

**ME**Tech  
INTERNATIONAL  
**METECH INTERNATIONAL LIMITED**  
(Company Registration No. 199206445M)  
(Incorporated in Singapore)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Metech International Limited (the "Company") will be held at 65 Tech Park Crescent, Singapore 637787 on Wednesday, 28 October 2015 at 9.30 a.m. for the following purposes:

**AS ORDINARY BUSINESS**

1. To receive and adopt the Directors' Report and the Audited Financial Statements of the Company for the financial year ended 30 June 2015 together with the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect Mr. Loh Eu Tse Derek as a director of the company retiring pursuant to Article 89 of the Articles of Association of the Company: **(Resolution 2)**  
*Mr. Loh Eu Tse Derek will, upon re-election as a Director of the Company, remain as Chairman of the Remuneration Committee and a member of the Audit and Nominating Committees and will be considered independent for the purpose of Rule 704(7) of the Listing Manual (Section B: Rules of Catalyst) of the Singapore Exchange Securities Trading Limited ("SGX-ST").*
3. To re-elect Mr. Weng Hua Yu @ Simon Eng as a director of the company retiring pursuant to Article 88 of the Articles of Association of the Company. **(Resolution 3)**
4. To re-elect Mr. Sim Eng Huat as a director of the company retiring pursuant to Article 88 of the Articles of Association of the Company: **(Resolution 4)**  
*Mr. Sim Eng Huat will, upon re-election as a Director of the Company, remain as Chairman of the Nominating Committee and a member of the Audit and Remuneration Committees and will be considered independent for the purpose of Rule 704(7) of the Listing Manual (Section B: Rules of Catalyst) of the SGX-ST.*
5. To approve the payment of Directors' Fees of S\$93,000 for the year ending 30 June 2016 (FY2015: S\$93,000). **(Resolution 5)**
6. To re-appoint Messrs Moore Stephens LLP as Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 6)**
7. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

**AS SPECIAL BUSINESS**

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

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

That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual (Section B: Rules of Catalyst) of the SGX-ST, the Directors of the Company be authorised and empowered to:

- (a) (i) issue shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and
- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force, provided that:
  - (1) the aggregate number of Shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed hundred per centum (100%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
  - (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed, after adjusting for:
    - (a) new Shares arising from the conversion or exercise of any convertible securities;
    - (b) new Shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
    - (c) any subsequent bonus issue, consolidation or subdivision of shares;
  - (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act, Cap. 50 and the Articles of Association for the time being of the Company; and
  - (4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier. **(Resolution 7)**

[See Explanatory Note (i)]

**9. Authority to Allot and Issue Shares under the Metech International Limited Performance Share Plan**

That pursuant to Section 161 of the Companies Act, Cap 50, the Directors be authorised to:

- (a) grant awards ("Awards") in accordance with the provisions of the Metech International Limited Performance Share Plan ("Plan"); and
- (b) issue and allot and/or transfer from time to time such number of Shares in the capital of the Company as may be required to be issued and/or transferred in respect of all Awards granted under the Plan, provided that:
  - (1) the aggregate number of Shares that may be issued pursuant to Awards granted under the Plan on any date, when added to the number of new Shares issued and/or issuable and/or existing Shares transferred and/or transferrable in respect of all Awards granted under the Plan, the Metech International Limited Employee Share Option Scheme and any other share scheme which the Company may implement from time to time, shall not exceed fifteen per cent. (15%) of the total issued Shares in the capital of the Company (excluding treasury shares); and
  - (2) the aggregate number of Shares that may be issued to controlling shareholders and their associates must not exceed twenty five per cent. (25%) of the Shares available under the Plan; and the number of Shares that may be issued to each controlling shareholder or his associate must not exceed ten per cent. (10%) of the Shares available under the Plan. **(Resolution 8)**

[See Explanatory Note (ii)]

**10. Authority to Allot and Issue Shares under the Metech International Limited Employee Share Option Scheme**

That pursuant to Section 161 of the Companies Act, Cap 50, the Directors be authorised to:

- (a) grant Options ("Options") in accordance with the provisions of the Metech International Limited Employee Share Option Scheme (the "Scheme"); and
- (b) issue and allot and/or transfer from time to time such number of Shares in the capital of the Company as may be required to be issued and/or transferred in respect of all Options granted under the Scheme, provided that:
  - (1) the aggregate number of Shares over which Options may be granted pursuant to the Scheme, when added to the number of new Shares issued and/or issuable and/or existing Shares transferred and/or transferrable in respect of all Options granted under the Scheme, the Plan and any other share scheme which the Company may implement from time to time, shall not exceed fifteen per cent. (15%) of the total issued Shares in the capital of the Company (excluding treasury shares); and
  - (2) the aggregate number of Shares that may be issued to controlling shareholders and their associates must not exceed twenty five per cent. (25%) of the Shares available under the Scheme; and the number of Shares that may be issued to each controlling shareholder or his associate must not exceed ten per cent. (10%) of the Shares available under the Scheme. **(Resolution 9)**

[See Explanatory Note (iii)]

By Order of the Board

Shirley Lim Guat Hua  
Company Secretary  
Singapore, 13 October 2015

**Explanatory Notes:**

- (i) The Ordinary Resolution 7 in item 8 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue Shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 100% of the total number of issued Shares (excluding treasury shares) in the capital of the Company, of which up to 50% may be issued other than on a pro-rata basis to shareholders.
- (ii) The Ordinary Resolution 8 in item 9 above, if passed, will empower the Directors of the Company to issue and allot shares in the Company of up to a number not exceeding, in total, 15% of the total number of issued shares (excluding treasury shares) in the capital of the Company under the Plan. The aggregate number of Shares to be issued and allotted to controlling shareholders and their associates must not exceed 25% of the Shares available under the Plan. The aggregate number of Shares to be issued and allotted to each controlling shareholder must not exceed 10% of the Shares available under the Plan.
- (iii) The Ordinary Resolution 9 in item 10 above, if passed, will empower the Directors of the Company to allot and issue shares in the Company of up to a number not exceeding, in total, 15% of the total number of issued shares (excluding treasury shares) in the capital of the Company under the Scheme. The aggregate number of Shares to be issued and allotted to controlling shareholders and their associates must not exceed 25% of the Shares available under the Scheme. The aggregate number of Shares to be issued and allotted to each controlling shareholder must not exceed 10% of the Shares available under the Scheme.

**Notes:**

1. A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint not more than two proxies to attend and vote in his/her stead.
2. Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies. A proxy need not be a Member of the Company.
3. If the member is a corporation, the instrument appointing the proxy must be executed under seal or the hand of an officer or attorney duly authorised.
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 forty-eight (48) hours before the time appointed for holding the Annual General Meeting.

**Personal Data Privacy:**

Where a shareholder of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder'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 Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 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, the "Purposes"), (ii) warrants that where the shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder 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 shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.