

CIRCULAR DATED 29 SEPTEMBER 2022

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Circular is issued by Metech International Limited (the “**Company**”). If you are in any doubt about its contents or the action you should take, you should consult your bank manager, stockbroker, solicitor, accountant or other professional independent adviser immediately.

If you have sold or transferred your ordinary shares in the capital of the Company represented by physical share certificate(s), please forward this Circular, the Notice of Extraordinary General Meeting and the attached Proxy Form immediately to the purchaser or to the bank, stockbroker or agent through whom the sale or transfer was effected, for onward transmission to the purchaser.

This Circular (together with the enclosed Notice of Extraordinary General Meeting and the enclosed Proxy Form) may be accessed at the Company’s website at the URL www.metechinternational.com, and is also available on the SGX-ST’s website at the URL <https://www.sgx.com/securities/company-announcements>. A printed copy of this Circular (together with the enclosed Notice of Extraordinary General Meeting and the enclosed Proxy Form) will NOT be despatched to Shareholders.

This Circular 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 Catalyst.

This Circular has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular.

The contact person for the Sponsor is Mr. Pong Chen Yih, Chief Operating Officer, at 7 Temasek Boulevard, #18-03B Suntec Tower 1, Singapore 038987, telephone (65) 6950 2188.



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

CIRCULAR TO SHAREHOLDERS
in relation to

THE REQUISITION FOR AN EXTRAORDINARY GENERAL MEETING OF THE COMPANY PURSUANT TO SECTION 176 OF THE COMPANIES ACT 1967 OF SINGAPORE, FOR:

- 1. THE PROPOSED APPOINTMENT OF MR. NG CHENG HUAT AS NON-EXECUTIVE AND NON-INDEPENDENT DIRECTOR OF THE COMPANY WITH EFFECT FROM THE DATE OF THE EGM (“EGM”).**
- 2. THE PROPOSED REMOVAL OF MR. RICKY SIM ENG HUAT AS NON-EXECUTIVE AND INDEPENDENT DIRECTOR OF THE COMPANY WITH EFFECT FROM THE DATE OF THE EGM;**
- 3. THE PROPOSED REMOVAL OF MR. CHAY YIOWMIN AS NON-EXECUTIVE CHAIRMAN AND INDEPENDENT DIRECTOR OF THE COMPANY WITH EFFECT FROM THE DATE OF THE EGM; AND**
- 4. THE PROPOSED APPOINTMENT OF MR. LING CHUNG YEE, ROY AS NON-EXECUTIVE AND INDEPENDENT DIRECTOR OF THE COMPANY WITH EFFECT FROM THE DATE OF THE EGM.**

IMPORTANT DATES AND TIMES

- Last date and time for lodgment of Proxy Form : 18 October 2022 at 11.00 a.m.
- Date and time of EGM : 21 October 2022 at 11.00 a.m. (or as soon as practicable following the conclusion or adjournment of the Company's annual general meeting to be held on the same day at 10.00 a.m.)
- Place of EGM : The EGM will be held at Raffles Marina, 10 Tuas West Drive, Singapore 638404.

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“Act” or “Companies Act”	:	The Companies Act 1967 of Singapore, as amended or modified from time to time
“AGM”	:	Annual general meeting of the Company to be held on the same day as the EGM at 10.00 a.m.
“Board”	:	The board of Directors of the Company as at the Latest Practicable Date
“Board Seat Request Letter”	:	Has the meaning given to it in paragraph 2.1
“Business Day”	:	A day (other than a Saturday, Sunday or gazetted public holiday) on which commercial banks are open for business in Singapore
“Catalist Rules”	:	The rules of Catalist as set out in Section B: Rules of Catalist of the Listing Manual of the SGX-ST as amended, supplemented or modified from time to time
“CDP”	:	The Central Depository (Pte) Limited
“Circular”	:	This circular to Shareholders dated 29 September 2022
“Code”	:	The Code of Corporate Governance 2018
“Company”	:	Metech International Limited, a company incorporated in the Republic of Singapore
“COVID-19 Act”	:	The COVID-19 (Temporary Measures) Act 2020, as amended, modified or supplemented from time to time, passed by Parliament on 7 April 2020 which, <i>inter alia</i> , enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means
“COVID-19 Order”	:	The COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, as amended, modified or supplemented from time to time, which was gazetted on 13 April 2020 and deemed to have come into operation on 27 March 2020, and which sets out the alternative arrangements in respect of, <i>inter alia</i> , the general meetings of companies
“Directors”	:	The directors of the Company as at the date of this Circular
“EGM”	:	Extraordinary general meeting of the Company to be held on 21 October 2022 at 11.00 a.m., or immediately after the conclusion of the AGM, whichever is earlier
“First Requisitioning Members”	:	Being Mr. Ang Poh Guan, Ms. Wang Xue Feng and Ms. Liu Yun Hua, collectively in respect of the First Requisition Notice
“First Requisition Notice”	:	The notice of requisition dated 24 August 2022 sent by the First Requisitioning Members, which notice was received and announced by the Company on the SGXNET on 24 August 2022
“Group”	:	The Company and its subsidiaries as at the date of this Circular, and

