



MEMIONTEC
Membrane Ionexchange Technology

MEMIONTEC HOLDINGS LTD.

(the "Company")

(Company Registration Number 201305845W)

9 April 2024

Dear Shareholder,

As part of our efforts to protect our environment, we have gone paperless with our Annual Report for the financial year ended 31 December 2023 ("**Annual Report 2023**"), and the appendix to the Notice of Annual General Meeting dated 9 April 2024 ("**Appendix**"). From the date of this letter, you have full access to the Annual Report 2023 and the Appendix, by visiting our corporate website or the SGXNet.

How to Access:

The Annual Report 2023 and the Appendix may be accessed at the Company's corporate website at the URL www.memiontec.com/announcements by clicking on the hyperlink titled "Annual Report 2023" and "Appendix", respectively. The Annual Report 2023 and the Appendix are also available on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.

You will need an internet browser and PDF reader to view the Annual Report 2023 and the Appendix.

Printed copies of the Notice of Annual General Meeting and Proxy Form for the upcoming Annual General Meeting of the Company, to be held at Poolside Lounge, SAF Yacht Club, 43 Admiralty Road West, Singapore 759962 on Wednesday, 24 April 2024 at 10.00 a.m. (Singapore Time), have been sent together with this letter.

If you still wish to receive a printed copy of the Annual Report 2023 and/or the Appendix, please complete the Request Form below and submit it either (i) via email to irmr@memiontec.com, or (ii) by post to 20 Woodlands Link #04-30/31 Singapore 738733, in either case, no later than 16 April 2024.

By completing, signing and returning the Request Form to us, you agree and acknowledge that we and/or our agents or service providers may collect, use and disclose your personal data, as contained in your submitted Request 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 **Memiontec Holdings Ltd.**

Tay Kiat Seng

Executive Director and Chief Executive Officer

REQUEST FORM

To: Memiontec Holdings Ltd. (the "**Company**")
20 Woodlands Link #04-30/31 Singapore 738733

Note: Please tick accordingly. Incomplete or incorrectly completed requests will not be processed.

I/We wish to receive a printed copy of the Annual Report 2023.

I/We wish to receive a printed copy of the Appendix.

The shares are held by me/us under or through:

CDP Securities Account No. _____

SRS Account

Physical Scrips

Name(s) of Shareholder(s): _____

NRIC/Passport Number(s)/Company Registration No.: _____

Mailing Address: _____

Telephone Number: _____

Signature(s): _____ Date: _____

PERSONAL DATA PRIVACY:

By submitting the Request Form, the Shareholder consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of the Shareholder's request for a printed copy of the Annual Report 2023 and/or the Appendix, and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

First fold

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Postage
Stamp

MEMIONTEC HOLDINGS LTD.
20 Woodlands Link
#04-30/31
Singapore 738733

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MEMIONTEC
Membrane Ionexchange Technology

MEMIONTEC HOLDINGS LTD.

(Incorporated in the Republic of Singapore)
(Company Registration Number 201305845W)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of **Memiontec Holdings Ltd.** (the “Company”) will be held at Poolside Lounge, SAF Yacht Club, 43 Admiralty Road West, Singapore 759962 on Wednesday, 24 April 2024 at 10.00 a.m. (Singapore Time) 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 2023, together with the Directors’ Statement and the Independent Auditor’s Report thereon. **(Resolution 1)**
2. To declare and approve the payment of a tax exempt (one-tier) first and final cash dividend of S\$0.00196 per ordinary share (FY2022: S\$0.00118 per ordinary share) in the capital of the Company for the financial year ended 31 December 2023 (“**First and 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:
 - (a) Mr Tay Kiat Seng (Retiring under Regulation 96) **(Resolution 3)**
 - (b) Ms Soelistyo Dewi Soegiharto (Retiring under Regulation 96) **(Resolution 4)**
 - (c) Mr Yap Chee Wee (Retiring under Regulation 100) **(Resolution 5)**
[See Explanatory Note (ii)]
4. To note the retirement of Mr Jackson Chevalier Yap Kit Siong.

