



MICRO-MECHANICS (HOLDINGS) LTD.
(Incorporated in the Republic of Singapore)
(Company Registration No. 199604632W)

Notice of Twenty-Seventh Annual General Meeting

NOTICE IS HEREBY GIVEN that the Twenty-Seventh Annual General Meeting of the Company will be held at Big Picture Theatre, Level 9, Capital Tower, 168 Robinson Road, Singapore 068912 on Monday, 30 October 2023 at 2.00 p.m. to transact the following business:

Ordinary Business

- To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 30 June 2023 and the Auditors' Report thereon. **[Resolution 1]**
- To declare a final dividend of three cents per ordinary share tax exempt for the financial year ended 30 June 2023. **[Resolution 2]**
- To re-elect Mr Christopher Reid Borch, who retires by rotation pursuant to Regulation 97 of the Company's Constitution, as Director of the Company. **[Resolution 3]**
- To re-elect Ms Lai Chin Yee, who retires by rotation pursuant to Regulation 97 of the Company's Constitution, as Director of the Company. **[Resolution 4]**
- To re-elect Mr Kyle Christopher Borch, who retires pursuant to Regulation 103 of the Company's Constitution, as Director of the Company. **[Resolution 5]**
- To approve the payment of Directors' Fees of S\$430,000 for the financial year ended 30 June 2023. (2022: S\$435,000) **[Resolution 6]**
- To re-appoint KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **[Resolution 7]**
- To transact any other business that may be transacted at an Annual General Meeting.

Special Business

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

9 Authority to allot and issue shares in the capital of the Company

That pursuant to Section 161 of the Companies Act 1967 (the Act), the Constitution and the listing rules of the Singapore Exchange Securities Trading Limited (SGX-ST), authority be and is hereby given to the Directors of the Company to:-

- (i) allot and issue shares in the capital of 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 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 may in their absolute discretion deem fit; and
- (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 while this Resolution was in force,

provided that:

- the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time of the passing of this Resolution (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares issued other than on a pro-rata basis to existing shareholders (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 10% of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below); and
- (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) shall be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time of the passing of this Resolution, after adjusting for:-
 - new Shares arising from the conversion or exercise of convertible securities or from the exercise of share options or vesting of share awards which were issued and are outstanding or subsisting at the time this Resolution is passed, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the SGX-ST Listing Manual; and
 - any subsequent bonus issue, consolidation or subdivision of Shares;
- in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the listing rules of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier. **[Resolution 8]**

By Order of the Board

Tan Wei Lee
Company Secretary
29 September 2023
Singapore

Explanatory Notes:

- For Ordinary Resolutions 3, 4 and 5, detailed information on the three Directors can be found in the sections on "Board of Directors", "Corporate Information", "Corporate Governance" and "Additional Information for Directors Seeking Re-election" in the Company's Annual Report FY2023. Ms Lai Chin Yee, if re-elected as Director of the Company, will remain as Chairperson of the Audit Committee and Risk Management/Sustainability Committee and a member of the Remuneration Committee and Nominating Committee and will be considered as an independent director.
- The ordinary resolution 8, if passed, will empower the Directors from the date of this Annual General Meeting until the date of the next Annual General Meeting to issue Shares, make or grant instruments convertible into Shares and to issue Shares pursuant to such instruments up to an aggregate number not exceeding 50% of the total number of issued Shares excluding treasury shares and subsidiary holdings, if any, in the capital of the Company, with a sub-limit of 10% for issues other than on a pro-rata basis.

Notes:

(A) Physical Meeting

The Annual General Meeting ("AGM") will be held at Big Picture Theatre, Level 9, Capital Tower, 168 Robinson Road, Singapore 068912. The Notice of AGM is available on SGXNET and <https://micromechanics.listedcompany.com/>.

(B) Submission of Proxy Form

- A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
 - A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the meeting, but each proxy must be appointed to the relevant interests attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

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

- A proxy need not be a member of the Company.
- The Proxy Form is available on SGXNET and <https://micromechanics.listedcompany.com/>. A printed copy of the Proxy Form can also be found in the Annual Report 2023 which will be despatched to members.
- The Proxy Form must be submitted in the following manner:
 - if submitted electronically, be submitted via email to the Company's Share Registrar, M & C Services Private Limited at GPD@mncsingapore.com; or
 - if submitted by post, be deposited at M & C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902in either case, by **2.00 p.m. on 27 October 2023**.
- A member 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.
- CPF and SRS investors:
 - may attend the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
 - may appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **5.00 p.m. on 18 October 2023**.

(C) Submission of Questions

- Members can submit their questions related to the resolutions to be tabled at the AGM live at the AGM.
- Members can also submit their questions related to the resolutions to be tabled at the AGM to the Chairman of the Meeting, in advance of the AGM, by email to investor@micro-mechanics.com or by post to the Company at Micro-Mechanics (Holdings) Ltd., 31 Kaki Bukit Place, Eunos Techpark, Singapore 416209. All questions must be submitted by **2.00 p.m. on 14 October 2023**.

When sending in your questions by post or by email, please also provide the following details:

- your full name;
- number of shares held; and
- the manner in which you hold shares in the Company (e.g. via CDP, CPF or SRS).

- Members will endeavour to address all substantial and relevant questions related to the resolutions to be tabled at the AGM before or at the AGM. A summary of the questions and responses will be published on SGXNET and the Company's website by 2.00 p.m. on 25 October 2023. For questions which are addressed during the AGM, the responses to such questions will be included in the minutes of the AGM which will be published on the SGXNET and the Company's website.

(D) Annual Report

The Annual Report 2023 has been made available on SGXNET and the Company's website at <https://micromechanics.listedcompany.com/>. A printed copy of the Annual Report 2023 which includes the Notice of AGM and Proxy Form will be despatched to members.

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, or submitting any question prior to the AGM in accordance with the Notice of AGM dated 6 October 2023, a member of the Company (a) 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, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof); (ii) addressing substantial and relevant questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions; (iii) preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "Purposes"). (b) warrants that where the member discloses the personal data of such 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(ies) 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 (c) 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.

NOTICE OF RECORD DATE FOR DIVIDEND PAYMENT

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of Micro-Mechanics (Holdings) Ltd. (the "Company") will be closed for the preparation of dividend warrants.

Duly completed registrable transfers received by the Company's Share Registrar, M & C Services Private Limited, 112 Robinson Road, #05-01, Singapore 068902 up to 5.00 p.m. on 6 November 2023 will be registered to determine shareholders' entitlements to the said dividend.

Members whose Securities Accounts with the Central Depository (Pte) Limited are credited with shares at 5.00 p.m. on 6 November 2023 will be entitled to the proposed dividend.

The proposed dividend, if approved by the members at the Twenty-Seventh Annual General Meeting to be held on 30 October 2023, will be paid on 17 November 2023.