

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

MINUTES OF EXTRAORDINARY GENERAL MEETING

Mode of Meeting	:	1003 Bukit Merah Central, #01-10, Inno Centre, Singapore 159836
Date	:	Wednesday, 15 January 2025
Time	:	10.00 a.m.
Present	:	As set out in the attendance records maintained by the Company.
In Attendance	:	As set out in the attendance records maintained by the Company.
Polling Agent	:	ST Corporate Advisory Pte. Ltd.
Scrutineer	:	Gong Corporate Services Pte. Ltd.
Chairman	:	Mr. Wang Daofu (“ Mr. Wang ”)

CHAIRMAN

On behalf of the Board of Directors (the “**Board**”), Mr. Wang, the Non-Executive and Independent Chairman of Matex International Limited welcome shareholders for participating the Extraordinary General Meeting (the “**Meeting**”) or (“**EGM**”) of the Company.

QUORUM

The Chairman called the meeting to order, after ascertaining that a quorum was present.

The Chairman then introduced his fellow Directors, Chief Financial Officer, Joint Company Secretary and Auditors to the shareholders.

NOTICE

The Chairman informed the shareholders that all pertinent information relating to the proposed resolutions in the EGM was set out in the Notice of this EGM dated 23 December 2024 together with the Circular were circulated to the shareholders via SGXNET. The notice convening the EGM was taken as read.

POLL VOTING PROCEDURES

The Chairman informed the meeting that all resolutions tabled at the EGM shall be voted by poll, Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“**Catalist Rules**”).

The Chairman further informed that the Company appointed Gong Corporate Services Pte. Ltd. as Scrutineer and ST Corporate Advisory Pte. Ltd. as polling agent. The Scrutineer had checked the validity of the proxy forms received and are in order.

QUESTIONS FROM SHAREHOLDERS

The Chairman highlighted that as mentioned in the Notice of this EGM dated 23 December 2024, shareholders were able to submit questions relating to the resolution to be tabled for approval in advance of the EGM no later than 10.00 a.m. on 5 January 2025 or “live” at the EGM. As at the cut-off-date for submission of questions, there are no questions received by the Company prior to the EGM. The Chairman thereafter invited the Chief Financial Officer, Mr. Seow Han Khye (“**Mr. Seow**”) to take over the question-and-answer session.

Mr. Seow informed the shareholders that they may now raise any questions relating to the resolution to be tabled for approval at the EGM, the Company’s businesses and operations and that he will be pleased to answer the questions received. The following relevant questions were raised by a shareholder and answered by the Board and Management:

Question 1:

Although the transfer of controlling interest is just below the 30% threshold and does not trigger a General Offer, it often results in unfavourable outcomes. Has the Board thoroughly considered the risks and the steps have been taken to ensure that the Company does not face a similar fate, such as the new controlling shareholder will try and take control or change the board and management, as seen with other companies?

Company’s Response:

The Board and Management has gone through various processes and discussions and understand that the strategy for the proposed subscription and transfer of controlling interest is in the best interest of the Company. The Board and Management has also done the necessary due diligence on the new controlling shareholder before coming to this decision.

The objective of this exercise is to ensure that the new controlling shareholder adds value and contributes to the long-term success of the Company and the Group.

Question 2:

There is a risk that the new shareholder may act inappropriately once they gain control and misusing the Company’s cash reserves. What measures have been taken by the Board and Management to assess the character and integrity of the new shareholder? Has any due diligence been conducted to mitigate potential risks?

Company’s Response:

To utilise the Company’s reserves, established processes must be followed, and necessary approvals obtained from the Board before proceeding. Furthermore, the Board and Management have conducted the necessary due diligence on the new shareholder, who is someone that Dr. Tan Pang Kee (“**Dr. Tan**”), the Chief Executive Officer/Managing Director, has known for many years. Based on the Board and Management’s assessment, the new shareholder is not entering with hostile intent, nor do they seek to create issues or exert control over the Company. While the character and integrity of the shareholder have been considered, these are not within the purview of the Board and Management to assess. However, the shareholder appears to be bona fide and committed to contributing positively to the Company. Dr. Tan has further affirmed that the shareholder intends to leverage their established networks, both in China and globally, to support the Company’s growth.