Mr Jackson Chevalier Yap Kit Siong, upon his retirement at the conclusion of this AGM, shall cease to be the Chairman of the Board and the Remuneration Committee, as well as a member of the Audit Committee and the Nominating Committee.
5. To approve the payment of Directors’ fees of up to S\$150,000 (FY2023: up to S\$150,000) for the financial year ending 31 December 2024, to be paid half yearly in arrears. **(Resolution 6)**
6. To re-appoint PKF-CAP LLP as the Auditors of the Company for the financial year ending 31 December 2024 and to authorise the Directors of the Company to fix their remuneration. **(Resolution 7)**
7. To transact any other ordinary business which may properly be transacted at an AGM.

AS SPECIAL BUSINESS

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

Ordinary Resolutions

8. Authority to allot and issue shares

"That pursuant to Section 161 of the Companies Act 1967 of Singapore ("**Companies Act**"), the Constitution of the Company and Rule 806 of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist ("**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 share options or share 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 8)

9. **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, when aggregated with the total number of new Shares allotted and issued and/or Shares to be allotted and issued delivered and/or to be delivered pursuant to Awards already granted under the PSP, and the aggregate number of Shares over which options or awards are granted under any share option schemes or share schemes of the Company, 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 9)

10. **Proposed renewal of the Share Buyback Mandate**

“That:

- (a) for the purposes of the Catalist Rules and the Companies Act, and such other laws and regulations as may for the time being be applicable, the Directors of the Company be and are hereby authorised to exercise all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the share capital of the Company (“**Shares**”) not exceeding in aggregate the Maximum Percentage (as hereafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:
- (i) on-market purchases (each a “**Market Purchase**”) transacted through the SGX-ST through the ready market, and which may be transacted through one or more duly licensed stockbrokers appointed by the Company for the purpose of the purchases or acquisitions of Shares; and/or
 - (ii) off-market purchases (each an “**Off-Market Purchase**”), otherwise than on a securities exchange, in accordance with an equal access scheme(s) as may be determined or formulated by the Directors of the Company as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the Catalist Rules,

and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act and the Catalist Rules as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Buyback Mandate**”);

- (b) unless revoked or varied by the Company in a general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buyback Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the passing of this resolution and up to:
- (i) the date on which the next AGM of the Company is held or required by law to be held;
 - (ii) the date on which the purchases or acquisitions of Shares pursuant to the Share Buyback Mandate are carried out to the full extent mandated; or
 - (iii) the date on which the authority conferred by the Share Buyback Mandate is revoked or varied by the Company in a general meeting,

whichever is earliest;

(c) in this resolution:

“Maximum Percentage” means not more than 10% of the issued and paid-up share capital of the Company (excluding treasury shares and subsidiary holdings), subject always to the free float requirement as set out in Section 2.9(c) of the appendix to this Notice of AGM dated 9 April 2024 (**“Appendix”**) as at the date of passing of this resolution (excluding any Shares which are held as treasury shares or subsidiary holdings as at that date);

“Relevant Period” means the period commencing from the date on which the resolution in relation to the renewal of the Share Buyback Mandate is passed at the AGM of the Company and expiring on the earliest of the date the next AGM of the Company is held or is required by law to be held, or the date on which the purchases or acquisitions of Shares pursuant to the Share Buyback Mandate are carried out to the full extent mandated, or the date the said mandate is revoked or varied by the Company in a general meeting;

“Maximum Price” in relation to a Share to be purchased or acquired, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of a Market Purchase: 105% of the Average Closing Price; and
- (ii) in the case of an Off-Market Purchase: 120% of the Average Closing Price, where:

“Average Closing Price” means the average of the closing market prices of a Share over the last five (5) market days, on which transactions in the Shares were recorded immediately preceding the day of the Market Purchase by the Company or, as the case may be, the day of the making of the offer (as defined below) pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five (5)-market day period and the day on which the purchases or acquisitions of Shares pursuant to the Share Buyback Mandate are made; and

“day of the making of the offer” means the day on which the Company announces its intention to make an offer for an Off-Market Purchase, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

- (d) the Directors of the Company and/or any one of them be and are hereby authorised to complete and do all such acts and things (including, without limitation, executing such documents as may be required) as they and/or he may consider desirable, expedient or necessary to give effect to the transactions contemplated and/or authorised by this resolution.”