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		“ Group Company ” shall mean any one of such companies
“ Latest Practicable Date ”	:	29 September 2022, being the latest practicable date prior to the publication of this Circular
“ Notice of EGM ”	:	The notice of EGM set out on pages 23 to 25 of this Circular, and separately published on SGXNET and the Company’s website
“ Nominating Committee ”	:	The nominating committee of the Company, comprising Mr. Ricky Sim Eng Huat, Mr. Chay Yiowmin and Mr. Chng Hee Kok as at the Latest Practicable Date
“ Proposed Resolutions ”	:	Has the meaning given to it in paragraph 2.9
“ Requisitioning Members ”	:	The First Requisitioning Members and the Second Requisitioning Members, collectively
“ Requisition Notices ”	:	The First Requisition Notice and the Second Requisition Notice, collectively
“ Revised Second Requisition Notice ”	:	Has the meaning given to it in paragraph 2.8, a copy of which is attached to this Circular as Appendix B
“ Second Requisitioning Members ”	:	Being Mr. Ng Cheng Huat, Mr. Lim Hean Nerng and Mr. Ang Poh Guan, collectively in respect of the Second Requisition Notice or the Revised Second Requisition Notice, as the case may be
“ Second Requisition Notice ”	:	The notice of requisition dated 25 August 2022 sent by the Second Requisitioning Members, which notice was received and announced by the Company on the SGXNET on 25 August 2022, a copy of which is attached to this Circular as Appendix A
“ SFA ”	:	The Securities and Futures Act 2001 of Singapore, as amended or modified from time to time
“ SGXNET ”	:	Singapore Exchange Network, a system network used by listed companies in sending information and announcements to the SGX-ST or any other system networks prescribed by the SGX-ST for the purpose of the SGX-ST making that information available to the market
“ SGX-ST ”	:	Singapore Exchange Securities Trading Limited
“ Shareholders ”	:	The registered holders of the Shares in the register of members of the Company, except where the registered holder is CDP, the term “ Shareholders ” shall, in relation to such Shares and where the context so admits, mean the Depositors whose Securities Accounts are credited with such Shares
“ Shares ”	:	Fully paid ordinary shares in the capital of the Company.
“ Sponsor ”	:	Novus Corporate Finance Pte. Ltd.
“ Substantial Shareholder ”	:	Has the meaning given to it in Section 81(1) of the Companies Act
“ 27 September Update Announcement ”	:	Has the meaning given to it in paragraph 2.7

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“S\$” and “cents”	:	Singapore dollars and cents respectively
“%” or “per cent.”	:	Percentage or per centum.

The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the same meanings ascribed to them respectively in Section 81SF of the SFA. The term “**Subsidiary**” shall have the meaning ascribed to it in Section 5 of the Companies Act.

Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall include corporations.

Any reference in this Circular to any statute or enactment is a reference to that statute or enactment as for the time being amended or re-enacted. Any word or term defined under the Companies Act, the SFA, the Catalist Rules or any statutory modification thereof and used in this Circular shall, where applicable, have the meaning ascribed to it under the Companies Act, the SFA, the Catalist Rules or any statutory modification thereof, as the case may be, unless otherwise provided.

Any reference to any agreement or document shall include such agreement or document as amended, modified, varied, novated, supplemented or replaced from time to time.

Any reference to a time of day and to dates in this Circular shall be a reference to Singapore time and dates, unless otherwise stated.

Any discrepancies in this Circular between the sum of the figures stated and the total thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures which precede them.

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

Directors

Mr. Chay Yiowmin	(Non-Executive Chairman and Independent Director)
Ms. Samantha Hua Lei	(Executive Director and Chief Executive Officer)
Mr. Ricky Sim Eng Huat	(Non-Executive and Independent Director)
Mr. Chng Hee Kok	(Non-Executive and Independent Director)

Registered Office

100G Pasir Panjang Road,
#04-07 Interlocal Centre,
Singapore 118523

Date: 29 September 2022

To: The Shareholders of Metech International Limited

Dear Sir/Madam

1. INTRODUCTION

The Directors are convening the EGM by way of a physical meeting at Raffles Marina, 10 Tuas West Drive, Singapore 638404, on 21 October 2022 at 11.00 a.m. (or as soon as practicable following the conclusion or adjournment of the AGM to be held on the same day at 10.00 a.m.) to consider the Proposed Resolutions, following the receipt of the Second Requisition Notice from the Second Requisitioning Members, as revised and supplemented on 27 September 2022, further details of which are set out in paragraph 3 of this Circular.

