

METECH INTERNATIONAL LIMITED

(Company Registration Number 199206445M)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of METECH INTERNATIONAL LIMITED will be convened and held at Raffles Marina, 10 Tuas West Drive, Singapore 638404 on 29 June 2024 at 9.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial period ended 31 December 2023, together with the Independent Auditors’ Report thereon. **(Ordinary Resolution 1)**

2. To re-elect Mr. Er Kwong Wah, who is retiring under Regulation 88 of the Company’s Constitution, as a Director of the Company. **(Ordinary Resolution 2)**

Mr. Er Kwong Wah will, upon re-election as a Director of the Company, remain as an Independent Director of the Company and the Chairman of the Audit Committee, member of the Nominating Committee and Remuneration Committee. Mr. Er Kwong Wah is considered independent for the purposes of Rule 704(7) of the Catalist Rules. Information relating to Mr. Er Kwong Wah as required under Rule 720(5) of the Catalist Rules in relation to his re-election may be found under the Provision 4.5 of the Corporate Governance Report and the section entitled “Board of Directors” in the Annual Report.

3. To re-elect Ms. Lucy Yow Su Chin, who is retiring under Regulation 88 of the Company’s Constitution, as a Director of the Company. **(Ordinary Resolution 3)**

Ms. Lucy Yow Su Chin will, upon re-election as a Director of the Company, remain as an Independent Director of the Company and the Chairwoman of the Remuneration Committee, member of the Audit Committee and Nominating Committee. Ms. Lucy Yow Su Chin is considered independent for the purposes of Rule 704(7) of the Catalist Rules. Information relating to Ms. Lucy Yow Su Chin as required under Rule 720(5) of the Catalist Rules in relation to her re-election may be found under the Provision 4.5 of the Corporate Governance Report and the section entitled “Board of Directors” in the Annual Report.

4. To re-elect Mr. Hwang Kin Soon Ignatius, who is retiring under Regulation 88 of the Company’s Constitution, as a Director of the Company. **(Ordinary Resolution 4)**

Mr. Hwang Kin Soon Ignatius will, upon re-election as a Director of the Company, remain as an Independent Director of the Company and the Chairman of the Nominating Committee, member of the Audit Committee and Remuneration Committee. Mr. Hwang Kin Soon Ignatius is considered independent for the purposes of Rule 704(7) of the Catalist Rules. Information relating to Mr. Hwang Kin Soon Ignatius as required under Rule 720(5) of the Catalist Rules in relation to his re-election may be found under the Provision 4.5 of the Corporate Governance Report and the section entitled “Board of Directors” in the Annual Report.

5. To re-appoint Messrs Moore Stephens LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 5)**

6. 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 resolution as Ordinary Resolution, with or without any modifications:

7. Share Issue Mandate

That pursuant to Section 161 of the Companies Act 1967 of Singapore (the “**Act**”) and subject to Rule 806 of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”) and in accordance with the provisions of the Company’s Constitution, authority be given to the Directors of the Company to:

- (a) (i) allot and issue new shares in the capital of the Company (the “**Shares**”) (whether by way of rights, bonus or otherwise); and/or
- (ii) make or grant offers, agreements or options (collectively, the “**Instruments**”) that might or would require Shares to be allotted and issued, including but not limited to the creation, allotment and issue of (as well as adjustments to) 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 that the authority conferred by this Resolution may have ceased to be in force) allot and issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution is in force,

Provided that:

- (i) 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 one hundred per cent. (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares to be issued other than on a *pro rata* basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent. (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (ii) below);
- (ii) (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 (i) above, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
 - (A) new Shares arising from the conversion or exercise of any Instruments or any convertible securities;
 - (B) new Shares arising from the exercising of share options or vesting of share award, provided that the share options or the share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (C) any subsequent bonus issue, consolidation or sub-division of Shares;any adjustments made in accordance with sub-paragraphs (ii)(A) or (ii)(B) above shall only be made in respect of new Shares arising from convertible securities and Instruments which were issued and outstanding and/or subsisting at the time of the passing of this Resolution.
- (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Act and the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Company's Constitution for the time being; and
- (iv) (unless revoked or varied by the Company in general meeting) such authority conferred by this Resolution shall 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 the earlier.
[See Explanatory Note (a)].

(Ordinary Resolution 6)

By Order of the Board

Wang Zhuo

Executive Director and CEO

14 June 2024

Explanatory Note:

- (a) **Ordinary Resolution 6** if passed, is to empower the Directors of the Company, effective until the conclusion of the next AGM of the Company, or the day 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 earlier, to allot and issue Shares in the capital of the Company and/or Instruments (as defined above). The aggregate number of Shares to be issued pursuant to Ordinary Resolution 6 (including Shares to be issued in pursuance of Instruments made or granted) shall not exceed one hundred per cent. (100%) of the total number of issued Shares excluding subsidiary holdings (as defined in the Catalist Rules) and treasury Shares of the Company, with a sub-limit of fifty per cent. (50%) for Shares issued other than a *pro rata* basis (including Shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to shareholders.