[See Explanatory Note (v)]

(Resolution 10)

11. **The proposed grant of an Award to Mr Tay Kiat Seng, a controlling shareholder of the Company, under the Memiontec Performance Share Plan**

“That:

- (a) approval be and is hereby given for the proposed grant of an Award to Mr Tay Kiat Seng, a controlling shareholder of the Company, in accordance with the Rules of the Memiontec Performance Share Plan and on the following terms:

Proposed date of grant of the Award : 5 May 2024

Number of Shares which are the subject of the Award : Up to 1,800,000 Shares

Vesting period of the Award : One (1) year from the date of grant of the Award

Vesting condition of the Award : Subject to the Group achieving certain predetermined financial and performance targets for the financial year ending 31 December 2024, as determined by the Remuneration Committee administering the Memiontec Performance Share Plan

- (b) the Directors of the Company be and are hereby authorised to issue and allot new Shares and/or transfer existing Shares to Mr Tay Kiat Seng pursuant to the vesting of the Award, in accordance with the Rules of the Memiontec Performance Share Plan and on the terms of the Award; and

- (c) the Directors of the Company and each of them be and is hereby authorised and empowered to complete and do all such acts and things, and to approve and execute all such documents as they or he may consider necessary, desirable, expedient or appropriate to give effect to this resolution, with such modifications thereto (if any) as they or he may think fit in the interests of the Company.”

[See Explanatory Note (vi)]

(Resolution 11)

12. **The proposed grant of an Award to Ms Soelistyo Dewi Soegiharto, a controlling shareholder of the Company, under the Memiontec Performance Share Plan**

“That:

- (a) approval be and is hereby given for the proposed grant of an Award to Ms Soelistyo Dewi Soegiharto, a controlling shareholder of the Company, in accordance with the Rules of the Memiontec Performance Share Plan and on the following terms:

Proposed date of grant of the Award : 5 May 2024

Number of Shares which are the subject of the Award : Up to 1,080,000 Shares

Vesting period of the Award : One (1) year from the date of grant of the Award

Vesting condition of the Award : Subject to the Group achieving certain predetermined financial and performance targets for the financial year ending 31 December 2024, as determined by the Remuneration Committee administering the Memiontec Performance Share Plan

- (b) the Directors of the Company be and are hereby authorised to issue and allot new Shares and/or transfer existing Shares to Ms Soelistyo Dewi Soegiharto pursuant to the vesting of the Award, in accordance with the Rules of the Memiontec Performance Share Plan and on the terms of the Award; and

- (c) the Directors of the Company and each of them be and is hereby authorised and empowered to complete and do all such acts and things, and to approve and execute all such documents as they or he may consider necessary, desirable, expedient or appropriate to give effect to this resolution, with such modifications thereto (if any) as they or he may think fit in the interests of the Company.”

