

MATEX INTERNATIONAL LIMITED
(Incorporated in the Republic of Singapore)
Company Registration No. 198904222M

RESOLUTIONS PASSED AT ANNUAL GENERAL MEETING

The following ordinary resolutions put to the Annual General Meeting of the Company on 22 April 2014 were duly passed:-

- 1 That the Directors' Report and Audited Accounts for the financial year ended 31 December 2013 and the Auditors' Report thereon be and are hereby received and adopted.
- 2 That Mr Tan Guan Liang (Chen Guanliang), who is retiring in accordance with Article 89 of the Company's Articles of Association, be and is hereby re-elected as a Director of the Company.
[Mr Tan Guan Liang (Chen Guanliang), an executive Director, will remain as the executive Director of the Company and will not be considered as an independent Director.]
- 3 That the payment of Directors' fees of S\$147,000.00 for the financial year ended 31 December 2013 be and is hereby approved.
- 4 That Ernst & Young LLP be and are hereby re-appointed as Auditors of the Company at a remuneration to be fixed by the Directors of the Company.
- 5 To consider and, if thought fit, to pass the following as Ordinary Resolutions, with or without modifications:-

That, pursuant to Section 161 of the Companies Act and Rule 806 of the Listing Manual (the "**Listing Manual**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), the Directors of the Company be authorized 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 shall 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 Instrument made or granted by the Directors 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) and convertible securities to be issued pursuant to this Resolution shall not exceed fifty per cent. (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), of which the aggregate number of Shares and convertible securities to be issued other than on a pro-rata basis to the shareholders of the Company shall not exceed twenty per cent. (20%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as at the time of passing of this Resolution);

- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares and convertible securities that may be issued under sub-paragraph (1) above on a pro-rata basis, the total number of issued Shares (excluding treasury shares) in the capital of the Company shall be based on the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
- (a) new Shares arising from the conversion or exercise of convertible securities;
 - (b) new Shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with the rules of the Listing Manual of the SGX-ST; 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 as amended from time to time (unless such compliance has been waived by the SGX-ST) and the Articles; 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 is required by law to be held, whichever is the earlier.”

Submitted by Dr Tan Pang Kee, CEO/MD on 22/04/2014 to the SGX