The purpose of this Circular is to provide Shareholders with information relating to the Proposed Resolutions to be tabled at the EGM. This Circular has been prepared solely for the purposes outlined above and may not be relied upon by any other persons (other than Shareholders to whom this Circular is made available to by the Company) or for any other purpose.

Altum Law Corporation is the legal adviser to the Company as to Singapore law in relation to the Proposed Resolutions.

The SGX-ST has not independently verified the contents of this Circular and does not assume any responsibility for the contents of this Circular, including the correctness of any of the statements made, opinions expressed or reports contained in this Circular.

2. CHRONOLOGY OF EVENTS LEADING UP TO THE SECOND REQUISITION NOTICE AND THE REVISED SECOND REQUISITION NOTICE

- 2.1. On 18 August 2022, the Company received a letter dated 18 August 2022 from Mr. Ng Cheng Huat, Mr. Ang Poh Guan and Mr. Lim Hean Nerng stating that Mr. Ng Cheng Huat was a substantial and fourth largest shareholder of the Company holding 7.215% of the Company's issued share capital as of 17 August 2022, and that:

"As a concerned shareholder, I hereby formally request to have a board seat of non-executive non-Independent Director in the Company with the support of third largest shareholder of the Company, Mr. Ang Poh Guan, NRIC: SXXXX698I (Shareholding 7.858% as of 17 August 2022) and another shareholder of the Company Mr. Lim Hean Nerng NRIC: SXXXX235F (Shareholding 1.131% as of 17 August 2022) ... I believe with the wealth of my vast experiences, I would be of a valuable asset

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in assisting The Board to bring the Company to greater heights. I sincerely hope that the Board would consider my request earnestly” (the “Board Seat Request Letter”).

- 2.2. On 22 August 2022, the Company received a letter from Messrs. MYap Law acting for Mr. Ng Cheng Huat requesting a response from the Company with regard to the Board Seat Request Letter by close of business on 25 August 2022.
- 2.3. On 24 August 2022, the Company received a letter from Messrs. JurisAsia LLC acting for the First Requisitioning Members, enclosing (a) the First Requisition Notice which seeks to remove Mr. Ricky Sim Eng Huat and Mr. Chay Yiwmin as Directors and appoint Mr. Ling Chung Yee, Roy as a director of the Company, (b) the curriculum vitae of Mr. Ling Chung Yee, Roy, (c) the signed consent to act as director by Mr. Ling Chung Yee, Roy and (d) a photocopy of Mr. Ling Chung Yee, Roy's national identity card.
- 2.4. No reason was proffered by the First Requisition Letter as to why Mr. Ling Chung Yee, Roy should be appointed as a non-executive and independent director of the Company. Neither were there any reasons proffered in the First Requisition Letter as to why Mr. Ricky Sim Eng Huat and Mr. Chay Yiwmin should be removed as Directors.
- 2.5. On 25 August 2022, the Company received a letter from Messrs. MYap Law acting for Mr. Ng Cheng Huat, enclosing (a) the Second Requisition Notice, and (b) a summarised curriculum vitae of Mr. Ng Cheng Huat.
- 2.6. On 14 September 2022, the Company announced that it has not completed the process of verifying the Requisition Notices and shareholdings of each of the Requisitioning Members. Subject to, *inter alia*, confirmation of the validity of the Requisition Notices, the Company will, in accordance with the Companies Act, proceed to convene an extraordinary general meeting in respect of the First Requisition Notice and the Second Requisition Notice.
- 2.7. On 27 September 2022, the Company announced (the “**27 September Further Update Announcement**”) that it would not be convening an extraordinary general meeting in respect of the First Requisition Notice for the reasons stated in the said announcement, which are set out below:
 - (a) The ordinary shares of the Company owned by Ms. Wang Xue Feng and Ms. Liu Yun Hua (“**Nominee Shares**”) of the First Requisitioning Members (being, Ms. Wang Xue Feng, Ms. Liu Yun Hua and Mr. Ang Poh Guan) are held by a Depository Agent;
 - (b) Pursuant to Section 81SJ of SFA, the Depository Agent is the depositor of the Nominee Shares and is thus deemed to be the registered member of the Company; and
 - (c) As at the date of this announcement, Ms. Wang Xue Feng and Ms. Liu Yun Hua have not procured either the signature of the Depository Agent on the First Requisition Notice, or the necessary authorisation from the Depository Agent appointing Ms. Wang Xue Feng and Ms. Liu Yun Hua to sign the First Requisition Notice on behalf of the Depository Agent.
- 2.8. In the 27 September Further Update Announcement, the Company also announced that the Company received a letter from Messrs. MYap Law informing the Company that the Second Requisition Notice was amended and supplemented as stated therein (the “**Revised Second Requisition Notice**”).
- 2.9. Pursuant to the Revised Second Requisition Notice, the Second Requisitioning Members have revised their original proposed resolution as stated therein and supplemented the Second Requisition Notice with 3 proposed resolutions as follows:
 - (a) the original proposed resolution 1 has been amended to read as follows, that:

*“Ng Cheng Huat be appointed as a Non-Executive and Non-Independent Director of the Company with effect from the date of the EGM” (“**Proposed Resolution 1**”);*
 - (b) the following three ordinary resolutions have been included (as proposed ordinary resolutions 2,3 and 4) for the Company to consider, and if deemed fit, pass with or without modifications, at the same EGM to be convened as follows, that:

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“Ricky Sim Eng Huat be removed as Independent Director of the Company with effect from the date of the EGM” (“Proposed Resolution 2”);

“Chay Yiowmin be removed as Independent Non-Executive Chairman of the Company with effect from the date of the EGM” (“Proposed Resolution 3”); and

“Ling Chung Yee, Roy be appointed as Independent Director of the Company with effect from the date of the EGM” (“Proposed Resolution 4”),

(Proposed Resolution 1, Proposed Resolution 2, Proposed Resolution 3 and Proposed Resolution 4 are collectively also referred to as the **“Proposed Resolutions”**).

3. THE PROPOSED RESOLUTIONS

3.1. Proposed Resolutions

3.1.1. Pursuant to the Revised Second Requisition Notice, the following ordinary resolutions have been set out in the Notice of EGM for Shareholders to consider, and if thought fit, pass them accordingly:

- (a) That Mr. Ng Cheng Huat be appointed as Non-Executive and Non-Independent Director of the Company with effect from the date of the EGM.
- (b) That Mr. Ricky Sim Eng Huat be removed as Non-Executive and Independent Director of the Company with effect from the date of the EGM.
- (c) That Mr. Chay Yiowmin be removed as Non-Executive Chairman and Independent Director of the Company with effect from the date of the EGM.
- (d) That Mr. Ling Chung Yee, Roy, be appointed as Non-Executive and Independent Director of the Company with effect from the date of the EGM.

3.1.2. Shareholders should note that the passing of each of the Proposed Resolutions is not conditional on the passing of any other Proposed Resolution(s). Each Proposed Resolution may be passed or rejected without affecting any other Proposed Resolution(s) set out therein.

3.1.3. The Company gave to each of Mr. Ricky Sim Eng Huat and Mr. Chay Yiowmin notice of the proposed resolutions for their removal on the same day as the First Requisition Notice as well as on the same day it received the Revised Second Requisition Notice. As at the Latest Practicable Date, the Company has not received any objection or representation from any of these Directors in connection with their proposed removal.

3.1.4. In addition, Mr. Ricky Sim Eng Huat is due for retirement and re-election at the AGM and in the event he does not seek re-election at the AGM, he shall automatically retire and cease to hold office at the conclusion of the AGM, in which case, Proposed Resolution 2 may no longer be applicable.

4. ASSESSMENT OF THE NOMINATING COMMITTEE

4.1. A summarised curriculum vitae of Mr. Ng Cheng Huat is attached to this Circular as **Appendix C**.

4.2. It is noted from Mr. Ng Cheng Huat’s summarised curriculum vitae that he had been a Quantity Surveyor in the Public Works Department of Singapore prior to joining Hytech Builders Pte Ltd (**“Hytech”**) in 1983. Hytech is a renowned civil engineering and construction company in Singapore. Mr. Ng Cheng Huat is currently a director of Prime Residence Home Pte. Ltd, having retired from his role in Hytech in 2019. Prime Residence Home Pte. Ltd. is an operator and developer of co-living service apartments.

4.3. Apart from what has been set out in paragraph 2.1 above, there was no other reason provided in the Board Seat Request Letter and/or the Revised Second Requisition Notice as to why Mr. Ng Cheng Huat would be a suitable candidate for directorship or what he could do for, or contribute to, the

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Company and/or the Group specifically.

- 4.4. A summarised curriculum vitae of Mr. Ling Chung Yee, Roy is attached to this Circular as **Appendix D**.
- 4.5. It is noted from Mr. Ling Chung Yee, Roy's curriculum vitae that he has experience with four global investment banks. Mr. Ling Chung Yee, Roy is currently independent director to two companies listed on Mainboard and two listed on Catalist of Singapore Exchange.
- 4.6. No reason was proffered in the Revised Second Requisition Notice as to why Mr. Ling Chung Yee, Roy should be appointed as a non-executive and independent director of the Company.
- 4.7. The Nominating Committee (comprising Mr. Ricky Sim Eng Huat, Chairman of the Nominating Committee and Mr. Chay Yiowmin, member of the Nominating Committee) met with Mr. Ling Chung Yee, Roy and Mr. Ng Cheng Huat in person on 9 September 2022 to assess the suitability of their proposed appointments.
- 4.8. The Company has obtained Mr. Ling Chung Yee, Roy's and Mr. Ng Cheng Huat's due completion and execution of Form 45 in respect of their consent to act as Director, and the information required to be announced pursuant to Appendix 7F of the Catalist Rules and (in the case of Mr. Ling Chung Yee, Roy) confirmation of his independence in accordance with the Catalist Rules and the Code, in the event their appointments are duly approved at the EGM.
- 4.9. Based on the curriculum vitae and confirmations received by the Company, and the interviews conducted by the Nominating Committee with the proposed new directors, as aforesaid, the Nominating Committee formed the opinion that both Mr. Ling Chung Yee, Roy and Mr. Ng Cheng Huat are qualified to be directors of a listed issuer in Singapore, and has accordingly informed the Board that they have no objections to their proposed appointments, subject to the fulfilment of applicable requirements of the SGX-ST and any other regulatory authorities.
- 4.10. Additional information relating to each of the proposed new directors of the Company disclosed pursuant to Appendix 7F of the Catalist Rules are set out in the table below:

PROPOSED NEW DIRECTORS		
	Mr. Ling Chung Yee, Roy (Proposed Non-Executive and Independent Director) First Appointment	Mr. Ng Cheng Huat (Proposed Non-Executive and Non-Independent Director) First Appointment
Date of Appointment	Not applicable	Not applicable
Date of last re-appointment	Not applicable	Not applicable
Age	45	71
Country of Principal Residence	Singapore	Singapore
The Board's comments on this appointment (including rationale, selection criteria, board diversity considerations and the search and nomination process)	The proposed appointment is put forth pursuant to a notice of requisition issued by certain shareholders	The proposed appointment is put forth pursuant to a notice of requisition issued by certain shareholders
Whether appointment is executive, and if so, the area of responsibility	Non-Executive	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Non-Executive and Independent Director	Non-Executive and Non-Independent Director
Professional qualifications	1. Master of Business Administration for Executives 2. Bachelor of Business Administration with Honors	1. Bachelor of Science (Building)
Working experience and occupation(s) during the past 10 years	<u>2021 to Present</u> FollowTrade Pte. Ltd. - Chief executive officer and founder	<u>2020 to Present</u> Prime Residence Home Pte. Ltd. - Director

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	<p><u>2011 to 2020</u> RL Capital Management - Managing Director</p>	<p><u>1997 to 2019</u> Hytech Goodwill Training Center Pte. Ltd. - Director</p> <p><u>1983 to 2019</u> Hytech Builders Pte. Ltd. - Director/General Manager</p>
Shareholding interest in the listed issuer and its subsidiaries	Nil	10,935,400 ordinary shares
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Nil	Mr. Ng is a substantial shareholder of the Company.
Conflict of interest (including any competing business)	Nil	Nil
Undertaking (in the format set out in Appendix 7H) under Catalist Rule 720(1) has been submitted to the listed issuer	To be provided upon appointment	To be provided upon appointment
<p>Other Principal Commitments* Including Directorship for past (last 5 years) and present</p> <p><i>* The term "principal commitments" includes all commitments which involve significant time commitment such as full-time occupation, consultancy work, committee work, non-listed company board representations and directorships and involvement in nonprofit organisations.</i></p> <p>Where a director sits on the boards of nonactive related corporations, those appointments should not normally be considered principal commitments.</p>	<p><u>Past 5 years</u></p> <p><u>2011 to 2021</u> Vingroup JSC - Independent Director</p> <p><u>2019 to 2020</u> Sino Grandness Food Industry Group Ltd - Lead Independent Director</p> <p><u>2018 to 2020</u> Ace Achieve Infocom Limited - Independent Director</p> <p><u>2018 to 2019</u> Pine Capital Group Ltd. - Lead Independent Director</p> <p><u>2018 to 2019</u> Advance Capital Partners Asset Management Private Limited - Director</p> <p><u>2018 to 2019</u> Pine Ventures Management Pte. Ltd. (formerly known as BSDCN Pte Ltd) - Director</p> <p><u>2017 to 2018</u> TAP Private Equity Pte. Ltd. - Independent Director</p> <p><u>2017 to 2018</u> TAP Venture Fund I Pte. Ltd. (in liquidation) - Director</p> <p><u>2013 to 2018</u> Arion Entertainment Singapore Ltd. - Independent Director</p> <p><u>2017 to 2018</u> Chaswood Resources Holdings Ltd.</p>	<p><u>Past 5 years</u></p> <p><u>1992 to 2021</u> NCH Resources Pte. Ltd. (voluntary winding up) - Director</p> <p><u>1992 to 2019</u> Hytech Builders Pte. Ltd. - Director/General Manager</p> <p><u>Present</u> Prime Residence Home Pte. Ltd. - Director</p> <p>Ding Yi Music Company Ltd. - Director</p> <p>Singapore Thong Chai Medical Institution - Director</p> <p>Goh Loo Club Limited - Director</p>

