

MEMIONTEC HOLDINGS LTD.
(Company Registration No. 201305845W)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of Memiontec Holdings Ltd. (the “**Company**”) will be held by electronic means (via LIVE WEBCAST and AUDIO ONLY MEANS) on Wednesday, 13 May 2020 at 2.00 p.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Directors’ Statement and the Auditor’s Report thereon.

(Resolution 1)

2. To declare and approve the payment of a tax exempt (one-tier) final cash dividend of S\$0.00115 per ordinary share in the capital of the Company for the financial year ended 31 December 2019 (“**Final Dividend**”).

[See Explanatory Note (i)]

(Resolution 2)

3. To re-elect the following Directors of the Company retiring pursuant to the Constitution of the Company and who, being eligible, offer themselves for re-election, as a Director of the Company:

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|-----|--|-----------------------|
| (a) | Mr Tay Kiat Seng (Retiring under Regulation 96) | (Resolution 3) |
| (b) | Mr Low Kian Beng (Retiring under Regulation 100) | (Resolution 4) |
| (c) | Mr Jackson Chevalier Yap Kit Siong (Retiring under Regulation 100) | (Resolution 5) |
| (d) | Mr Chua Kern (Retiring under Regulation 100) | (Resolution 6) |
| (e) | Mr Hor Siew Fu (Retiring under Regulation 100) | (Resolution 7) |
| (f) | Mr Lee Dah Khang (Retiring under Regulation 100) | (Resolution 8) |

[See Explanatory Note (ii)]

4. To approve the payment of Directors’ fees of up to S\$190,000 (FY2019: nil) for the financial year ending 31 December 2020, to be paid half yearly in arrears.

(Resolution 9)

5. To re-appoint Messrs Deloitte & Touche LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration.

(Resolution 10)

6. To transact any other ordinary business which may be properly transacted at an AGM of the Company.

AS SPECIAL BUSINESS

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

Ordinary Resolutions

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

“That pursuant to Section 161 of the Companies Act, Cap. 50 of Singapore (“**Companies Act**”), the Constitution and Rule 806 of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”), the Directors of the Company be and are hereby authorised and empowered to:

- (a) (i) allot and issue shares in 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,

(the “**Share Issue Mandate**”)

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 Instruments to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares and Instruments to be issued other than on a *pro-rata* basis to existing shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) 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 SGX-ST) for the purpose of determining the aggregate number of Shares and Instruments that may be issued under sub-paragraph (1) above, the percentage of issued Shares and Instruments shall be based on the number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - (i) new Shares arising from the conversion or exercise of the Instruments or any convertible securities;
 - (ii) new Shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of Shares.

Adjustments in accordance with sub-paragraph (2)(i) or sub-paragraph (2)(ii) above are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

- (3) in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provision of the Catalist Rules for the time being in force (unless such compliance has been waived by SGX-ST), all applicable legal requirements under the Companies Act and the Constitution of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, the Share Issue Mandate shall continue in force until: (i) the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier; or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments.”

[See Explanatory Note (iii)]

(Resolution 11)

8. **Authority to offer and grant awards and allot and issue shares under the Memiontec Performance Share Plan**

“That, pursuant to Section 161 of the Companies Act, the Directors of the Company be and are hereby authorised and empowered to offer and grant awards (“**Awards**”) in accordance with the provisions of the Memiontec Performance Share Plan (the “**PSP**”) and to allot and issue from time to time such number of fully paid-up new Shares as may be required to be allotted and delivered pursuant to the vesting of the Awards granted by the Company under the PSP, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of Shares to be issued pursuant to the PSP shall not exceed fifteen per centum (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.”

[See Explanatory Note (iv)]

(Resolution 12)

By Order of the Board

Ang Siew Koon
Company Secretary

28 April 2020

Explanatory Notes:

(i) Record Date and Payment Date for the Final Dividend

Subject to the approval of the shareholders of the Company at this AGM of the Company, the Share Transfer Books and Register of Members of the Company will be closed at 5.00 p.m. on 19 May 2020 (“**Record Date**”) for the purpose of determining shareholders’ entitlement to the Final Dividend.

Duly completed registrable transfers received by the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd of 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623, up to 5.00 p.m. on 19 May 2020 will be registered to determine shareholders’ entitlement to the Final Dividend. In respect of the Shares in the securities accounts with The Central Depository (Pte) Limited (“**CDP**”), the Final Dividend will be paid by the Company to CDP which will distribute the Final Dividend to holders of the securities accounts.

The Final Dividend, if approved by shareholders of the Company at this AGM of the Company, will be paid on 29 May 2020.

(ii) Mr Tay Kiat Seng will, upon re-election as a Director of the Company, remain as the Executive Chairman and Chief Executive Officer of the Company, and a member of the Nominating Committee.