[See Explanatory Note (vii)]

(Resolution 12)

13. **The proposed grant of an Award to Ms Rachel Kwok Xiu Jian, an associate of a controlling shareholder of the Company, under the Memiontec Performance Share Plan**

“That:

- (a) approval be and is hereby given for the proposed grant of an Award to Ms Rachel Kwok Xiu Jian, an associate of a controlling shareholder of the Company, in accordance with the Rules of the Memiontec Performance Share Plan and on the following terms:

Proposed date of grant of the Award : 5 May 2024

Number of Shares which are the subject of the Award : Up to 97,500 Shares

Vesting period of the Award : One (1) year from the date of grant of the Award

Vesting condition of the Award : Subject to the Group achieving certain predetermined financial and performance targets for the financial year ending 31 December 2024, as determined by the Remuneration Committee administering the Memiontec Performance Share Plan

- (b) the Directors of the Company be and are hereby authorised to issue and allot new Shares and/or transfer existing Shares to Ms Rachel Kwok Xiu Jian pursuant to the vesting of the Award, in accordance with the Rules of the Memiontec Performance Share Plan and on the terms of the Award; and

- (c) the Directors of the Company and each of them be and is hereby authorised and empowered to complete and do all such acts and things, and to approve and execute all such documents as they or he may consider necessary, desirable, expedient or appropriate to give effect to this resolution, with such modifications thereto (if any) as they or he may think fit in the interests of the Company.”

[See Explanatory Note (viii)]

(Resolution 13)

By Order of the Board
Memiontec Holdings Ltd.

Gn Jong Yuh Gwendolyn
Company Secretary
9 April 2024

Explanatory Notes:

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

Subject to the approval of shareholders of the Company at this AGM of the Company, notice is hereby given that the Share Transfer Books and Register of Members of the Company will be closed at 5.00 p.m. (Singapore time) on 21 June 2024 (“**Record Date**”) for the purpose of determining shareholders’ entitlement to the First and Final Dividend.

Duly completed registrable transfers in respect of the shares in the Company received by the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098623, up to 5.00 p.m. on the Record Date will be registered to determine shareholders’ entitlement to the First and Final Dividend. In respect of the shares in the Company in the securities accounts with The Central Depository (Pte) Limited (“**CDP**”), the First and Final Dividend will be paid by the Company to CDP which will distribute the First and Final Dividend to holders of the securities accounts.

The First and Final Dividend, if approved by shareholders of the Company at this AGM of the Company, shall be payable on or about 8 July 2024.

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

Ms Soelistyo Dewi Soegiharto will, upon re-election as a Director of the Company, remain as the Managing Director of the Company.

Mr Yap Chee Wee will, upon re-election as a Director of the Company, remain as an Independent Director of the Company, Chairman of the Nominating Committee, as well as a member of the Audit Committee and the Remuneration Committee of the Company. There are no relationships (including immediate family relationships) between Mr Yap Chee Wee and the other Directors of the Company, the Company, its related corporations, its substantial shareholders or its officers, which may affect his independence. Mr Yap Chee Wee is considered by the Board of Directors of the Company 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 2023 under the section entitled “Disclosure of Information on Directors Seeking Re-election”.

(iii) The Ordinary Resolution 8, 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 9, 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, when aggregated with the total number of new Shares allotted and issued and/or Shares to be allotted and issued delivered and/or to be delivered pursuant to Awards already granted under the PSP, and the aggregate number of Shares over which options or awards are granted under any share option schemes or share schemes of the Company, 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.

- (v) The Ordinary Resolution 10, if passed, will empower the Directors of the Company during the Relevant Period to purchase or otherwise acquire by way of Market Purchases or Off-Market Purchases, Shares up to the Maximum Percentage of Shares, subject always to the free float requirements being complied with and on the terms of the Share Buyback Mandate as set out in the Ordinary Resolution and the Appendix. An illustration on the financial effects of the purchase or acquisition of Shares by the Company pursuant to the Share Buyback Mandate based on the audited financial statements of the Group for the financial year ended 31 December 2023 is set out in Section 2.7 of the Appendix. For more information relating to Ordinary Resolution 10, please refer to Section 2 of the Appendix.
- (vi) The Ordinary Resolution 11, if passed, will empower the Directors of the Company to grant an Award of up to 1,800,000 Shares to Mr Tay Kiat Seng, a controlling shareholder of the Company, on the terms as set out in the Rules of the Memiontec Performance Share Plan and the Appendix. For more information relating to Ordinary Resolution 11, please refer to Section 3 of the Appendix.
- (vii) The Ordinary Resolution 12, if passed, will empower the Directors of the Company to grant an Award of up to 1,080,000 Shares to Ms Soelistyo Dewi Soegiharto, a controlling shareholder of the Company, on the terms as set out in the Rules of the Memiontec Performance Share Plan and the Appendix. For more information relating to Ordinary Resolution 12, please refer to Section 3 of the Appendix.
- (viii) The Ordinary Resolution 13, if passed, will empower the Directors of the Company to grant an Award of up to 97,500 Shares to Ms Rachel Kwok Xiu Jian, an associate of a controlling shareholder of the Company, on the terms as set out in the Rules of the Memiontec Performance Share Plan and the Appendix. For more information relating to Ordinary Resolution 13, please refer to Section 3 of the Appendix.

