



铭泰国际

METECH INTERNATIONAL LIMITED

(Company Registration Number 199206445M)

(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Metech International Limited (the “**Company**”) will be convened and held at Raffles Marina, 10 Tuas West Drive, Singapore 638404 on 21 October 2022 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 30 June 2022, together with the Independent Auditors’ Report thereon.

(Ordinary Resolution 1)

2. To re-elect Mr Chng Hee Kok, who is retiring under Regulation 89 of the Company’s Constitution, as a Director of the Company. **(Ordinary Resolution 2)**

Mr Chng Hee Kok will, upon re-election as a Director of the Company, remain as an Independent Director of the Company and the Chairman of the Remuneration Committee, member of the Audit Committee and Nominating Committee. Mr Chng Hee Kok will be considered independent for the purposes of Rule 704(7) of the Rules of Catalist. Information relating to Mr Chng Hee Kok as required under Rule 720(5) of the Rules of Catalist in relation to his re-election may be found on pages 27 – 34 of the Annual Report.

3. To note the retirement of Mr. Ricky Sim Eng Huat pursuant to Regulation 89 of the Company’s Constitution.
[See Explanatory Note (a)]

4. To approve the payment of the sum of S\$220,000 as Directors fees for the financial year ending 30 June 2023, to be paid quarterly in arrears. (FY2022: S\$274,000)
[See Explanatory Note (b)]

(Ordinary Resolution 3)

5. To re-appoint Messrs Moore Stephens LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 4)**

6. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

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

7. Share Issue Mandate

That pursuant to Section 161 of the Companies Act 1967 of Singapore (the “**Act**”) and Rule 806 of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalyst (the “**Rules of Catalyst**”) and notwithstanding the provisions of the Company’s Constitution, authority be given to the Directors of the Company to:

- (a) (i) allot and issue new shares in the capital of the Company (the “**Shares**”) (whether by way of rights, bonus or otherwise); and/or
- (ii) make or grant offers, agreements or options (collectively, the “**Instruments**”) that might or would require Shares to be allotted and issued, including but not limited to the creation, allotment and issue of (as well as adjustments to) 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 that the authority conferred by this Resolution may have ceased to be in force) allot and issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution is in force,

Provided that:

- (i) the aggregate number of Shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 100 per cent. of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares to be issued other than on a *pro rata* basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50 per cent. of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (ii) below);

- (ii) (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 (i) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
- (A) new Shares arising from the conversion or exercise of any Instruments or any convertible securities;
 - (B) new Shares arising from the exercising of share options or vesting of share award, provided that the share options or the share awards were granted in compliance with Part VIII of Chapter 8 of the Rules of Catalist; and
 - (C) any subsequent bonus issue, consolidation or sub-division of Shares;
- any adjustments made in accordance with sub-paragraphs (ii)(A) or (ii)(B) above shall only be made in respect of new Shares arising from convertible securities and Instruments which were issued and outstanding and/or subsisting at the time of the passing of this Resolution.
- (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Act and the Rules of Catalist for the time being in force (unless such compliance has been waived by the SGX-ST) and the Company's Constitution for the time being; and
- (iv) (unless revoked or varied by the Company in general meeting) such authority conferred by this Resolution shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.

[See Explanatory Note (c)]

(Ordinary Resolution 5)

8. **Authority to Offer and Grant Awards and Allot and Issue Shares under the Metech International Limited Performance Share Plan**

That the Directors of the Company be authorised to:

- (a) offer and grant awards (the "**Awards**") in accordance with the provisions of the Metech International Limited Performance Share Plan (the "**Plan**") and pursuant to Section 161 of the Act:
 - (i) to allot and issue from time to time such number of fully-paid new Shares as may be required to be delivered pursuant to the vesting of the Awards under the Plan; and