Mr Low Kian Beng will, upon re-election as a Director of the Company, remain as an Executive Director of the Company.

Mr Jackson Chevalier Yap Kit Siong will, upon re-election as a Director of the Company, remain as the Lead Independent Director of the Company, Chairman of the Remuneration Committee, and a member of the Audit Committee and the Nominating Committee. Mr Yap will be considered by the Board of Directors of the Company (the “**Board**”) to be independent for the purpose of Rule 704(7) of the Catalist Rules.

Mr Chua Kern will, upon re-election as a Director of the Company, remain as an Independent Director of the Company, Chairman of the Nominating Committee, and a member of the Audit Committee and the Remuneration Committee. Mr Chua will be considered by the Board to be independent for the purpose of Rule 704(7) of the Catalist Rules.

Mr Hor Siew Fu will, upon re-election as a Director of the Company, remain as an Independent Director of the Company, Chairman of the Audit Committee, and a member of the Nominating Committee and the Remuneration Committee. Mr Hor will be considered by the Board to be independent for the purpose of Rule 704(7) of the Catalist Rules.

Mr Lee Dah Khang will, upon re-election as a Director of the Company, remain as an Independent Director of the Company, and a member of the Audit Committee and the Remuneration Committee. Mr Lee will be considered by the Board to be independent for the purpose of Rule 704(7) of the Catalist Rules.

Detailed information on each of the abovementioned Directors of the Company as required pursuant to Rule 720(5) of the Catalist Rules can be found in the Annual Report 2019 under the section entitled "Additional Information on Directors Seeking Re-election".

Notwithstanding that Mr Lee Dah Khang currently holds 22,000 Shares of the Company, representing approximately 0.01% of the issued share capital of the Company, Mr Lee Dah Khang has no relationships (including immediate family relationships) with the other Directors of the Company, the Company, its related corporations, its substantial shareholders or its officers, which may affect his independence.

There are no relationships (including immediate family relationships) between each of Mr Jackson Chevalier Yap Kit Siong, Mr Chua Kern and Mr Hor Siew Fu, and the other Directors of the Company, the Company, its related corporations, its substantial shareholders or its officers, which may affect his independence.

- (iii) The Ordinary Resolution 11 in item 7 above, if passed, will empower the Directors of the Company from the date of this AGM of the Company until the date of the next AGM of the Company, or the date by which the next AGM 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, one hundred per centum (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to fifty per centum (50%) may be issued other than on a *pro-rata* basis to existing shareholders of the Company.

For the purpose of determining the aggregate number of Shares that may be issued, the percentage of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new Shares arising from the conversion or exercise of the Instruments or any convertible securities or the exercise of share options or the vesting of share awards which were issued and outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

- (iv) The Ordinary Resolution 12 in item 8 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next AGM of the Company, or the date by which the next AGM 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 allot and issue Shares in the Company pursuant to the vesting of the Awards granted by the Company under the PSP up to a number not exceeding in aggregate (for the entire duration of the PSP) fifteen per centum (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time.

**IMPORTANT NOTICE TO SHAREHOLDERS REGARDING THE CONDUCT
OF THE COMPANY'S AGM ON 13 MAY 2020 AT 2.00 P.M.**

The board of directors (the “**Board**”) of Memiontec Holdings Ltd. (the “**Company**”) refers to the following:

1. the implementation by the Singapore Government on 3 April 2020 of an elevated set of safe distancing measures as “circuit breakers” to pre-empt the trend of increasing local transmission of COVID-19;
2. Part 4 of the COVID-19 (Temporary Measures) Act 2020 (“**COVID-19 Act**”) which was passed by the Parliament on 7 April 2020 and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 published on 13 April 2020 (“**COVID-19 Order**”) which was gazetted on 13 April 2020 which provides, among others, legal certainty for alternative arrangements to enable issuers to hold general meetings where personal attendance is provided for in written law or certain legal instruments; and
3. the Joint Statement by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and the Singapore Exchange Regulation issued on 13 April 2020 providing a checklist (which provides further guidance on COVID-19 Act and COVID-19 Order) to guide listed and non-listed entities on the conduct of general meetings during the period when elevated safe distancing measures are in place.

In light of the above developments and the evolving COVID-19 situation, the Company wishes to inform shareholders of the Company (the “**Shareholders**”) that it will conduct its annual general meeting on 13 May 2020 at 2.00 p.m. (“**AGM**”) partly by way of electronic means pursuant to First Schedule of the COVID-19 Order, and the physical location for the AGM is purely to facilitate the conduct of the AGM by way of electronic means.

