park Crescent, Singapore 637787 on 30 January 2020 at 11.00 a.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without modification:

ORDINARY RESOLUTION – THE PROPOSED RE-APPOINTMENT OF MR WENG HUA YU @ SIMON ENG AS DIRECTOR OF THE COMPANY

That Mr Weng Hua Yu @ Simon Eng, a director retiring under Regulation 89 of the Company’s Constitution, be re-appointed as a director of the Company.

By order of the Board

Ng Siew Hoong
Company Secretary

14 January 2020

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. A member of the Company entitled to attend and vote at the Extraordinary General Meeting may appoint no more than two (2) proxies to attend and vote on his 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.
2. Pursuant to Section 181 of the Act, any member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend and vote at the Extraordinary General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two proxies, the appointments shall be invalid unless the member specifies the number of shares in relation to which each proxy has been appointed.
“relevant intermediary” means:
 - (a) a banking corporation licensed under the Banking Act, Cap. 19 of Singapore, 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 Board holds those shares in the capacity of an intermediary pursuant to or in accordance with the subsidiary legislation.
3. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholding to be represented by each proxy. If no such proportion or number is specified, the first named proxy may be treated as representing 100.0% of the shareholding and any second named proxy as an alternate to the first named.
4. The instrument appointing a proxy must be deposited at the registered office of the Company at 65 Tech Park Crescent, Singapore 637787 not less than 72 hours before the time for holding the Extraordinary General Meeting.
5. A Depositor shall not be regarded as a member of the Company entitled to attend and vote at the Extraordinary General Meeting unless his name appears on the Depository Register maintained by The Central Depository (Pte) Limited 72 hours before the time appointed for the said Meeting.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting 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 Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (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, “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.

PROXY FORM

METECH INTERNATIONAL LIMITED

(Company Registration No. 199206445M)
(Incorporated in the Republic of Singapore)

IMPORTANT:

1. A relevant intermediary may appoint more than two (2) proxies to attend the Extraordinary General Meeting and vote (please see Note 3 for the definition of "relevant intermediary").
2. For investors who have used their CPF monies to buy Shares in the Company, this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or is purported to be used by them.
3. Please read the notes to the Proxy Form.

PROXY FORM

(Please see Notes overleaf before completing this Proxy Form)

I/We* _____ (Name) _____ (NRIC/Passport No.)

of _____ (Address)

being a member/members* of **METECH INTERNATIONAL LIMITED** (the "Company"), hereby appoint:

Name	Address	NRIC/ Passport Number	Proportion of Shareholdings	
			No. of Shares	%
and/or (delete as appropriate)				

or, both of whom failing, the chairman of the meeting as my/our proxy/proxies to attend and vote for me/us on my/our behalf at the Extraordinary General Meeting ("EGM") of the Company, to be held at 65 Tech Park Crescent, Singapore 637787 on 30 January 2020 at 11.00 a.m. and at any adjournment thereof.

I/We* direct my/our* proxy/proxies* to vote for or against the Resolution to be proposed at the EGM as indicated hereunder. 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/proxies* will vote or abstain from voting at his/their* discretion.

(Please indicate your vote "For" or "Against" with a tick [✓] within the box provided. Alternatively, please indicate the number of votes as appropriate.)

	For	Against
Ordinary Resolution		
1. To approve the proposed re-appointment of Mr Weng Hua Yu @ Simon Eng as director of the Company	[]	[]

Dated this _____ day of _____ 2020.

Total Number of Shares	
-------------------------------	--

.....
Signature(s) of member(s)/Common Seal of corporate member

PROXY FORM

Notes:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, 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 a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. A member of the Company (other than a Relevant Intermediary¹), entitled to attend and vote at a meeting of the Company is entitled to appoint one or two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
3. Where a member (other than a Relevant Intermediary¹) appoints two proxies, the proportion of his/her shareholding to be represented by each proxy shall be specified in the proxy form, failing which, the nomination shall be deemed to be alternative.
4. A Relevant Intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number or class of shares shall be specified).
5. Subject to note 10, completion and return of this instrument appointing a proxy shall not preclude a member from attending and voting at the EGM. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the Meeting.
6. The instrument appointing a proxy or proxies (together with the power of attorney (if any) under which it is signed or a certified copy thereof) must be deposited at the registered office of the Company at 65 Tech Park Crescent, Singapore 637787 not less than 72 hours before the time appointed for the EGM.
7. The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies 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.
8. Where an instrument appointing a proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof shall (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument of proxy may be treated as invalid.
9. A corporation which is a member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at the EGM and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
10. An investor who holds shares under the Central Provident Fund Investment Scheme ("CPF investor") and/or the Supplementary Retirement Scheme ("SRS Investor") may attend and cast his vote(s) at the EGM in person. CPF and SRS Investors who are unable to attend the EGM but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the EGM to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the EGM.
11. The Company shall be entitled to reject the instrument appointing a proxy or proxies which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of a member whose shares are entered against his/her name in the Depository Register, the Company shall be entitled to reject any instrument of proxy lodged if such member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at 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 a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms as set out in the Notice of EGM dated 14 January 2020.

¹ 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; or
- (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 Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