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	<ul style="list-style-type: none"> - Lead Independent Director <p><u>2013 to 2017</u> China Flexible Packaging Holdings Ltd.</p> <ul style="list-style-type: none"> - Lead Independent Director <p><u>Present</u> Vinfast Trading & Investment Pte. Ltd.</p> <ul style="list-style-type: none"> - Independent Director <p>Amplefield Limited</p> <ul style="list-style-type: none"> - Independent Director <p>Debao Property Development Ltd.</p> <ul style="list-style-type: none"> - Lead Independent Director <p>United Food Holdings Ltd.</p> <ul style="list-style-type: none"> - Lead Independent Director <p>Ley Choon Group Holdings Ltd.</p> <ul style="list-style-type: none"> - Lead Independent Director <p>FollowTrade Pte. Ltd.</p> <ul style="list-style-type: none"> - Director <p>Derong Real Estate Holdings Pte. Ltd.</p> <ul style="list-style-type: none"> - Director <p>Dynamic Real Estate Holdings Pte. Ltd.</p> <ul style="list-style-type: none"> - Director 	
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	Mr. Ling Chung Yee, Roy understands that Tap Venture Fund I Pte. Ltd. (" Tap Venture "), in which he was an Independent Non-Executive Director from 19 September 2017 to 8 November 2018, is currently undergoing compulsory winding up by way of liquidation. Based on publicly available information, it appears that Tap Venture was in liquidation since 29 September 2020, which is within a period of two years from the date he ceased to be a director. He was not aware of the affairs of Tap Venture since his cessation as an independent non-executive director in November 2018.	No
(c) Whether there is any unsatisfied judgment against him?	No	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud	No	No

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or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?		
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:-		
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No	No
(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No
(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere,	No	No
in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?		
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other	No	No

LETTER TO SHAREHOLDERS

regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?		
Any prior experience as a director of an issuer listed on the Exchange?	Yes	No
If YES, please provide details of prior experience.	Mr. Ling Chung Yee, Roy is currently an independent director of the companies listed below: <ol style="list-style-type: none"> 1. Amplefield Limited 2. Debao Property Development Ltd. 3. United Food Holdings Ltd. 4. Ley Choon Group Holdings Ltd. 	Not applicable
If NO, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.	Not applicable	Yes. If elected, Mr. Ng will undergo training on the roles and responsibilities of a director of a listed issuer to meet the mandatory training requirements under Rule 406(3)(a) of the Catalyst Rules within the one (1) year timeframe as prescribed by the SGX-ST and the costs of such training will be borne by the Company.
Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).	Not applicable	Not applicable

5. EXTRAORDINARY GENERAL MEETING

- 5.1. The EGM will be held at Raffles Marina, 10 Tuas West Drive, Singapore 638404 on 21 October 2022 at 11.00 a.m. (or as soon as practicable following the conclusion or adjournment of the AGM to be held on the same day at 10.00 a.m.) for the purpose of considering and, if thought fit, passing the ordinary resolutions set out in the Notice of EGM on pages 23 to 25 of this Circular.
- 5.2. Shareholders should note that notwithstanding the EGM to be held will be a physical meeting, the Company may make changes to its EGM arrangements (including but not limited to any applicable alternative arrangements as may be prescribed or permitted (as the case may be) under the COVID-19 Act and any regulations promulgated thereunder (including the COVID-19 Order) as well as other guidelines issued by the relevant authorities) in the event the COVID-19 situation in Singapore changes negatively. Shareholders are advised to keep abreast of any such changes as may be announced by the Company as may be made from time to time on SGXNET.

6. ACTION TO BE TAKEN BY THE SHAREHOLDERS

6.1. Appointment of Proxies

Shareholders who are unable to attend the EGM and who wish to appoint a proxy to attend and vote at the EGM on their behalf are requested to complete, sign and return the proxy form attached to the Notice of EGM in accordance with the instructions printed thereon as soon as possible and by completing and submitting the duly completed Proxy Form to the Company in the following manner:

- (a) via email to: shareholder@metechinternational.com;
- (b) via post to the Company's registered address at 100G Pasir Panjang Road #04-07, Interlocal Centre, Singapore 118523,

LETTER TO SHAREHOLDERS

in either case, by 11.00 a.m. (Singapore Time) on Tuesday, 18 October 2022. A member who wishes to submit the Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or by scanning and submitting it by way of electronic means via email to the email address provided above. Members are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email. The completion and return of the proxy form by such Shareholder will not prevent him from attending and voting at the EGM in person if he so wishes.

6.2. When Depositor regarded as Shareholder

A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register as certified by CDP at least 72 hours before the time fixed for holding the EGM.

6.3. Submission of Questions in advance of the EGM

6.3.1. Shareholders may submit questions which are substantial and relevant to the Proposed Resolutions tabled for approval at the EGM by writing to the Company in advance of the EGM. Alternatively, Shareholders may also pose such questions during the EGM.