Notes:

1. The Annual General Meeting (“**AGM**”) will be held at Poolside Lounge, SAF Yacht Club, 43 Admiralty Road West, Singapore 759962 on Wednesday, 24 April 2024 at 10.00 a.m. (Singapore Time) for the purpose of considering and if thought fit, passing, with or without any modification, the Ordinary Resolutions set out in this Notice of AGM. **There will be no option for Shareholders to participate virtually.**
2. No printed copies of the Annual Report 2023 and the Appendix will be sent to Shareholders. Shareholders may request for printed copies of the Annual Report 2023 and/or the Appendix by completing and returning the request form (sent to them by post together with printed copies of this Notice of AGM and the accompanying Proxy Form) no later than Tuesday, 16 April 2024. In addition, this Notice of AGM, the Annual Report 2023, the Appendix, the Proxy Form, and the request form may be accessed at the Company’s corporate website at the URL www.memiontec.com/announcements, and are also available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
3. Arrangements relating to attendance at the AGM, submission of comments, queries and/or questions to the Chairman of the Meeting in advance of the AGM, addressing of substantial and relevant comments, queries and/or questions before the AGM, and voting by appointing proxy(ies) (including the Chairman of the Meeting), are set out in this Notice of AGM. Please refer to the section titled “Key dates/deadlines” below for the relevant steps and details for Shareholders to participate at the AGM.
4. **There will be no option for Shareholders to participate virtually at the AGM. A Shareholder (whether individual or corporate) must vote live at the AGM or must appoint proxy(ies) (including the Chairman of the Meeting), to attend, speak and vote on his/her/its behalf at the AGM if such Shareholder wishes to exercise his/her/its voting rights at the AGM.** The Proxy Form may be accessed at the Company’s corporate website at the URL www.memiontec.com/announcements, and is also available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. Where a member (whether individual or corporate) appoints proxy(ies) (including the Chairman of the Meeting), he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which failing which the proxy(ies) will vote or abstain from voting at his/her discretion.

Only Shareholders or their appointed proxy(ies) who have been successfully verified will be entitled to attend the AGM.

5. Duly appointed proxy(ies), including the Chairman of the Meeting acting as proxy, need not be a member of the Company.
6. The Proxy Form must be submitted to the Company in the following manner:
 - (a) if submitted by post, be lodged at the registered address of the Company at 20 Woodlands Link #04-30/31 Singapore 738733; or
 - (b) if submitted by way of electronic means, be submitted via email to the Company at irmr@memiontec.com,

in either case, by 10.00 a.m. on Sunday, 21 April 2024 (being not less than seventy-two (72) hours before the time fixed for the AGM). **Members are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email.**

The proxy form must be under the hand of the appointor or of his/her attorney duly authorised in writing and where such proxy form is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer. Where the proxy form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the proxy form, failing which the proxy form may be treated as invalid.

