
NOTICE OF EXTRAORDINARY GENERAL MEETING



M E T A O P T I C S M E T A O P T I C S L T D

(Company Registration No.: 419911)
(Incorporated in the Cayman Islands)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of MetaOptics Ltd (the “Company”) will be held at Raffles Town Club, Ballroom 1, 1 Plymouth Avenue, Singapore 297753 on Friday, 10 April 2026 at 11:00 a.m., (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 10:00 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions as special resolution and ordinary resolutions:

All capitalised terms used in this notice which are not otherwise defined shall have the same meanings as ascribed to them in the Company’s circular to its shareholders dated 19 March 2026 (“Circular”).

SPECIAL RESOLUTION

RESOLUTION 1: PROPOSED ADOPTION OF THE PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION

THAT:

- (a) the Proposed Amendments to the Existing M&AA of the Company as set out in the manner and to the extent set out in the Appendix A to this Circular be and is hereby approved, and the Amended M&AA be adopted as the M&AA of the Company in substitution for, and to the exclusion of, the Existing M&AA of the Company; and
- (b) the Directors of the Company and each of them be and is hereby authorised to complete and do all such acts and things (including, without limitation, executing all such documents as may be required and instructing the Company’s registered office provider to attend to all necessary filings with the Registrar of Companies in the Cayman Islands) as they may consider expedient or necessary or in the interests of the Company to give effect to this Special Resolution 1.

ORDINARY RESOLUTIONS

RESOLUTION 1: PROPOSED ISSUE OF NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY UNDERLYING THE NEW AMERICAN DEPOSITARY SHARES (“ADSs”) TO BE OFFERED AT THE ADS OFFERING AT AN ISSUE PRICE WHICH MAY BE AT A DISCOUNT OF MORE THAN 10% TO THE PREVAILING SGX-ST MARKET PRICE, TO BE CARRIED OUT IN CONJUNCTION WITH AND PURSUANT TO THE PROPOSED LISTING ON THE NASDAQ STOCK MARKET OF THE COMPANY’S ADSs REPRESENTING THE COMPANY’S SHARES (THE “PROPOSED NASDAQ LISTING”) (TOGETHER WITH “THE PROPOSED REPRESENTATIVE’S WARRANTS AND REPRESENTATIVE’S SHARES ISSUE” AS DEFINED BELOW, THE “PROPOSED UNDERLYING SHARES ISSUE”)

THAT, SUBJECT TO AND CONTINGENT UPON THE PASSING OF SPECIAL RESOLUTION 1 AS WELL AS ORDINARY RESOLUTION 2:

- (a) pursuant to Rule 811 of the Catalist Rules, approval be and is hereby given to the Company to allot and issue up to 121,324,130 new Shares (“**Underlying Shares**”), at the Issue Price which may be at a discount of more than 10% to the prevailing SGX-ST market price for each Underlying Share, in conjunction with the Proposed Nasdaq Listing, on and subject to the terms of the Underwriting Agreement; and

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- (b) the Directors of the Company and each of them be and is hereby authorised to exercise all discretions and to take any and all steps, and to do and/or procure to be done any and all acts and things (including to instruct the Company's share registrar to update the register of members of the Company and to issue share certificates), and to approve, sign and execute any agreements and documents as they may in their absolute discretion consider to be appropriate, expedient or necessary or in the interests of the Company to give effect to the Proposed Underlying Shares Issue, the Proposed Nasdaq Listing and this Ordinary Resolution 1.

RESOLUTION 2: PROPOSED ISSUE OF REPRESENTATIVE'S WARRANTS AND THE ISSUE OF UP TO SUCH NUMBER OF NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY PURSUANT TO THE EXERCISE OF THE REPRESENTATIVE'S WARRANTS, AT AN EXERCISE PRICE WHICH MAY BE AT A DISCOUNT OF MORE THAN 10% TO THE PREVAILING SGX-ST MARKET PRICE OF THE UNDERLYING SHARES, TO BE CARRIED OUT IN CONJUNCTION WITH AND PURSUANT TO THE PROPOSED NASDAQ LISTING (THE "PROPOSED REPRESENTATIVE'S WARRANTS AND REPRESENTATIVE'S SHARES ISSUE")

THAT, SUBJECT TO AND CONTINGENT UPON THE PASSING OF SPECIAL RESOLUTION 1 AS WELL AS ORDINARY RESOLUTION 1:

- (a) pursuant to Rule 811 of the Catalist Rules, approval be and is hereby given to the Company to issue warrants ("**Representative's Warrants**") to the Representative and up to such number of new Shares ("**Representative's Shares**") as may be required to be allotted and issued by the Company to the ADS Depositary and/or its custodian for the purposes of the issue of the Representative's ADSs pursuant to the exercise of the Representative's Warrants by the holder(s) of the Representative's Warrants on the relevant exercise dates thereof, at an exercise price which may be at a discount of more than 10% to the prevailing SGX-ST market price of the underlying shares, which Shares shall form part of, and not be in addition to, the Underlying Shares, provided that the aggregate number of Underlying Shares shall not exceed 121,324,130 new Shares in the capital of the Company, in conjunction with the Proposed Nasdaq Listing, on and subject to the terms of the Underwriting Agreement; and
- (b) the Directors of the Company and each of them be and is hereby authorised to take any and all steps, and to do and/or procure to be done any and all acts and things (including to instruct the Company's share registrar to update the register of members of the Company and to issue share certificates), and to approve, sign and execute any agreements and documents as they may in their absolute discretion consider to be appropriate, expedient or necessary or in the interests of the Company to give effect to the Representative's Warrants, the Proposed Representative's Warrants and Representative's Shares Issue and this Ordinary Resolution 2.

RESOLUTION 3: PROPOSED ADOPTION OF THE METAOPTICS EMPLOYEE SHARE OPTION SCHEME 2026

THAT:

- (a) a share option scheme to be known as the "MetaOptics Employee Share Option Scheme 2026" (the "**MetaOptics ESOS**"), the details and rules of which are set out in the Circular, under which options ("**Options**") to subscribe for ordinary shares in the capital of the Company (the "**Shares**") will be granted to selected Group Employees and Directors of the Company and its Subsidiaries (including Group Non-Executive Directors) and Controlling Shareholders and/or their Associates, and other selected participants, details of which are set out in the Circular, be approved;
- (b) the Directors of the Company or the remuneration committee be authorised to:
- (i) implement, establish and administer the MetaOptics ESOS;
 - (ii) modify and/or amend the MetaOptics ESOS from time to time, provided that such modification and/or amendment is effected in accordance with the provisions of the MetaOptics ESOS and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the MetaOptics ESOS;

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- (iii) offer and grant Options in accordance with the rules of the MetaOptics ESOS and pursuant to Section 161 of the Singapore Companies Act to allot and issue and/or deliver from time to time such number of fully paid-up Shares as may be required to be issued or delivered pursuant to the exercise of Options under the MetaOptics ESOS, provided that the aggregate number of Shares available pursuant to the MetaOptics ESOS, the MetaOptics PSP and any other share-based incentive schemes of the Company, shall not exceed 15% of the total number of all issued Shares of the Company (excluding treasury shares and subsidiary holdings) from time to time; and
- (iv) subject to the same being allowed by law, apply any Share purchased under any share buyback mandate towards the Shares required to be issued pursuant to the exercise of Options granted under the MetaOptics ESOS; and
- (c) the Directors of the Company be authorised to complete and do all such acts and things (including executing such documents and approving any amendments, alterations or modifications to any documents as may be required, and instructing the Company's share registrar to update the register of members of the Company and issue share certificates) as they may in their absolute discretion consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this Ordinary Resolution 3.

RESOLUTION 4: PROPOSED GRANT OF OPTIONS UNDER THE METAOPTICS EMPLOYEE SHARE OPTION SCHEME 2026 AT A DISCOUNT

THAT, subject to and contingent upon the passing of Ordinary Resolution 3, approval be given for Options to be granted under the MetaOptics ESOS for the subscription of Shares at exercise prices which may, at the discretion of the Committee administering the MetaOptics ESOS, be set at a discount not exceeding 20% of the Market Price for the Shares prevailing at the Date of Grant of the respective Options (such market price to be determined in accordance with the Rules of the MetaOptics ESOS), provided that such discount does not exceed the relevant limits as may be set by the SGX-ST from time to time.

RESOLUTION 5: PROPOSED ADOPTION OF THE METAOPTICS PERFORMANCE SHARE PLAN 2026

THAT:

- (a) a share award plan to be known as the "MetaOptics Performance Share Plan 2026" (the "**MetaOptics PSP**"), the details and rules of which are set out in the Circular and under which awards ("**Awards**") of fully-paid Shares, their equivalent cash value or combinations thereof will be granted, free of payment, to selected employees of the Company and/or its subsidiaries, including the Directors of the Company, and other selected participants, details of which are set out in the Circular, be approved;
- (b) the Directors of the Company or the remuneration committee be authorised to:
 - (i) implement, establish and administer the MetaOptics PSP;
 - (ii) modify and/or amend the MetaOptics PSP from time to time, provided that such modification and/or amendment is effected in accordance with the provisions of the MetaOptics PSP and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the MetaOptics PSP;
 - (iii) offer and grant Awards in accordance with the rules of the MetaOptics PSP and pursuant to Section 161 of the Singapore Companies Act and to allot and issue such number of fully-paid Shares and/or transfer such number of existing Shares held in treasury, free of charge, as may be required to be issued or delivered from time to time pursuant to the vesting of Awards under the MetaOptics PSP, provided that the aggregate number of Shares issued and/or issuable and/or transferred and transferable pursuant to the MetaOptics ESOS, the MetaOptics PSP and any other share-based incentive schemes of the Company for the time being in force, shall not exceed 15% of the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings) from time to time; and

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- (iv) subject to the same being allowed by law, apply any Share purchased under any share buyback mandate towards the satisfaction of Awards granted under the MetaOptics PSP; and
- (c) the Directors of the Company be authorised to complete and do all such acts and things (including executing such documents and approving any amendments, alterations or modifications to any documents as may be required) as they may in their absolute discretion consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this Ordinary Resolution 5.

By Order of the Board
METAOPTICS LTD

Thng Chong Kim
Executive Chairman
19 March 2026

Important Information

1. All shareholders of the Company are invited to attend the EGM physically. There will be no option for shareholders to participate virtually. Printed copies of the Notice of EGM, Proxy Form and Request Form will be despatched to shareholders. These documents (together with the Circular) are available on the Company's website at the URL <http://www.metaoptics.sg/> and the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
2. Shareholders who wish to submit substantial and relevant questions relating to resolutions as set out in this notice and the accompanying Circular in advance of the EGM may do so in the following manner:
 - (a) by post to the principal place of business of the Company at 81 Ayer Rajah Crescent, #01-45, Singapore 139967; and
 - (b) via email to ir@metaoptics.sg,

in each case, all questions must be submitted by 11:00 a.m. on 30 March 2026.

When sending in questions via email or by post, please also provide the following details: (a) full name; (b) address; and (c) the manner in which the Shares are held (e.g. via CDP, SRS and/or scrip).

SRS Investors should approach their SRS Operators to submit their questions based on the abovementioned instructions.

The Company will endeavour to address all substantial and relevant questions received from Shareholders prior to the EGM by publishing the responses to such questions on the Company's website at the URL <http://www.metaoptics.sg/> and the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> before 11:00 a.m. on 6 April 2026. If substantial and relevant written questions are submitted after the abovementioned cut-off time, they will be addressed during the EGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

3. Shareholders who wish to exercise their voting rights at the EGM may:
 - (a) (where such shareholders are individuals) attend and vote at the EGM or (where such shareholders are individuals or corporates) appoint proxies (other than the Chairman of the EGM) to attend and vote at the EGM on their behalf; or
 - (b) (where such shareholders are individuals or corporates) appoint the Chairman of the EGM as their proxy to vote on their behalf at the EGM.
4.
 - (a) A shareholder who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the EGM. Where such shareholder appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form.
 - (b) A shareholder who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such shareholder. Where such shareholder appoints more than two proxies, the number of shares in relation to which each proxy has been appointed shall be specified in the proxy form.

"Relevant intermediary" shall have the meaning ascribed to it in Section 181 of the Singapore Companies Act 1967.

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5. A proxy need not be a shareholder of the Company. A shareholder can appoint the Chairman of the EGM as his/her/its proxy, but this is not mandatory.
6. The instrument appointing a proxy(ies) ("**Proxy Form**"), duly executed, must be submitted to the Company in the following manner:
 - (a) if submitted by post, to be deposited at the Company's Share Registrar office, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or
 - (b) if submitted by way of electronic means, to be submitted via email in PDF to the Company's Share Registrar, B.A.C.S. Private Limited, at main@zicoholdings.com,in either case by 11:00 a.m. on 8 April 2026 (being not less than 48 hours before the time appointed for holding the EGM).
7. A shareholder who wishes to submit a Proxy Form can use the printed copy of the Proxy Form which is sent to him/her/it/ by post. Alternatively, he/she/it may download a copy of the Proxy Form from the SGXNet or the Company's website.

After completing and signing the Proxy Form, he/she/it should submit it to the Company's Share Registrar, either (i) by post, or (ii) scan and send it electronically via email, to the addresses provided above.
8. The Proxy Form must be signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, it must be executed either under its common seal or signed by its attorney or officer duly authorised.
9. The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form (such as in the case where the appointor submits more than one Proxy Form). In addition, in the case of Shares entered in the Depository Register, the Company may reject a Proxy Form if the Shareholder, being the appointor, is not shown to have Shares entered against his/her/its name in the Depository Register as at 48 hours before the time appointed for holding the EGM as certified by CDP to the Company.
10. The Circular has been published and can be accessed on the Company's website at the URL <http://www.metaoptics.sg/> and the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.