6.3.2. Substantial and relevant questions related to the agenda of the EGM must be submitted in the following manner:

- (a) via email at shareholder@metechinternational.com; or
- (b) via post to the registered office of the Company at 100G Pasir Panjang Road, #04-07 Interlocal Centre, Singapore 118523,

in either case, by 11.00 a.m. on 7 October 2022 for the purposes of the EGM.

For verification purposes, when submitting any questions via email, 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.

6.3.3. Due to the current COVID-19 situation in Singapore and the related safe distancing measures which may make it difficult for shareholders to submit their questions by post, Shareholders are strongly encouraged to submit their questions electronically via email.

6.3.4. For questions submitted in advance of the EGM, the Company will endeavour to address the questions which are substantial and relevant to the agenda of the EGM prior to the EGM and by publication on the SGXNET and the Company's website at www.metechinternational.com by 11.00 a.m. on 15 October 2022. Where substantial and relevant questions submitted by shareholders are unable to be addressed prior to the EGM, including any questions received by the Company after 11.00 a.m. on 7 October 2022, the Company will address them during the EGM.

6.3.5. The Directors will endeavour to address as many substantial and relevant questions as possible during the EGM. However, Shareholders should note that there may not be sufficient time available at the EGM to address all questions raised. Please note that individual responses will not be sent to Shareholders.

6.3.6. The Company will also publish the minutes of the EGM on the SGXNET and the Company's website within one month after the date of the EGM.

6.4. In line with the provisions of the COVID-19 Order, no printed copies of this Circular, Notice of EGM and the Proxy Form in respect of the EGM will be despatched to Shareholders.

6.5. A copy of this Circular, the Notice of EGM and the Proxy Form has been uploaded on SGXNET. A Shareholder will need an Internet browser and PDF reader to view these documents on SGXNET.

SHAREHOLDERS ARE ADVISED TO READ IN ITS ENTIRETY THIS CIRCULAR AND THE REVISED SECOND REQUISITION NOTICE APPENDED TO THIS CIRCULAR AS APPENDIX B

LETTER TO SHAREHOLDERS

(TOGETHER WITH ALL DOCUMENTS ATTACHED THERETO) CAREFULLY AND THOROUGHLY BEFORE DECIDING WHETHER TO VOTE FOR OR AGAINST THE ORDINARY RESOLUTIONS SET OUT IN THE NOTICE OF EGM.

7. RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular (save for the information and documents provided to the Company by the Second Requisitioning Members) and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the resolutions to be tabled at the EGM, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular (save for the information and documents provided to the Company by the Second Requisitioning Members) misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

8. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents may be inspected at the registered office of the Company at 100G Pasir Panjang Road, #04-07 Interlocal Centre, Singapore 118523 during normal business hours from the date hereof up to and including the date of the EGM:

- (a) The Constitution of the Company; and
- (b) The First Requisition Notice, Second Requisition Notice and Revised Second Requisition Notice.

Yours faithfully
For and on behalf of
the Board of Directors of
METECH INTERNATIONAL LIMITED

Samantha Hua Lei
Executive Director and Chief Executive Officer

LETTER TO SHAREHOLDERS

APPENDIX A SECOND REQUISITION NOTICE

MYAP LAW
ADVOCATES & SOLICITORS

Tel: (65) 8522 6618
1 North Bridge Road
High Street Centre #B1-46 S 179094

25 August 2022

IMMEDIATE ATTENTION

Board of Directors
Metech International Limited
100G Pasir Panjang Road
#04-07 Interlocal Centre
Singapore 118523

By Email and Hand
No. of Pages: 1 + 3 (enc)

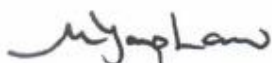
Our Ref: MY/2022-0030

Dear Sirs

REQUISITION PURSUANT TO SECTION 176 OF THE COMPANIES ACT 1967 FOR AN EXTRAORDINARY GENERAL MEETING (“EGM”) OF METECH INTERNATIONAL LIMITED (THE “COMPANY”)

1. We act for Mr Ng Cheng Huat.
2. Please find attached a requisition notice pursuant to Section 176 of the Companies Act 1967 by our client and two other members of the Company. For the directors' attention and follow-up, please.
3. All our client's rights are reserved.

Yours faithfully



M Yap Law
Michelle Yap (michelle@myaplaw.com.sg)

Enc

Cc: Sponsor, Novus Corporate Finance Pte Ltd
Pong Chen Yih
Chief Operating Officer
7 Temasek Boulevard, #18-03B
Suntec Tower 1
Singapore 038987

LETTER TO SHAREHOLDERS

25 August 2022

Board of Directors
Metech International Limited
100G Pasir Panjang Road
#04-07 Interlocal Centre
Singapore 118523

Dear Sirs

**REQUISITION PURSUANT TO SECTION 176 OF THE COMPANIES ACT 1967
FOR AN EXTRAORDINARY GENERAL MEETING ("EGM") OF METECH
INTERNATIONAL LIMITED (THE "COMPANY")**

1. We, the undersigned, being members of the Company holding not less than 10% of the total number of paid-up shares, hereby request you to convene an EGM of the Company pursuant to and in accordance with section 176 of the Companies Act 1967.
2. The object of the EGM shall be to consider, and if deemed fit, pass with or without modification, the following ordinary resolution:

Ordinary Resolution 1

That Ng Cheng Huat be appointed as a Non-Executive and Non-Independent Director of the Company with effect from the date of the EGM, and upon his election thereof, be further appointed as a member of the Remuneration Committee and a member of the Nominating Committee.