A Shareholder (who is not a relevant intermediary) entitled to attend, speak and vote at a meeting of the Company is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her/its behalf. A proxy need not be a Shareholder. Where a Shareholder appoints two (2) proxies, the appointments shall be invalid unless he/she/it specifies the number of shares to be represented by each proxy.

A Shareholder who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, 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 two (2) or more proxies, the appointments shall be invalid unless such Shareholder specifies the number of shares to be represented by each proxy.

SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective SRS operators or relevant intermediaries to submit their votes and/or questions relating to the resolutions tabled for approval at the AGM by Friday, 12 April 2024 at 5.00 p.m. (being seven (7) working days before the AGM).

Personal Data Privacy:

By (a) submitting an instrument appointing a proxy or proxies to vote at the AGM and/or any adjournment thereof, or (b) submitting any question prior to the AGM 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 or service providers) of proxy forms appointing the Chairman of the Meeting as a proxy 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);
- (ii) addressing substantial and relevant questions from members received by the Company and if necessary, following up with the relevant members in relation to such questions; and
- (iii) 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 AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a member of the Company (such as his name, his presence at the AGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.

Key dates/deadlines:

| Key Dates | Events and Information |
|---|--|
| 5.00 p.m. on Friday, 12 April 2024 | Deadline for SRS investors, including persons who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act), who wish to appoint the Chairman of the Meeting as proxy to approach their respective SRS operators or relevant intermediaries to submit their votes and/or questions related to the resolutions to be tabled for approval at the AGM. |
| 10.00 a.m. on Wednesday, 17 April 2024 | Deadline for members to submit comments, queries and/or questions in advance of the AGM of the Company. |
| 10.00 a.m. on Friday, 19 April 2024 | The Company will endeavour to address all substantial and relevant questions, comments and/or queries received from Shareholders relating to the resolutions in the Notice of AGM prior to the AGM, by publishing its responses to the questions on the Company's corporate website at the URL www.memiontec.com/announcements and SGXNet at the URL https://www.sgx.com/securities/company-announcements . The Company will also address any subsequent clarifications sought, or follow-up questions in respect of such substantial and relevant questions during the AGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed. |
| 10.00 a.m. on Sunday, 21 April 2024 | Deadline for members to submit Proxy Forms to appoint proxy(ies) (including the Chairman of the Meeting) to attend, submit question(s) and vote at the AGM of the Company. The Proxy Form must be submitted to the Company in the following manner: (a) if submitted by post, be lodged at the registered address of the Company at 20 Woodlands Link #04-30/31 Singapore 738733; or (b) if submitted by way of electronic means, be submitted via email to the Company at irmr@memiontec.com . Shareholders are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email. |
| 10.00 a.m. on Wednesday, 24 April 2024 | Members and (where applicable) duly appointed proxies and representatives may participate at the AGM at Poolside Lounge, SAF Yacht Club, 43 Admiralty Road West, Singapore 759962. There will be no option for Shareholders to participate virtually. |
| By Friday, 24 May 2024 | The Company will publish the minutes of AGM on the Company's corporate website at the URL www.memiontec.com/announcements and on SGXNet at the URL https://www.sgx.com/securities/company-announcements within one (1) month after the AGM. |

This notice has been prepared by Memiontec Holdings Ltd. (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 Catalyst.

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. Karen Soh, Managing Director, ZICO Capital Pte. Ltd., at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.

MEMIONTEC HOLDINGS LTD.

(Company Registration No.: 201305845W)
(Incorporated in the Republic of Singapore)

PROXY FORM

(Please see notes overleaf before completing this Proxy Form)