- (ii) (notwithstanding the authority conferred by this resolution may have ceased to be in force) to allot and issue from time to time such number of fully-paid new Shares as may be required to be delivered pursuant to any Awards granted by the Directors in accordance with the Plan while the authority conferred by this resolution was in force, and
- (b) subject to the same being allowed by law, apply any Shares purchased under any share purchase mandate and to deliver such existing Shares (including treasury Shares) towards the satisfaction of Awards granted under the Plan,

Provided that:

the aggregate number of Shares to be issued or transferred pursuant to the Awards under the Plan on any date, when aggregated with the number of Shares over which options or awards are granted under any other share option schemes or share schemes of the Company, shall not exceed fifteen per cent (15%) of the total number of issued Shares of the Company excluding subsidiary holdings (as defined in the Rules of Catalyst) and treasury Shares on the day preceding that date.

[See Explanatory Note (d)].

(Ordinary Resolution 6)

9. **Authority to Offer and Grant Options and Allot and Issue Shares under the Metech International Limited Employee Share Option Scheme**

That the Directors of the Company be authorised to:

- (a) offer and grant options (the “**Options**”) in accordance with the provisions of the Metech International Limited Employee Share Option Scheme (the “**Scheme**”) and pursuant to Section 161 of the Act:
 - (i) to allot and issue from time to time such number of fully-paid new Shares as may be required to be delivered pursuant to the vesting of the Options under the Scheme; and
 - (ii) (notwithstanding the authority conferred by this resolution may have ceased to be in force) to allot and issue from time to time such number of fully-paid new Shares as may be required to be delivered pursuant to any Options granted by the Directors in accordance with the Scheme while the authority conferred by this resolution was in force, and
- (b) subject to the same being allowed by law, apply any Shares purchased under any share purchase mandate and to deliver such existing Shares (including treasury Shares) towards the satisfaction of Options granted under the Scheme,

Provided that:

the aggregate number of Shares to be issued or transferred pursuant to the Options under the Scheme on any date, when aggregated with the number of Shares over which options or awards are granted under any other share option schemes or share schemes of the Company, shall not exceed fifteen per cent (15%) of the total number of issued Shares of the Company excluding subsidiary holdings (as defined in the Rules of Catalist) and treasury Shares on the day preceding that date.

[See Explanatory Note (e)].

(Ordinary Resolution 7)

By Order of the Board

Samantha Hua Lei

Executive Director and CEO

6 October 2022

Explanatory Notes:

- (a) Mr Ricky Sim Eng Huat will retire by rotation at the Annual General Meeting pursuant to Regulation 88 of the Company's Constitution and will not be offering himself for re-election. Accordingly, Mr Ricky Sim Eng Huat will cease to be the Non-Executive and Independent Director, Chairman of the Nominating Committee and member of the Remuneration Committee and Audit Committee after the conclusion of the Annual General Meeting.
- (b) **Ordinary Resolution 3** is to request shareholders' approval for payment of Directors' fees on a current year basis, calculated based on a basic fee and the number of chairmanships and memberships on board committees and assuming that all non-executive Directors will hold office for the full year.
- (c) **Ordinary Resolution 5** if passed, is to empower the Directors of the Company, effective until the conclusion of the next annual general meeting of the Company, or the day 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 earlier, to allot and issue Shares in the capital of the Company and/or Instruments (as defined above). The aggregate number of Shares to be issued pursuant to resolution 5 (including Shares to be issued in pursuance of Instruments made or granted) shall not exceed one hundred per cent (100%) of the total number of issued Shares excluding subsidiary holdings (as defined in the Rules of Catalist) and treasury Shares of the Company, with a sub-limit of fifty per cent (50%) for Shares issued other than a *pro rata* basis (including Shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to shareholders.
- (d) **Ordinary Resolution 6** if passed, is to authorise the Directors of the Company to (a) offer and grant Awards in accordance with the provisions of the Plan and pursuant to section 161 of the Act; and (b) subject to the same being allowed by law, apply any Shares purchased under any share purchase mandate and to deliver such existing Shares (including treasury Shares) towards the satisfaction of Awards granted under the Plan, provided always that the aggregate number of Shares to be issued or transferred pursuant to the Awards under the Plan on any date, when aggregated with the number of Shares over which options or awards are granted under any other share option schemes or share schemes of the Company, shall not exceed fifteen per cent (15%) of the total number of issued Shares of the Company excluding subsidiary holdings (as defined in the Rules of Catalist) and treasury Shares on the day preceding that date.
- (e) **Ordinary Resolution 7** if passed, is to authorise the Directors of the Company to (a) offer and grant Options in accordance with the provisions of the Scheme and pursuant to section 161 of the Act; and (b) subject to the same being allowed by law, apply any Shares purchased under any share purchase mandate and to deliver such existing Shares (including treasury Shares) towards the satisfaction of Options granted under the Scheme, provided always that the aggregate number of Shares to be issued or transferred pursuant to the Options under the Scheme on any date, when aggregated with the number of Shares over which options or awards are granted under any other share option schemes or share schemes of the Company, shall not exceed fifteen per cent (15%) of the total number of issued Shares of the Company excluding subsidiary holdings (as defined in the Rules of Catalist) and treasury Shares on the day preceding that date.