The Board recognises the importance of selecting shareholders who can bring fresh perspectives, business ideas, and strategic direction, as this is considered more beneficial than maintaining status quo. The Board is confident that the new shareholder aligns with the Company’s long-term objectives and views this as a promising opportunity for the Company’s continued growth.

As business is evolving, particularly with customers relocating operations across countries, selecting the right shareholders is crucial. While the Company receives interest from various investors, the Board and Management conduct thorough due diligence to ensure alignment with the Company’s vision and values, safeguarding the interests of both shareholders and the Company.

The Board and Management continues to look for investors who are genuinely committed to the Company's growth and can contribute valuable resources, industry connections, and experience. The new controlling shareholder possesses extensive international investment experience and strong alignment with the Company's business operations. Their expertise and networks are expected to create opportunities for expansion and diversification, ultimately enhancing profitability. This strategic direction is aimed at generating long-term value for both the Company and its shareholders.

Question 3:

Understand that Dr. Tan's shareholding in the Company would be diluted to approximately 17%. Will Dr. Tan continue with the new direction of the Company or he may sell his stake in the future?

Company's Response:

The primary objective of this exercise is to bring in the right strategic partner for the Company. The Company is unique in Singapore, specialising in the production of colours that are essential across various industries. Notably, the Company is a home grown Singapore company that manufactures colours from raw materials and has been in the industry for 35 years. The Company's products serve a wide range of industries, including textiles, paper, plastics, paints, and cosmetics.

The Company's vision is to establish Matex as a globally recognized brand, a goal that has been progressively achieved over the years, with Matex now well-known in multiple countries. Moving forward, the Company remains committed to further expansion and strengthening its position as a brand-driven enterprise.

To support this growth, the Company is actively exploring opportunities, while ensuring long-term sustainability. It has been working closely with the Singapore government and various organisations on sustainability initiatives, with its efforts receiving media recognition.

Given this direction, the focus is on securing the right investor who can support the Company's growth and contribute positively, rather than disrupt operations. Dr. Tan remains committed to this vision and will continue working towards the Company's long-term success.

Question 4:

What is the update on the collaboration with National University of Singapore ("**NUS**") on the nanomembrane technology and whether if there is any marketing on the product?

Company's Response:

The Company has in collaboration with NUS developed this technology from the laboratory all the way to development of a product. Marketing efforts have yet to begin, as the collaboration was halted during the pandemic. The Company is now revisiting this initiative.

Question 5:

What is the update on the collaboration with HeiQ?

Company's Response:

The Company's collaboration with HeiQ and the sale and marketing of antiviral products are ongoing and performing well. These products are currently in use at Suntec City, various airports, and some studio apartments. Additionally, the Company is exploring opportunities to market them in China.

Question 6:

What is the Company's plan for the 2 acres land in Shanghai, China? It would be feasible for the Company to sell the land at this time.

Company's Response:

The Company currently has no plans for the land and does not intend to sell it at this time. However, the Company acknowledges the shareholder's proposal regarding the property.

Question 7:

What is the Company's plan for the proceeds arising from this proposed placement?

Company's Response:

As disclosed in the Circular, the Company intends to utilize the proceeds from this placement for market expansion, low cost sourcing strategies of existing and new products in respect of its core business activities, identifying potential new businesses other than its existing principal business activities and for purposes of working capital of the Group.

There being no further relevant questions from the shareholders, Mr. Seow proceed with the Agenda of the Meeting.

ORDINARY RESOLUTION 1 - THE PROPOSED SUBSCRIPTION

The meeting was informed that the Ordinary Resolution 1 on the Agenda was to approve the proposed subscription.