IMPORTANT

- The Annual General Meeting ("AGM" or "Meeting") of the Company is being convened, and will be held at Poolside Lounge, SAF Yacht Club, 43 Admiralty Road West, Singapore 759962. **There will be no option for shareholders to participate virtually.**
- The Notice of AGM is also accessible (a) via publication on the Company's corporate website at the URL www.memiontec.com/announcements; and (b) via publication on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
- Arrangements relating to attendance at the AGM, submission of comments, queries and/or questions to the Chairman of the Meeting in advance of and live at the AGM, addressing of substantial and relevant comments, queries and/or questions before the AGM, and voting by appointing proxy(ies) (including the Chairman of the Meeting), are set out in the Notice of AGM.
- A member (whether individual or corporate) must vote live at the AGM or must appoint proxy(ies) (including the Chairman of the Meeting) to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM.
- SRS investors, including persons who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967), who wish to appoint the Chairman of the Meeting as proxy should approach their respective SRS Operators or relevant intermediaries to submit their votes by Friday, 12 April 2024 at 5.00 p.m. (that is, at least seven (7) working days before the date of the AGM).
- By submitting this proxy form, the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM.
- Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of proxy(ies) (including the Chairman of the Meeting) as a member's proxy to attend, speak and vote on his/her/its behalf at the AGM.

I/We*, _____ (Name) _____ (NRIC/Passport/Company Registration Number*)

of _____ (Address)

being a shareholder/shareholders* of MEMIONTEC HOLDINGS LTD. (the "Company"), hereby appoint:

| Name | Address | NRIC/Passport Number | Proportion of Shareholdings | |
|------|---------|----------------------|---------------------------------|---|
| | | | No. of Shares (Ordinary Shares) | % |
| | | | | |

and/or* (please delete as appropriate)

| Name | Address | NRIC/Passport Number | Proportion of Shareholdings | |
|------|---------|----------------------|---------------------------------|---|
| | | | No. of Shares (Ordinary Shares) | % |
| | | | | |

or failing him/her/them*, the Chairman of the Meeting as my/our* proxy/proxies* to vote for me/us* on my/our* behalf at the AGM to be convened and held at Poolside Lounge, SAF Yacht Club, 43 Admiralty Road West, Singapore 759962 on Wednesday, 24 April 2024 at 10.00 a.m. (Singapore Time) and at any adjournment thereof in the following manner:

*Delete as appropriate.

| Ordinary Resolutions | | For# | Against# | Abstain# |
|--------------------------|--|------|----------|----------|
| Ordinary Business | | | | |
| 1. | Adoption of the Audited Financial Statements of the Company for the financial year ended 31 December 2023, together with the Directors' Statement and the Independent Auditor's Report thereon | | | |
| 2. | Proposed payment of a tax exempt (one-tier) first and final cash dividend of S\$0.00196 per ordinary share in the capital of the Company for the financial year ended 31 December 2023 (FY2022: S\$0.00118 per ordinary share) | | | |
| 3. | Re-election of Mr Tay Kiat Seng as a Director of the Company | | | |
| 4. | Re-election of Ms Soelistyo Dewi Soegiharto as a Director of the Company | | | |
| 5. | Re-election of Mr Yap Chee Wee as a Director of the Company | | | |
| 6. | Payment of Directors' fees of up to S\$150,000 for the financial year ending 31 December 2024, to be paid half yearly in arrears (FY2023: up to S\$150,000) | | | |
| 7. | Re-appointment of PKF-CAP LLP as Auditors of the Company and authority to Directors of the Company to fix their remuneration | | | |
| Special Business | | | | |
| 8. | Authority to allot and issue shares | | | |
| 9. | Authority to offer and grant awards and allot and issue shares under the Memiontec Performance Share Plan | | | |
| 10. | Proposed renewal of the Share Buyback Mandate | | | |
| 11. | Proposed grant of an award to Mr Tay Kiat Seng, a controlling shareholder of the Company, under the Memiontec Performance Share Plan | | | |
| 12. | Proposed grant of an award to Ms Soelistyo Dewi Soegiharto, a controlling shareholder of the Company, under the Memiontec Performance Share Plan | | | |
| 13. | Proposed grant of an award to Ms Rachel Kwok Xiu Jian, an associate of a controlling shareholder of the Company, under the Memiontec Performance Share Plan | | | |