A shareholder who wishes to request for a printed copy of the Circular may do so by completing and returning the Request Form which is sent to him/her/it, by 26 March 2026:

 - (a) by post to the principal place of business of the Company at 81 Ayer Rajah Crescent, #01-45, Singapore 139967; and
 - (b) via email to ir@metaoptics.sg.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM of the Company and/or any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder's and its proxy(ies)'s or representative(s)'s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes of meeting and other documents relating to the EGM of the Company (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**"); and (ii) warrants that where the shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder has obtained the prior express 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. Photographic, sound and/or video recordings of the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a shareholder of the Company (such as his/her name, his/her presence at the EGM and any questions he/she may raise or motions he/she proposes/seconds) may be recorded by the Company for such purpose.

*This notice has been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "**Sponsor**").*

*This notice has not been examined or approved by the Singapore Exchange Securities Trading Limited (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. Goh Mei Xian, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone: (65) 6636 4201.

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CIRCULAR PRINT COPY REQUEST FORM

19 March 2026

Dear Shareholders,

We are pleased to enclose the printed copy of the Notice and Proxy Form for the upcoming Extraordinary General Meeting (“EGM”) of the Company to be held at Raffles Town Club, Ballroom 1, 1 Plymouth Avenue, Singapore 297753 on Friday, 10 April 2026 at 11:00 a.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 10.00 a.m. on the same day and at the same place).

In line with the Company’s sustainability efforts, we are implementing the use of electronic communications for the circulation of the circular to Shareholders dated 19 March 2026 in relation to (i) the proposed adoption of the proposed amendments to the existing Memorandum and Articles of Association of the Company, (ii) the proposed issue of new ordinary shares in the capital of the Company at an issue price which may be at a discount of more than 10% to the prevailing SGX-ST market price, in conjunction with and pursuant to the Company’s proposed NASDAQ listing of the Company’s American Depositary Shares (the “**Proposed Nasdaq Listing**”), (iii) the proposed issue of representative’s warrants and new ordinary shares in the capital of the Company pursuant to the exercise of the representative’s warrants at an exercise price which may be at a discount of more than 10% to the prevailing SGX-ST market price of the underlying shares, in conjunction with and pursuant to the Proposed Nasdaq Listing, (iv) the proposed adoption of the MetaOptics Employee Share Option Scheme 2026, (v) the proposed grant of Options under the MetaOptics Employee Share Option Scheme 2026 at a discount, and (vi) the proposed adoption of the MetaOptics Performance Share Plan 2026 (“**Circular**”).

We sincerely hope that you will join our sustainability efforts and embrace electronic communications. The Circular will be available for download or online viewing at the Company’s corporate website at the URL <http://www.metaoptics.sg> and the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> from the date of this letter. You will need an internet browser and PDF reader to view the Circular.

However, if you wish to receive a printed copy of the Circular, please complete the Request Form below and (i) email it to ir@metaoptics.sg or (ii) mail the physical copy to the Company at 81 Ayer Rajah Crescent, #01-45, Singapore 139967 by Thursday, 26 March 2026. A printed copy of the Circular will be mailed to you within 5 working days upon receiving your request.

By completing, signing and returning the Request Form to us, you agree and acknowledge that we and/or our service provider may collect, use and disclose your personal data, as contained in your submitted form or which is otherwise collected from you or your authorised representative(s), for the purpose of processing and effecting your request.

Yours faithfully
For and on behalf of MetaOptics Ltd

Nor Hafiza Alwi
Company Secretary

REQUEST FORM

To: MetaOptics Ltd

NB: Please tick accordingly. Incomplete or incorrectly completed forms will not be processed.

I/We wish to receive a printed copy of the Circular dated 19 March 2026

Investor’s type (Please tick accordingly)

CDP Depositor(s) Scrip Shareholder(s) SRS

Name(s) of Shareholder(s) or Corporation: _____

NRIC/Passport Number(s): _____

Company Registration Number: _____

Mailing Address: _____

Signature(s): _____

Date: _____

Note: This request is only valid for the Circular dated 19 March 2026.



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PLEASE
AFFIX
POSTAGE
STAMP

MetaOptics Ltd
81 Ayer Rajah Crescent, #01-45,
Singapore 139967

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