Notes:

1. The AGM will be held at Raffles Marina, 10 Tuas West Drive, Singapore 638404, on 29 June 2024 at 9.00 a.m.. **There will be no option for members to participate virtually.** A printed copy of the Annual Report will NOT be despatched to members as the Company's Constitution provides for the use of electronic communications pursuant to the Catalist Rules. Accordingly, only hardcopies of this Notice of AGM, the Proxy Form and Request Form will be sent by post to members. Members who wish to obtain a printed copy of the Annual Report should complete the Request Form and return it to the Company via email to shareholder@metechinternational.com or by post to the Company's registered office at 2 Venture Drive, #08-10 Vision Exchange, Singapore 608526, in either case, by no later than 19 June 2024.
2. The Annual Report, Notice of AGM, Proxy Form and Request Form will be made available to members on the SGXNET at <https://www.sgx.com/securities/company-announcements> and on the Company's website at <https://www.metechinternational.com> under "Investor Relations". An Internet browser and PDF reader are required to view these documents on SGXNET or the Company's website.
3. Members including Supplementary Retirement Scheme investors ("**SRS Investors**") may participate in the AGM by:
 - (a) attending the AGM in person;
 - (b) raising questions at the AGM or submitting questions in advance of the AGM; and/or
 - (c) voting at the AGM either by themselves personally or through their duly appointed proxy(ies).

Investors who hold Shares through Relevant Intermediaries (as defined herein), including under SRS, should approach their respective SRS Operators to submit their questions based on the instructions stated herein.

4. A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the AGM. Where such member's Proxy Form appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the Proxy Form, otherwise the Company shall be entitled to treat the first named proxy as representing the entire number of Shares registered against the member's name in the Depository Register and any second named proxy as an alternate to the first named proxy.
5. A member 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 member. Where such member's Proxy Form 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 or alternatively, separate Proxy Forms should be used.
6. **"Relevant Intermediary"** has the meaning ascribed to it in Section 181(6) of the Companies Act 1967:
 - (a) a banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (b) a person holding a capital markets services licence holder to provide custodial services under the Securities and Futures Act 2001 and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with the subsidiary legislation.
7. SRS Investors who wish to vote should approach their respective SRS Operators to submit their votes at least seven (7) working days before the AGM (i.e., by 19 June 2024) in order to allow sufficient time for their respective Relevant Intermediaries to in turn submit a Proxy Form to appoint either such SRS Investors (if they wish to attend the AGM and vote in person) or the Chairman of the AGM (in which case the SRS Investors shall be precluded from attending the AGM) as proxies to vote at the AGM.
8. If no specific direction as to voting is given or in the event of any other matter arising at the AGM and at any adjournment thereof, the proxy(ies) (except where the Chairman of the AGM is appointed as the member's proxy) will vote or abstain from voting at his/her/their discretion. In the absence of specific direction as to the voting given by a member, the appointment of the Chairman of the AGM as the member's proxy for the resolution will be treated as invalid.
9. A proxy, including the Chairman of the AGM, need not be a member of the Company.
10. The duly executed Proxy Form must be submitted to the Company in the following manner:
 - (a) via email to shareholder@metechinternational.com; or
 - (b) by post to the Company's registered address at 2 Venture Drive, #08-10 Vision Exchange, Singapore 608526;

in either case, by 9.00 a.m. (Singapore Time) on 26 June 2024 (being no less than seventy-two (72) hours before the time fixed for holding the AGM), and in default the Proxy Form shall not be treated as valid. A member who wishes to submit the Proxy Form must either (i) complete and sign the hardcopy of the Proxy Form which will be despatched to the member, or (ii) download, complete and sign the softcopy of the Proxy Form, before submitting it either by (A) scanning and submitting it by way of electronic means via email to the email address provided above, or (B) post to the address provided above. Members are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email. The submission of the Proxy Form by such member will not prevent him from attending and voting at the AGM in person if he so wishes.

11. The Proxy Form must be signed by the appointor or his/her/their attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised or in such manner as appropriate under the applicable laws. Where the Proxy Form is signed on behalf of the appointor by an attorney, a copy of the power of attorney or such other authority must be submitted together with the Proxy Form, failing which the Proxy Form may be treated as invalid.
12. 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. 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 a Proxy Form if the member, being the appointor, is not shown to have Shares entered against his/her/their name in the Depository Register as at seventy-two (72) hours before the time fixed for holding the AGM, as certified by the CDP to the Company. A Depositor shall not be regarded as a member of the Company entitled to attend, speak and vote at the AGM unless his/her/their name appears on the Depository Register seventy-two (72) hours before the time fixed for holding the AGM.
13. Shareholders may submit questions in relation to the Proposed Resolution tabled for approval at the AGM by writing to the Company in advance of the AGM. Alternatively, Shareholders may also pose such questions during the AGM. Shareholders should submit questions in the following manner:
 - (a) via email to shareholder@metechinternational.com; or
 - (b) by post to the registered office of the Company at 2 Venture Drive, #08-10 Vision Exchange, Singapore 608526,

in either case, no later than 21 June 2024. For verification purposes, when submitting any questions, members MUST provide the Company with their particulars (comprising full name (for individuals)/company name (for corporates), email address, contact number, NRIC/passport number/company registration number, shareholding type and number of shares held), failing which the submission will be treated as invalid.

The Company shall address relevant and substantial questions (as may be determined by the Company in its sole discretion) received from members prior to the AGM via SGXNet no later than 48 hours before the deadline for submission of the Proxy Forms (i.e., by 24 June 2024, 9.00 a.m.). Any substantive and relevant questions received by the Company after 21 June 2024 will be addressed during the AGM.

Personal data privacy:

By submitting the Proxy Form for 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, administration and analysis 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 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(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 (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.

*This Notice of AGM has been prepared by the Company and reviewed by the Company's sponsor, Novus Corporate Finance Pte. Ltd. (the "**Sponsor**"), in compliance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") Listing Manual Section B: Rules of Catalist. This Notice of AGM has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this Notice of AGM, including the correctness of any of the statements or opinions made, or reports contained in this Notice of AGM. The contact person for the Sponsor is Mr. Pong Chen Yih, Chief Operating Officer, at 7 Temasek Boulevard, #04-02 Suntec Tower 1, Singapore 038987, telephone (65) 6950 2188.*