Important Notes to Shareholders on arrangements for the Annual General Meeting:

1. The Annual General Meeting ("AGM") will be held at Raffles Marina, 10 Tuas West Drive, Singapore 638404 on 21 October 2022 at 10.00 a.m.. **There will be no option for Shareholders to participate virtually.**
2. Printed copies of this Notice of AGM, the Proxy Form and the Annual Report for the financial year ended 30 June 2022 (the "**FY2022 Annual Report**") will not be sent to Shareholders. This Notice of AGM, Proxy Form and the FY2022 Annual Report may be accessed at the Company's website at the URL <https://www.metechinternational.com>. This Notice of AGM, Proxy Form and the FY2022 Annual Report are also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.
3. Alternative arrangements relating to attendance at the AGM, submission of comments, queries and/or questions to the Company in advance of the AGM, addressing of substantial and relevant comments, queries and/or questions prior to the AGM and voting by appointing a proxy, are set out in this Notice of AGM under the section below titled "*Summary of Key Dates and Times*".

4. **A Shareholder (whether individual or corporate) may vote live at the AGM or may appoint a proxy, including the Chairman of the AGM, to attend, speak and vote on his/her/its behalf at the AGM if such Shareholder wishes to exercise his/her/its voting rights at the AGM.** The Proxy Form for the AGM may be accessed at the Company's website at the URL <https://www.metechinternational.com> and is also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>. Where a Shareholder (whether individual or corporate) appoints the Chairman of the AGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of proxy for that resolution will be treated as invalid. In addition, if no specific direction as to voting is given for the individual(s) named above, the proxy/proxies will vote or abstain from voting at his/their discretion, as he/they will on any other matter arising at the AGM or at any adjournment thereof.

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

5. CPF/SRS investors who wish to appoint a proxy or the Chairman of the AGM as proxy should approach their respective CPF agent banks, SRS operators or relevant intermediaries to submit their votes and/or questions relating to the resolutions tabled for approval at the AGM by 5.00 p.m. on 11 October 2022 (that is, at least seven working days before the date of the AGM).
6. Shareholders or their appointed proxy (other than the Chairman of the AGM) of the Company may speak and raise questions at the AGM. Shareholders of the Company may also submit questions relating to the resolutions tabled for approval at the AGM, together with their full name (as per CDP/CPF/SRS/Scrip-based records), identification number (e.g. NRIC/Passport/Company Registration Number), shareholding type (e.g. CDP/CPF/SRS/Scrip-based), email address and contact number to enable the Company (or its agents or service providers) to authenticate their status as Shareholders of the Company, in the following manner:
- (a) via post, be lodged with the Company's registered office at 100G Pasir Panjang Road, #04-07 Interlocal Centre, Singapore 118523; or
 - (b) via email, be submitted to the Company's email at shareholder@metechinternational.com,