The Company will be applying for the automatic time-limited exemption granted by the Ministry of Trade and Industry to issuers to have temporary operations in the same physical location for the purpose of holding the AGM, for the duration of the AGM. The Company will ensure that it complies with all regulations, in particular, on the number of persons at the same physical location of the AGM not exceeding six (6); and the safe distancing measures contained in the COVID-19 (Temporary Measures) (Control Order) Regulations 2020 or the Infectious Diseases (Measures to Prevent Spread of COVID-19 Regulations 2020 (and any subsequent advisories or regulations as may be issued).

The Company will arrange for (i) a “live” webcast of the AGM, which allows Shareholders to view the proceedings of the AGM contemporaneously (“**LIVE WEBCAST**”); and (ii) audio only means (via telephone), which allows Shareholders to observe the proceedings of the AGM contemporaneously (“**AUDIO ONLY MEANS**”). **Shareholders can ONLY participate in the AGM via LIVE WEBCAST or AUDIO ONLY MEANS. The Company will not accept any physical attendance by Shareholders at the physical location of the AGM, and any Shareholder seeking to attend the AGM physically in person will be turned away.**

Shareholders should note the following procedures and/or instructions to participate in the AGM via LIVE WEBCAST or AUDIO ONLY MEANS:

1. Proxy Voting

Voting at the AGM is by proxy ONLY. Shareholders who wish to vote on any or all of the resolutions at the AGM must appoint the Chairman of the AGM as your proxy to vote on your behalf by completing the proxy form attached to the Notice of AGM or download it from the Company’s announcement on SGXNet or from the Company’s corporate website at www.memiontec.com/announcements. Shareholders should specifically indicate how they wish to vote for or vote against (or abstain from voting on) the resolutions set out in the Notice of AGM.

Shareholders must submit the completed and signed proxy form appointing the Chairman of the AGM as proxy (i) **by email to IRMR@memiontec.com**; or (ii) **by post to the registered address of the Company at 20 Woodlands Link #04-30/31 Singapore 738733, by 2.00 p.m. on 10 May 2020** (being not less than seventy-two (72) hours before the time fixed for the AGM). Any incomplete proxy form will be rejected by the Company.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members of the Company to submit completed proxy forms by post, members of the Company are strongly encouraged to submit completed proxy forms electronically via email.

For SRS investors who wish to appoint the Chairman of the AGM as their proxy, they should approach their respective SRS Operators to submit their votes **by email to IRMR@memiontec.com or post to the registered address of the Company at 20 Woodlands Link #04-30/31 Singapore 738733** at least seven (7) working days before the AGM.

2. Shareholders' Questions and Answers (Q&A)

If Shareholders have any questions in relation to any item of the Agenda of the AGM, Shareholders may send their queries in advance, before 6 May 2020, by **email to IRMR@memiontec.com**. Please state your question(s), your full name, NRIC/Passport Nos./Company Registration Nos. and number of shares held, and whether you are a shareholder or a Proxy or a Corporate Representative of a Corporate Shareholder. Any question without these identification details will not be entertained.

Please note that substantial questions and relevant comments from Shareholders would be addressed by the Company at the AGM via LIVE WEBCAST and AUDIO ONLY MEANS. The Company will also address any subsequent clarifications sought, or follow-up questions, prior to, or at, the AGM in respect of substantial and relevant matters. The responses from the Board and management of the Company shall thereafter be published on SGXNet and the Company's corporate website at www.memiontec.com/announcements, together with the minutes of the AGM, within one (1) month after the conclusion of the AGM.

Shareholders, who would have been able to be appointed as proxies by relevant intermediaries under Section 181(1C) of the Companies Act, Cap. 50 of Singapore, such as SRS investors, should approach their respective agents, such as SRS Operators, to submit their questions in relation to any resolution set out in the Notice of AGM prior to the AGM and have their substantial queries and relevant comments answered.

3. Registration to attend the LIVE WEBCAST or AUDIO ONLY MEANS

LIVE WEBCAST

Shareholders who wish to attend the AGM by viewing the proceedings of the AGM can participate via the LIVE WEBCAST by submitting their particulars (comprising emails, full names, NRIC/Passport Nos./Company Registration Nos. and number of shares held) by email to **IRMR@memiontec.com by 2.00 p.m. on 10 May 2020** (being not less than seventy-two (72) hours before the time fixed for the AGM) (the "**Registration Deadline**") to enable the Company to verify the Shareholders' status. After the verification process, a unique link will be sent to authenticated Shareholders before end-of-the-day on 12 May 2020. The link will be used by Shareholders to view the proceedings of the AGM by accessing the LIVE WEBCAST.

Shareholders may attend the LIVE WEBCAST via your smart phones, tablets or laptops/computers.

