METAOPTICS

METAOPTICS LTD

(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 The Meeting Point, 73B Ayer Rajah Crescent, Singapore 139966 on Wednesday, 28 October 2026 at 10.00 a.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following 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 12 October 2026 ("**Circular**").*

ORDINARY RESOLUTIONS

RESOLUTION 1: PROPOSED ADOPTION OF THE SHARE BUY-BACK MANDATE

THAT:

(a) pursuant to the M&AA and the Catalist Rules, the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire Shares not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price(s) as may be determined by the Directors from time to time up to but not exceeding the Maximum Price (as hereafter defined), whether by way of:

(i) on-market purchase(s) ("**Market Purchase(s)**"), through the SGX-ST's trading system or, as the case may be, on any other stock exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or

(ii) off-market purchase(s) ("**Off-Market Purchase(s)**") in accordance with an equal access scheme as defined in Section 76C of the Singapore Companies Act,

and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Singapore Take-Over Code, the Cayman Islands Companies Act and the Catalist Rules as may for the time be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Buy-Back Mandate**");

(b) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Buy-Back Mandate shall, at the discretion of the Directors, either be cancelled or held as Treasury Shares and dealt with in accordance with the Cayman Islands Companies Act;

(c) the authority conferred on the Directors pursuant to the Share Buy-Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:

(i) the conclusion of the next annual general meeting of the Company is held or the date on which such annual general meeting is required by law to be held (whereupon it will lapse, unless renewed at such meeting);

(ii) the date on which the authority conferred by the Share Buy-Back Mandate is revoked or varied by the Company at a general meeting (if so varied or revoked prior to the next annual general meeting of the Company); or

(iii) the date on which purchases and/or acquisitions of Shares pursuant to the Share Buy-Back Mandate are carried out to the full extent mandated,

(the "**Relevant Period**");

(d) in this Resolution:

"**Average Closing Price**" means:

(i) in the case of a Market Purchase, the average of the Closing Market Prices of a Share over the last five (5) Market Days on which the Shares are transacted on the SGX-ST or, as the case may be, such stock exchange on which the Shares are listed or quoted, immediately preceding the date of the Market Purchase by the Company; or

(ii) in the case of an Off-Market Purchase, the average of the Closing Market Prices of a Share over the last five (5) Market Days on which the Shares are transacted on the SGX-ST or, as the case may be, such stock exchange on which the Shares are listed or quoted, immediately preceding the date of the making of the offer pursuant to the Off-Market Purchase,

and deemed to be adjusted in accordance with the Catalist Rules, for any corporate action that occurs during such five (5) Market Day period and the day of the Market Purchase or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase;

"**Closing Market Price**" means the last dealt price for a Share transacted through the SGX-ST's trading system as shown in any publication of the SGX-ST or other sources;

"**date of the making of the offer**" means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from Shareholders, stating therein the purchase price (which shall not be more than the Maximum Price) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

"**Market Day**" means a day on which the SGX-ST is open for trading in securities;

"**Maximum Limit**" means that number of issued Shares representing 10% of the total number of issued Shares (excluding any Treasury Shares and subsidiary holdings) as at the date of the passing of this Resolution, unless the Company has effected a reduction of its share capital in accordance with the applicable provisions of the Cayman Islands Companies Act, at any time during the Relevant Period, in which event the total number of issued Shares shall be taken to be the total number of issued Shares as altered (excluding any Treasury Shares and subsidiary holdings that may be held by the Company from time to time);

"**Maximum Price**" in relation to a Share to be purchased or acquired means an amount per Share (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;

(e) the Directors and each of them be and are hereby authorized and empowered to complete all acts and things as they or he may consider necessary or expedient to give effect to this Resolution 1, including and without limitations to the foregoing, to negotiate, sign, execute and deliver all documents, approve any amendments, alterations or modifications to any documents (if required) in the interests of the Company and, to the extent that any of the foregoing have been done, that they be and are hereby approved, confirmed and ratified.

RESOLUTION 2: PROPOSED GRANT OF AWARDS TO MR. THNG CHONG KIM, THE EXECUTIVE CHAIRMAN AND A CONTROLLING SHAREHOLDER OF THE COMPANY, UNDER THE METAOPTICS PERFORMANCE SHARE PLAN 2026

THAT:

(a) the grant of Proposed Awards to Mr. Thng Chong Kim, the Executive Chairman and a Controlling Shareholder of the Company, under and in accordance with the rules of the MetaOptics Performance Share Plan 2026, on the following terms, be and is hereby approved.

One-off PSP Award

Number of Shares which are the subject of the One-off PSP Award	920,002 Shares[(1)]
Vesting period of the One-off PSP Award	The One-off PSP Award will be released in three tranches: (a) one-third on 31 December 2026; (b) one-third on 31 December 2027; and (c) the remaining one-third on 31 December 2028, in each case subject to Mr. Thng remaining in the employment of the Group and not having given or received notice of termination on the relevant vesting date. Fractional entitlements will be rounded down to the nearest whole Share, with any balance released with the final tranche. No Retention Period will apply to Shares Released under the One-off PSP Award.