in either case, by **5.00 p.m. (Singapore Time), on 13 October 2022**. The Company will endeavour to address all substantial and relevant questions (determined by the Company in its sole discretion) received by **10.00 a.m. (Singapore Time), on 15 October 2022** (that is, at least 72 hours prior to the closing date and time for the lodgement of the Proxy Forms).

7. A proxy, including the Chairman of the AGM, need not be a Shareholder of the Company.
8. The Proxy Form must be submitted to the Company in the following manner:
- (a) via post, be lodged with the Company's registered office at 100G Pasir Panjang Road, #04-07 Interlocal Centre, Singapore 118523; or
 - (b) via email, be submitted to the Company's email at shareholder@metechinternational.com,

in any case, by **10.00 a.m. on 18 October 2022** at (that is, not less than 72 hours before the time fixed for holding the AGM). A Shareholder who wishes to submit the Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or by scanning and submitting it by way of electronic means via email to the email address provided above. **Shareholders are strongly encouraged to submit the completed Proxy Forms by way of electronic means.**

Summary of Key Dates and Times

Dates and Times	Action to be taken by Shareholders of the Company
By 5.00 p.m. (Singapore Time) on 11 October 2022	Deadline for CPF and SRS investors. CPF/SRS investors who wish to appoint a proxy or the Chairman of the AGM as proxy to approach their respective CPF agent banks, SRS operators or relevant intermediaries to submit their votes and/or questions relating to the resolutions tabled for approval at the AGM.
By 5.00 p.m. (Singapore Time) on 13 October 2022	Deadline for Shareholders to submit questions. Shareholders of the Company may submit questions relating to the Ordinary Resolutions tabled for approval at the AGM in the following manner: (a) via post to the Company's registered address at 100G Pasir Panjang Road, #04-07 Interlocal Centre, Singapore 118523; or (b) via email to shareholder@metechinternational.com .
By 10.00 a.m. (Singapore Time) on 15 October 2022	Addressing questions. The Company will endeavour to address all substantial and relevant questions received from Shareholders relating to the Ordinary Resolutions set out in the Notice of AGM by 15 October 2022, which will be published on the Company's website at the URL www.metechinternational.com and SGXNet at the URL https://www.sgx.com/securities/company-announcements .
By 10.00 a.m. (Singapore Time) on 18 October 2022	Deadline for submission of Proxy Forms. Shareholders of the Company to submit the completed and signed Proxy Forms in the following manner: (a) via post, be lodged with the Company's registered office at 100G Pasir Panjang Road, #04-07 Interlocal Centre, Singapore 118523; or (b) via email, be submitted to the Company's email at shareholder@metechinternational.com . Shareholders of the Company are strongly encouraged to submit the completed and signed Proxy Forms via email.
10.00 a.m. (Singapore Time) on 21 October 2022	AGM. Shareholders of the Company or their appointed proxy(ies) may attend the AGM at Raffles Marina, 10 Tuas West Drive, Singapore 638404. Voting. Shareholders or their appointed proxy(ies) may vote live on the Ordinary Resolutions tabled at the AGM.
By 10.00 a.m. (Singapore Time) on 21 November 2022	Minutes of AGM. The Company will publish the minutes of AGM on the Company's website at the URL www.metechinternational.com and on SGXNet at the URL https://www.sgx.com/securities/company-announcements within one month after the AGM.

Personal data privacy:

By attending the AGM of the Company and/or any adjournment thereof and/or submitting the Proxy Form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM of the Company and/or any adjournment thereof, a member of the Company (a) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM of the Company (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), and (b) 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 or service providers), 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (c) 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.

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