

METECH INTERNATIONAL LIMITED

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

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Metech International Limited (the "Company") will be convened and held by electronic means on 30 October 2020 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

Ordinary Resolution 1 To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 30 June 2020, together with the Independent Auditors' Report thereon.

Ordinary Resolution 2 To re-elect Mr. Chng Hee Kok, who is retiring under Regulation 88 of the Company's Constitution, as Director of the Company.

Mr. Chng Hee Kok will, upon re-election as a Director of the Company, remain as Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee. Mr. Chng will be considered independent for the purposes of Rule 704(7) of the Rules of Catalyst. Information relating to Mr. Chng Hee Kok as required under Rule 720(5) of the Rules of Catalyst in relation to his re-election may be found on pages 24 - 33 of the Annual Report.

Ordinary Resolution 3 To re-elect Mr. Ricky Sim Eng Huat, who is retiring by rotation under Regulation 89 of the Company's Constitution, as Director of the Company.

Mr. Ricky 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 Committee and Remuneration Committee. Mr. Sim will be considered independent for the purposes of Rule 704(7) of the Rules of Catalyst. Information relating to Mr. Ricky Sim Eng Huat as required under Rule 720(5) of the Rules of Catalyst in relation to his re-election may be found on page 24 - 33 of the Annual Report.

To note the retirement of Mr. Tay Ming Liang Clement, who is retiring under Regulation 88 of the Company's Constitution, as Director of the Company.

Mr. Tay Ming Liang Clement will retire as Executive Director of the Company upon the conclusion of the Annual General Meeting. He will remain as the Chief Executive Officer of the Company.

Ordinary Resolution 4 To approve the payment of the sum of S\$174,000 as Directors fees for the financial year ending 30 June 2021, to be paid quarterly in arrears. (FY2020: S\$128,000)
[See Explanatory Note (a)]

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

AS SPECIAL BUSINESS

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

Ordinary Resolution 6 Share Issue Mandate

THAT pursuant to Section 161 of the Companies Act, Chapter 50 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:

- (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;
- (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 Singapore Exchange Securities Trading Limited ("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 Catalyst; 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, Chapter 50, the Rules of Catalyst 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 (b)]

Ordinary Resolution 7 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:

- (1) 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; and
- (2) the aggregate number of Shares that may be issued or transferred to controlling shareholders and their associate must not exceed twenty-five per cent (25%) of the Shares available under the Plan; and the aggregate number of Shares that may be issued and transferred to each controlling shareholder or his associate must not exceed ten per cent (10%) of the Shares available under the Plan.
[See Explanatory Note (c)]

Ordinary Resolution 8 Authority to Offer and Grant Options and Allot and Issue Shares under the Metech International 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:

- (1) 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 Catalyst) and treasury Shares on the day preceding that date; and

- (2) the aggregate number of Shares that may be issued or transferred to controlling shareholders and their associate must not exceed twenty-five per cent (25%) of the Shares available under the Scheme; and the number of Shares that may be issued and transferred to each controlling shareholder or his associate must not exceed ten per cent (10%) of the Shares available under the Scheme.
[See Explanatory Note (d)]

By Order of the Board

Ng Siew Hoong
Company Secretary
14 October 2020

Explanatory Notes:

- (a) **Ordinary Resolution 4** 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. During the financial year 2020, the Company has opened a new direction for the Company's supply-chain management business. The increase in Directors' fees payable for the year ending 30 June 2021 is to closely align the Directors' fees with market practice for similar sized companies and to enable the Company to continue to attract and retain qualified and effective non-executive directors. The Directors' fees were last reviewed in 2019. Information on the revision to the Directors' fees are set out in the Company's Corporate Governance Report at page 38 of the Annual Report 2020.
- (b) **Ordinary Resolution 6** 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 7 (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 Catalyst) 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.
- (c) **Ordinary Resolution 7** 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 Catalyst) and treasury Shares on the day preceding that date. The aggregate number of Shares that may be issued to controlling shareholders and their associate must not exceed twenty five per cent (25%) of the Shares available under the Plan; and the number of Shares may be issued to each controlling shareholder or his associate must not exceed ten per cent (10%) of the Shares available under the Plan.
- (d) **Ordinary Resolution 8** 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 Catalyst) and treasury Shares on the day preceding that date. The aggregate number of Shares that may be issued to controlling shareholders and their associate 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.

Notes:

1. Pre-Registration

- (a) The Annual General Meeting of Company (the "AGM") is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. This Notice will accordingly be sent to members by electronic means via publication on the Company's website at the URL <https://www.metechinternational.com>, and will also be made available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. Printed copies of this Notice will NOT be sent to members.
- (b) Shareholders will NOT be able to physically attend the AGM in view of the current COVID-19 restriction orders in Singapore. Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of the AGM, addressing of substantial and relevant questions at, or prior to, the AGM and voting by appointing the Chairman of the Meeting as proxy at the AGM, are set out in the accompanying Company's announcement dated 14 October 2020. This announcement may be accessed at the Company's website at the URL <https://www.metechinternational.com>, and will also be made available on SGXNet at the URL <https://www.sgx.com/securities/companyannouncements>. A member will be able to participate at the AGM by watching the AGM proceedings via a "live" audio-visual webcast and audio-only feed via mobile phones, tablets or computers. In order to do so, a member must pre-register by **10.00 a.m. on 27 October 2020**, at URL <https://globalmeeting.bigbangdesign.co/metechinternational/> for the Company to authenticate his/her/its status as members. Authenticated members will receive email instructions on how to access the "live" webcast of the proceedings of the AGM by **10.00 a.m. on 29 October 2020**. Members who do not receive an email by 12 noon on 29 October 2020, but have registered by the 27 October 2020 deadline, may contact the Company's Share Registrar at htcaoscar@rhtcorporate.com with the following details: (i) members' full name; and (ii) identification/company registration number; and (iii) the manner in which the shares are held (e.g. via CDP, CPF, SRS and/ or scrip).
- (d) Investors holding shares through relevant intermediaries (as defined in Section 181 of the Companies Act) ("Investors") (other than CPFIS/SRS investors) will not be able to pre-register at URL <https://globalmeeting.bigbangdesign.co/metechinternational/> for the "live" webcast of the AGM. An Investor (other than CPFIS/SRS investors) who wish to participate in the "live" webcast of the AGM should instead approach his/her relevant intermediary as soon as possible in order for the relevant intermediary to make the necessary arrangements to pre-register. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/Passport number) to the Company's Share Registrar, RHT Corporate Advisory Pte. Ltd., via email to htcaoscar@rhtcorporate.com no later than 10.00 a.m. on 27 October 2020.

2. Submission of Proxy Form

- (a) Due to the current COVID-19 situation in Singapore, a member will not be able to attend the Annual General Meeting in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at AGM if such member wishes to exercise his/her/its voting rights at the AGM. The accompanying proxy form for the AGM may be accessed at the Company's website at the URL <https://www.metechinternational.com>, and will also be made available on SGXNet at the URL <https://www.sgx.com/securities/companyannouncements>.
- (b) Where a member (whether individual or corporate) appoints the Chairman of the Meeting 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 form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
- (c) The proxy form is not valid for use by Investors (including CPFIS/SRS investors) and shall be ineffective for all intents and purposes if used or purported to be used by them. An investor who wish to vote should instead approach his/her/its relevant intermediary as soon as possible to specify his/her/its voting instructions. A CPFIS/SRS investor who wishes to vote should approach his/her CPF Agent Bank or SRS Operator by 5.00 p.m. on 20 October 2020, being 7 working days before the date of the AGM to submit his/her voting instructions.
- (d) The Chairman of the Meeting, as proxy, need not be a member of the Company. The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
 - (i) if submitted by post, be lodged at the registered office of the Company at 1 Raffles Place, Level 19 Tower 2, Singapore 048616; or
 - (ii) if submitted electronically via email, be submitted to the Company's email at shareholder@metechinternational.com, in each case, by 10.00 a.m. on 27 October 2020, being 72 hours before the time appointed for holding the Annual General Meeting.
- (e) A member who wishes to submit the proxy form must complete and sign the proxy form which can be downloaded from the Company's website or the SGXNet, before submitting it by post to the address provided above, or scanning and sending it by email to the email address provided above. In view of the current Covid-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.
- (f) The instrument appointing a proxy must be signed by the appointer or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
- (g) In the case of members of the Company whose shares are entered against his/her names in the Depository Register, the Company may reject any proxy form submitted if such members are not shown to have shares entered against his/her names in the Depository Register (as defined in Part IIIAA of the Securities and Futures Act, Chapter 289 of Singapore), as at 72 hours before the time appointed for holding this AGM as certified by The Central Depository (Pte) Limited to the Company.
- (h) The Company shall be entitled to reject the instrument appointing the Chairman of the Meeting as proxy if it 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 the Chairman of the Meeting as proxy (including any related attachment) (such as in the case where the appointor submits more than one instrument appointing the Chairman as proxy).

3. Submission of Questions

- (a) Shareholders will not be able to ask questions "live" during the webcast of this AGM. All shareholders may submit questions relating to the business of this AGM by 5.00 p.m. on 20 October 2020:
 - (i) via the pre-registration website at URL <https://globalmeeting.bigbangdesign.co/metechinternational/>;
 - (ii) by email to shareholder@metechinternational.com or
 - (iii) by post, be lodged at the registered office of the Company at 1 Raffles Place, Level 19 Tower 2, Singapore 048616.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult to submit questions by post, shareholders are strongly encouraged to submit their questions via the pre-registration website or by email. The Company will endeavour to answer all substantial and relevant questions prior to, or at the AGM.

4. Documents for the AGM

The Company's Annual Report 2020, together with this Notice and the Proxy Form has been published and may be accessed at the Company's website at the URL <https://www.metechinternational.com>, and on SGXNet at the URL <https://www.sgx.com/securities/companyannouncements>.

Personal Data Privacy

"Personal data" in this notice of AGM has the same meaning as "personal data" in the Personal Data Protection Act 2012, which includes your name and your proxy's and/or representative's name, address and NIRC/Passport number. By submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the 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, proxy lists, minutes and other documents relating to the AGM (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 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.

This Notice 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 Notice.

This Notice has not been examined or approved by the SGX-ST and the SGX-ST assume no responsibility for the contents of this Notice, including the correctness of any of the statements or opinions made or reports contained in this Notice.

The contact person for the Sponsor is: Name: Mr. Lay Shi Wei, Registered Professional, RHT Capital Pte. Ltd. Address: 9 Raffles Place, #29-01 Republic Plaza Tower 1, Singapore 048619 Telephone: (65) 6381 6966