Voting will be conducted by poll. If you wish to appoint proxy(ies) or appoint the Chairman of the Meeting as your proxy to cast all your votes "For" or "Against" a resolution, please tick with "✓" in the "For" or "Against" box in respect of that resolution. Alternatively, please indicate the number of votes "For" or "Against" in the "For" or "Against" box in respect of that resolution. If you wish to appoint proxy(ies) or appoint the Chairman of the Meeting as your proxy to abstain from voting on a resolution, please tick with "✓" in the "Abstain" box in respect of that resolution. Alternatively, please indicate the number of shares that your proxy(ies) or the Chairman of the Meeting, as your proxy, is directed to abstain from voting in the "Abstain" box in respect of that resolution. **In the absence of specific directions in respect of a resolution, the proxy(ies) will vote or abstain from voting at his/her discretion.**



Dated this _____ day of _____ 2024.

| |
|------------------------------------|
| Total number of Shares Held |
| |

Signature(s) of Shareholder(s) or
Common Seal of Corporate Shareholder

Notes:

1. Except for a member who is a relevant intermediary as defined under Section 181(6) of the Companies Act 1967 of Singapore ("**Companies Act**"), a member of the Company entitled to attend, speak and vote at the Annual General Meeting of the Company ("**AGM**") is entitled to appoint not more than two (2) proxies to attend, speak and vote in his/her/its stead. Such proxy need not be a member of the Company.
2. Where a member of the Company appoints two (2) proxies, he/she/it shall specify the proportion of his/her/its shareholding (expressed as a percentage of the whole) to be represented by each such proxy.
3. Pursuant to Section 181(1C) of the Companies Act, a member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.
4. A member can appoint the Chairman of the AGM as his/her/its proxy, but this is not mandatory.
5. Members who wish to appoint proxy(ies) to attend, speak and vote at the AGM on their behalf must complete and submit this proxy form in accordance with the instructions hereof by Sunday, 21 April 2024 at 10.00 a.m. (being not less than seventy-two (72) hours before the time fixed for the AGM).
6. The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or under the hand of its attorney or duly authorised officer.
7. A corporation which is a member of the Company may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with its constitution and Section 179 of the Companies Act.
8. A member should insert the total number of shares held in this proxy form. If the member has shares entered against his/her/its name in the Depository Register (as defined in Section 815F of the Securities and Futures Act 2001 of Singapore), he/she/it should insert that number of shares. If the member has shares registered in his/her/its name in the Register of Members of the Company, he/she/it should insert the number of shares. If the member has shares entered against his/her/its name in the Depository Register and shares registered in his/her/its name in the Register of Members of the Company, he/she/it should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member of the Company.
9. This duly executed proxy form together with the power of attorney or other authority (if any) under which it is signed, or notarially certified copy thereof, must be sent by email to irmr@memiontec.com or by post to the registered address of the Company at 20 Woodlands Link #04-30/31 Singapore 738733 by 10.00 a.m. on 21 April 2024 (being not less than seventy-two (72) hours before the time fixed for the AGM).

This proxy form is also made available on SGXNet at <https://www.sgx.com/securities/company-announcements> and the Company's corporate website at www.memiontec.com/announcements. A member of the Company who wishes to submit a proxy form must complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

10. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of members of the Company whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if such members are not shown to have shares entered against their names in the Depository Register seventy-two (72) hours before the time fixed for the AGM as certified by The Central Depository (Pte) Limited to the Company.
11. For investors who hold shares in the capital of the Company under the Supplementary Retirement Scheme ("**SRS Investors**"), this proxy form is not valid for their use and shall be ineffective for all intents and purposes if used or purported to be used by them. SRS Investors who wish to exercise their votes should approach their SRS operators by Friday, 12 April 2024 at 5.00 p.m. (being seven (7) working days before the AGM).

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) 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 and administration 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, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) 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 or service providers), the member has obtained the prior consent of such proxy(es) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) 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.