AUDIO ONLY MEANS

Shareholders who wish to attend the AGM by observing the proceedings of the AGM by listening only, can participate via the AUDIO ONLY MEANS by submitting their particulars (comprising emails, full names, NRIC/Passport Nos./Company Registration Nos. and number of shares held) by email to **IRMR@memiontec.com by the Registration Deadline** to enable the Company to verify the Shareholders' status. After the verification process, an email confirmation containing details of the AUDIO ONLY MEANS will be sent to authenticated Shareholders before end-of-the-day on 12 May 2020. The details contained in the email confirmation will be used by Shareholders to observe the proceedings of the AGM by listening via the AUDIO ONLY MEANS.

Shareholders who wish to attend the AGM via LIVE WEBCAST or AUDIO ONLY MEANS are reminded that the AGM is private. Invitations to attend the LIVE WEBCAST or AUDIO ONLY MEANS shall not be forwarded to anyone who is not a Shareholder of the Company or who is not authorized to attend the LIVE WEBCAST or AUDIO ONLY MEANS. Recording of the LIVE WEBCAST and AUDIO ONLY MEANS in whatever form is also strictly prohibited.

The Company asks for Shareholders' indulgence during the LIVE WEBCAST and AUDIO ONLY MEANS in the event of any technical disruptions.

Shareholders, who would have been able to be appointed as proxies by relevant intermediaries under Section 181(1C) of the Companies Act, Cap. 50 of Singapore, such as SRS investors, should approach their respective agents, such as SRS Operators, to participate in the AGM via LIVE WEBCAST or AUDIO ONLY MEANS.

Shareholders who register by the Registration Deadline but do not receive an email response before end-of-the-day on 12 May 2020 may contact the Company at IRMR@memiontec.com for assistance.

4. Documents for the AGM

Documents relating to the business of the AGM, which comprise the Company's annual report for the financial year ended 31 December 2019, as well as the Notice of AGM and the proxy form for the AGM, have been published on SGXNet and the Company's corporate website at www.memiontec.com/announcements on 15 April 2020 and 28 April 2020, respectively.

The Company also seeks Shareholders' understanding and cooperation to adhere to the measures taken by the Company in light of the COVID-19 situation. Shareholders are advised to check on the Company's announcement(s) on SGXNet or the Company's corporate website at www.memiontec.com/announcements for any changes or updates on this AGM, should there be any further measures recommended by the relevant authorities.

Notes:

1. The Annual General Meeting of the Company ("**Meeting**") is being convened, and will be held, partly by way of electronic means pursuant to First Schedule of the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice of AGM will NOT be sent to members of the Company. Instead, this Notice of AGM will be sent to members of the Company by electronic means via publication on SGXNet and the Company's corporate website at www.memiontec.com/announcements.
2. Alternative arrangements relating to attendance at the Meeting via electronic means (including arrangements by which the Meeting can be electronically accessed via LIVE WEBCAST or AUDIO ONLY MEANS), submission of questions in advance of the Meeting, addressing of substantial queries and relevant comments, prior to, or at, the Meeting and voting by appointing the Chairman of the Meeting as proxy at the Meeting, are set out in this Notice of AGM.
3. Due to the current COVID-19 restriction orders in Singapore, a member of the Company will not be able to attend the Meeting in person. A member of the Company (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 the Meeting if such member wishes to exercise his/her/its voting rights at the Meeting.
4. The instrument appointing the Chairman of the Meeting as a proxy must be sent by email to IRMR@memiontec.com or posted to the registered address of the Company at 20 Woodlands Link #04-30/31 Singapore 738733 by 2.00 p.m. on 10 May 2020 (being not less than seventy-two (72) hours before the time appointed for holding the Meeting).

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members of the Company to submit completed proxy forms by post, members of the Company are strongly encouraged to submit completed proxy forms electronically via email.

Personal Data Privacy

By (a) submitting an instrument appointing the Chairman of the Meeting as a proxy to vote at the Meeting and/or any adjournment thereof, or (b) submitting details for the registration to attend the Meeting via LIVE WEBCAST or AUDIO ONLY MEANS, or (c) submitting any question prior to the Meeting in accordance with this Notice of AGM, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing and administration by the Company (or its agents) of proxy forms appointing the Chairman of the Meeting as a proxy for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Meeting (including any adjournment thereof);
- (ii) processing of the registration for purpose of granting access to members (or their corporate representatives in the case of members which are legal entities) to the LIVE WEBCAST or AUDIO ONLY MEANS to observe the proceedings of the Meeting and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from members received before the Meeting and if necessary, following up with the relevant members in relation to such questions;
- (iv) preparation and compilation of the attendance list, proxy lists, minutes and other documents relating to the Meeting (including any adjournment thereof); and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.

Photographic, sound and/or video recordings of the Meeting may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the Meeting. Accordingly, the personal data of a member of the Company (such as his name, his presence at the Meeting and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.

This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "Sponsor"), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist.

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes 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 Ms. Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 8 Robinson Road #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.