Mr. Seow informed the Meeting that the Chairman of the Meeting proposed the following motion for the Ordinary Resolution 1 to be put to vote:

"That:

- (a) approval and authority be and is hereby given to the Directors for the issuance and allotment, pursuant to Section 161 of the Companies Act 1967 and Rule 805(1) of the Catalist Rules, of 154,000,000 new ordinary shares representing 29.86% of the enlarged share capital of the Company (the "**Subscription Shares**") to Nanyang Commercial Management Pte. Ltd. (the "**Subscriber**"), at an issue price of S\$0.027 per Subscription Share, representing a premium of approximate 50.00% to the volume weighted average price of approximately S\$0.018 per Share for trades done on the Shares on the SGX-ST on 30 October 2024, being the full market day when trades were done on the Shares prior to the signing of the subscription agreement (the "**Subscription Agreement**") between the Company and the Subscriber (the "**Proposed Subscription**");
- (b) the Subscription shares, when allotted and issued, shall be free from all claims, charges, liens and other encumbrances whatsoever and the Subscription Shares shall rank *pari passu* in all respects with and carry all rights similar to the existing Shares, except that they will not rank for any dividend, right, allotment, distributions or other entitlements the Record Date of which falls before such date of issue;
- (c) the Directors or any of them be and are hereby authorised to complete and do all acts and things (including, without limitation, enter into all transactions, arrangements and agreements and approve, sign and execute all such documents which they in their absolute discretion consider to be necessary, and to exercise such discretion as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they or each of them deem desirable, necessary or expedient to give effect to the matters contemplated by this resolution and the Proposed Subscription as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company; and

- (d) any acts and things done or performed, and/or any agreements and documents signed, executed, sealed and/or delivered by a Director in connection with this resolution and the Proposed Subscription be and are hereby approved, confirmed and ratified.”

ORDINARY RESOLUTION 2 - THE PROPOSED TRANSFER OF CONTROLLING INTEREST

The meeting was informed that the Ordinary Resolution 2 on the Agenda was to approve the proposed transfer of controlling interest.

Mr. Seow informed the Meeting that the Chairman of the Meeting proposed the following motion for the Ordinary Resolution 2 to be put to vote:

“That:

- (a) approval be and is hereby given for the allotment and issuance by the Company of the Subscription Shares to the Subscriber on the terms and subject to the conditions set out in the Subscription Agreement which constitutes a transfer of Controlling Interest in the Company to the Subscriber pursuant to Rule 803 of the Catalist Rules;
- (b) the Directors or any of them be and are hereby authorised to complete and do all acts and things (including, without limitation, enter into all transactions, arrangements and agreements and approve, sign and execute all such documents which they in their absolute discretion consider to be necessary, and to exercise such discretion as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they or each of them deem desirable, necessary or expedient to give effect to the matters contemplated by this resolution and the Proposed Transfer of Controlling Interest as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company; and
- (c) any acts and things done or performed, and/or any agreements and documents signed, executed, sealed and/or delivered by a Director in connection with this resolution and the Proposed Transfer of Controlling Interest be and are hereby approved, confirmed and ratified.”

POLL COUNTING AND VERIFICATION

Mr. Seow informed the meeting that the scrutineer would proceed to count the votes. As such, the EGM was adjourned at 10.25 a.m. for the vote counting and verification.

RESULTS OF EGM

The Chairman resume the EGM at 10.35 a.m. and announced the results of the poll as follows:-

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
<u>Ordinary Resolution 1</u> The Proposed Subscription	100,654,790	100,654,790	100.00%	0	0.00%
<u>Ordinary Resolution 2</u> The Proposed Transfer of Controlling Interest	100,654,790	100,654,790	100.00%	0	0.00%

Based on the above poll results, the Chairman declared that all resolutions had been passed at the EGM.

CONCLUSION

There being no other business to transact in the EGM, the Chairman declared the EGM of the Company closed at 10.40 a.m. and thanked everyone for their attendance.

SIGNED AS TRUE RECORD OF PROCEEDINGS

MR WANG DAOFU
CHAIRMAN