PSP Award

Number of Shares which are the subject of the PSP Award	Up to 3,450,011 Shares[(1), (2)]
Performance Condition	The vesting of the PSP Award is subject to the achievement of the Milestones ("**Performance Condition**"), ending no later than 31 December 2029, as determined by the Committee in its absolute discretion. Upon determining that a Milestone has been achieved, the Committee will also assess the total shareholder return on the Shares over the period from the Award Date to the date of such determination, relative to a peer group comprising other semiconductor companies listed on the SGX-ST ("**Peer Group**"), to ensure that the achievement of each of the Milestones has delivered value to shareholders. If the relative total shareholder return is below that of the Peer Group, the Committee may, in its discretion, reduce the number of Shares to be released for that tranche, or defer release, as it considers appropriate. The PSP Award is subject to the achievement of the following three milestones ("**Milestone(s)**"): (1) US Pilot foundry operational: a direct laser writer installed at a site in the United States and producing metalens samples for customers in the United States; (2) S$5 million of business: the Group secures orders, contracts or sales totalling S$5 million or more from customers for any products, equipment or services, commencing from 1 January 2027 and ending no later than 31 December 2029; and

	(3) Doubling of market capitalisation: the Company's average market capitalisation over any period of thirty (30) consecutive days being not less than twice its average market capitalisation for the month of August 2026.
Vesting period of the PSP Award	The PSP Award will be released in three tranches, one-third for each Milestone achieved, ending no later than 31 December 2029, and in each case subject to Mr. Thng remaining in the employment of the Group and not having given or received notice of termination on the relevant vesting date. Fractional entitlements will be rounded down to the nearest whole Share. No Retention Period will apply to Shares Released under the PSP Award.

Notes:

(1) The Shares to be issued or transferred pursuant to the vesting of the One-Off PSP Award and the PSP Award are subject to the applicable limits under the rules of the MetaOptics Performance Share Plan 2026 and the Catalist Rules. As at the Latest Practicable Date, based on the existing total number of issued Shares (excluding Treasury Shares and subsidiary holdings) and assuming that there is no change in the issued ordinary share capital of the Company up to the date the Shares are issued or transferred pursuant to the One-Off PSP Award and the PSP Award granted to Mr. Thng, the aggregate number of Shares which may be issued or transferred in respect of the One-Off PSP Award and the PSP Award to Mr. Thng, is up to 3,680,011 Shares, representing 10.0% of the Shares available under the MetaOptics Performance Share Plan 2026, with any balance of the One-Off PSP Award and/or the PSP Award being released in cash.

(2) 2,760,009 Shares as the base number, subject to adjustment for relative total shareholder return under the Performance Condition, from a minimum of 2,070,006 Shares (75% of the base number) to a maximum of 3,450,011 Shares (125% of the base number).

(b) approval be and is hereby given for the allotment and issuance of new Shares and/or transfer of existing Shares, including Treasury Shares, to Mr. Thng upon vesting of the Proposed Awards, subject to the rules of the MetaOptics Performance Share Plan 2026, applicable laws, the Catalist Rules and the terms of the Proposed Awards;

(c) in this Resolution:

"**Award Date**" means, in relation to an Award, the date on which the Award is granted;

"**Group**" means the Company and its subsidiaries;

"**MetaOptics Performance Share Plan 2026**" means the MetaOptics Performance Share Plan 2026 of the Company which was approved and adopted by Shareholders on 10 April 2026, as may be amended, modified or supplemented from time to time;

"**One-off PSP Award**" means the proposed one-off Award to Mr. Thng under the MetaOptics Performance Share Plan 2026, in respect of 920,002 Shares, which may be allotted and issued and/or transferred to Mr. Thng in accordance with the terms and vesting conditions set out above;

"**PSP Award**" means the proposed performance-based Award to Mr. Thng under the MetaOptics Performance Share Plan 2026, of up to 3,450,011 Shares, subject to adjustment in accordance with the Performance Condition, which may be allotted and issued and/or transferred to Mr. Thng in accordance with the terms and vesting conditions set out above;

"**Retention Period**" means such retention period as may be determined by the Committee and notified to the Participant at the grant of the relevant Award to that Participant;

"**SGX-ST**" means the Singapore Exchange Securities Trading Limited;

"**Share(s)**" means the ordinary shares of a par value of S$0.00000025 each in the capital of the Company; and

(d) the Directors and each of them be and are hereby authorized and empowered to complete all acts and things as they or he may consider necessary or expedient to give effect to this Resolution 2, including and without limitations to the foregoing, to negotiate, sign, execute and deliver all documents, approve any amendments, alterations or modifications to any documents (if required) in the interests of the Company and, to the extent that any of the foregoing have been done, that they be and are hereby approved, confirmed and ratified.

By Order of the Board
METAOPTICS LTD

Thng Chong Kim
Executive Chairman
12 October 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 10.00 a.m. on 20 October 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 10.00 a.m. on 24 October 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.

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's 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 10.00 a.m. on 26 October 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 19 October 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.

METAOPTICS LTD

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

CIRCULAR PRINT COPY REQUEST FORM

12 October 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 The Meeting Point, 73B Ayer Rajah Crescent, Singapore 139966 on Wednesday, 28 October 2026 at 10.00 a.m..

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 12 October 2026 in relation to (i) the proposed adoption of the Share Buy-Back Mandate, and (ii) the proposed grant of Awards to Mr. Thng Chong Kim, the Executive Chairman and a Controlling Shareholder of the Company, under 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 Monday, 19 October 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 12 October 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 12 October 2026.

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PLEASE
AFFIX
POSTAGE
STAMP

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

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