MEMTECH INTERNATIONAL LTD.

(Incorporated in the Republic of Singapore)
Company Registration No. 200312032Z

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at M Hotel Singapore, Anson III, Level 2, 81 Anson Road, Singapore 079908 on Thursday, 25 April 2019 at 2.00 p.m. to transact the following business:-

As Ordinary Business

1 To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2018 and the Auditors' Report thereon. **[Resolution 1]**

2 To declare a first and final tax exempt dividend of 3.0 Singapore cents per share for the financial year ended 31 December 2018. **[Resolution 2]**

3 To approve the payment of S$189,000 as Directors' fees for the financial year ended 31 December 2018. [Year 2017: S$189,000]. **[Resolution 3]**

4 (a) To re-elect Mr Gu Cheng Hua who is retiring in accordance with Article 89 of the Company's Constitution, as Director of the Company. **[See Explanatory Note (i)]** **[Resolution 4(a)]**

(b) To re-elect Mr Chuang Tze Mon who is retiring in accordance with Article 89 of the Company's Constitution, as Director of the Company. **[See Explanatory Note (ii)]** **[Resolution 4(b)]**

(c) To re-elect Mr Teo Kiang Kok who is retiring in accordance with Article 89 of the Company's Constitution, as Director of the Company. **[See Explanatory Note (iii)]** **[Resolution 4(c)]**

5 To re-appoint Ernst & Young LLP as Auditors and to authorise the Directors to fix their remuneration. **[Resolution 5]**

As Special Business

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

(a) That the Directors be and are hereby authorised, pursuant to Section 161 of the Companies Act, Cap. 50, to:-

(i) issue shares whether by way of rights, bonus or otherwise (including shares as may be issued pursuant to any Instrument (as defined below) made or granted by the Directors while this Resolution is in force notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time of issue of such shares), and

(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 warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares issued pursuant to such authority (including shares issued pursuant to any Instrument but excluding shares which may be issued pursuant to any adjustments ("Adjustments") effected under any relevant Instrument, which Adjustment shall be made in compliance with the provisions of Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company, shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings of the Company) in the capital of the Company at the time of the passing of this resolution, and provided that the aggregate number of such shares to be issued other than on a pro rata basis in pursuance to such authority (including shares issued pursuant to any Instrument but excluding shares which may be issued pursuant to any Adjustment effected under any relevant Instrument) to the existing shareholders shall not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings of the Company) in the capital of the Company and, unless revoked or varied by the Company in 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 the earlier. **[See Explanatory Note (iv)]** **[Resolution 6(a)]**

(b) Renewal of Shares Purchase Mandate

That pursuant to Sections 76C and 76E of the Companies Act, Cap. 50 and the Constitution of the Company, the Directors of the Company be and are hereby authorised to make purchases of shares from time to time (whether by way of off-market purchases on an equal access scheme or market purchases) of up to ten per cent (10%) of the number of issued ordinary shares in the capital of the Company (ascertained as at the date of the passing of this resolution, but excluding any shares held as treasury shares and subsidiary holdings of the Company) at the price of up to but not exceeding the Maximum Price (as defined in the Appendices attached), in accordance with the Guidelines on Shares Purchases set out in the Appendices and this mandate shall, unless revoked or varied by the Company in a general meeting, continue in force until the date that the next Annual General Meeting of the Company is held or is required by law to be held, whichever is the earlier.
[See Explanatory Note (v)] **[Resolution 6(b)]**

7 To transact such other business as can be transacted at the Annual General Meeting of the Company. **[Resolution 7]**

By Order of the Board

Teo Chin Kee
Company Secretary

Singapore
9 April 2019

Notice of Books Closure Date

Notice is hereby given that the Transfer Book and Register of Members of the Company will be closed on 4 May 2019 for the purpose of determining members' entitlements to the first and final tax exempt dividend to be approved by members at the Company's Annual General Meeting to be held on 25 April 2019.

Duly completed transfers received by the Company's Share Registrar, M & C Services Private Limited, at 112 Robinson Road #05-01, Singapore 068902, up to 5.00 p.m. on 3 May 2019 will be registered before entitlements to the dividend are determined.

Members whose Securities Accounts with the Central Depository (Pte) Limited are credited with shares at 5.00 p.m. on 3 May 2019 will be entitled to the dividend.

The dividend, if approved at the Annual General Meeting, will be paid on 17 May 2019.

Explanatory Notes:

(i) Mr Gu Cheng Hua, if elected, will continue to serve as Executive Director and the Chief Executive Officer.

(ii) Mr Chuang Tze Mon, if elected, will continue to serve as Executive Director.

(iii) Mr Teo Kiang Kok, if elected, will continue to serve as the Chairman of the Remuneration Committee and a member of Audit Committee and is considered to be independent for the purpose of Rule 704(8) of the Listing Manual of SGX-ST.

Detailed information on the Directors who are proposed to be re-elected can be found under the sections entitled "Board Matters", "Corporate Governance Report" and "Additional Information on Directors Nominated for Re-election – Appendix 7.4.1 Pursuant to Rule 720(6) of the Listing Manual of SGX-ST".

(iv) Resolution 6(a) is to authorize the Directors of the Company to allot and issue shares and instruments up to 50% of the Company's total number of issued shares (excluding treasury shares and subsidiary holdings of the Company) with an aggregate sub-limit of 20% of the total number of issued shares (excluding treasury shares subsidiary holdings of the Company) in the capital of the Company for any allotments and issues of shares and Instruments not made on a pro rata basis to shareholders of the Company.

(v) Resolution no. 6(b) if passed, will renew the Shares Purchase Mandate and will authorize the Directors to purchase or otherwise acquire shares on the terms and subject to the conditions of the resolution. The rationale for, the authority and limitation on, the sources of funds to be used for the purchase or acquisition of shares by the Company pursuant to the Shares Purchase Mandate on the audited consolidated financial accounts of the Group and the Company for the financial year ended 31 December 2018, are set out in greater detail in the Appendices attached.

Proxies:

A member who is not a relevant intermediary is not entitled to appoint more than two proxies to attend, speak and vote at the meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy, failing which the nomination shall be deemed to be alternative.

A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the 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's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Cap 50.

A proxy need not be a member of the Company.

The instrument appointing a proxy must be deposited at the office of the Company's share registrar at M & C Services Private Limited, 112 Robinson Road, #05-01, Singapore 068902 not less than 48 hours before the time set for the holding of the Annual General Meeting.

Personal Data Privacy:

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