3. The curriculum vitae of Ng Cheng Huat is attached.
4. Please inform us of the date, time, and place of the EGM as soon as possible.

Yours faithfully



Ng Cheng Huat
NRIC No.: [REDACTED]
No of Shares: 10,935,400 ordinary shares



Lim Huan Neng
NRIC No.: [REDACTED]
No of Shares: 1,983,100 ordinary shares



Ang Poh Guan
NRIC No.: [REDACTED]
No of Shares: 11,910,000 ordinary shares

LETTER TO SHAREHOLDERS

APPENDIX B REVISED SECOND REQUISITION NOTICE

MYAP LAW
ADVOCATES & SOLICITORS

Tel: (65) 8522 6618
1 North Bridge Road
High Street Centre #BI-46 S 179094

26 September 2022

IMMEDIATE ATTENTION

Board of Directors
Metech International Limited
100G Pasir Panjang Road
#04-07 Interlocal Centre
Singapore 118523

By Email and Hand
No. of Pages: 1 + 8 (enc)

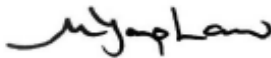
Our Ref: MY/2022-0030

Dear Sirs

REQUISITION PURSUANT TO SECTION 176 OF THE COMPANIES ACT 1967 FOR AN EXTRAORDINARY GENERAL MEETING (“EGM”) OF METECH INTERNATIONAL LIMITED (THE “COMPANY”)

1. We act for Mr Ng Cheng Huat. We refer to our letter dated 25 August 2022, attaching our client’s requisition notice of even date.
2. Please find attached a Supplementary requisition notice pursuant to Section 176 of the Companies Act 1967 by our client and two other members of the Company. For the directors’ attention and follow-up, please.
3. All our client’s rights are reserved.

Yours faithfully



M Yap Law
Michelle Yap (michelle@myaplaw.com.sg)

Enc

Cc: Sponsor, Novus Corporate Finance Pte Ltd
Pong Chen Yih
Chief Operating Officer
7 Temasek Boulevard, #18-03B
Suntec Tower 1
Singapore 038987

This letter is intended only for the use of the individual or entity to whom it is addressed and is privileged and confidential. If you are not the intended recipient, please notify us immediately, delete this message and you should not disseminate, distribute or copy any information contained herein.

LETTER TO SHAREHOLDERS

26 September 2022

Board of Directors
Metech International Limited
100G Pasir Panjang Road
#04-07 Interlocal Centre
Singapore 118523

Dear Sirs

**REQUISITION PURSUANT TO SECTION 176 OF THE COMPANIES ACT 1967
FOR AN EXTRAORDINARY GENERAL MEETING (“EGM”) OF METECH
INTERNATIONAL LIMITED (THE “COMPANY”)**

1. We, the undersigned, refer to our Requisition Notice dated 25 August 2022 where we have requested you to convene an EGM of the Company—pursuant to and in accordance with section 176 of the Companies Act 1967—to consider, and if deemed fit, pass with or without modification, the following ordinary resolution:

Ordinary Resolution 1

That Ng Cheng Huat be appointed as a Non-Executive and Non-Independent Director of the Company with effect from the date of the EGM, and upon his election thereof, be further appointed as a member of the Remuneration Committee and a member of the Nominating Committee.

Amendment of Ordinary Resolution 1

2. We write now to amend Ordinary Resolution 1 to as follows:

Ordinary Resolution 1

That Ng Cheng Huat be appointed as a Non-Executive and Non-Independent Director of the Company with effect from the date of the EGM.

Supplementary Ordinary Resolutions

3. We would also like to add the following three ordinary resolutions for the Company to consider, and if deemed fit, pass with or without modifications, at the same EGM to be convened. For ease of reference, we have described them as Ordinary Resolutions 2, 3 and 4.

Ordinary Resolution 2

That Ricky Sim Eng Huat be removed as Independent Director of the Company with effect from the date of the EGM.

LETTER TO SHAREHOLDERS

Ordinary Resolution 3

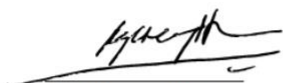
That Chay Yiowmin be removed as Independent Non-Executive Chairman of the Company with effect from the date of the EGM.

Ordinary Resolution 4

That Ling Chung Yee, Roy, be appointed as Independent Director of the Company with effect from the date of the EGM.

4. The curriculum vitae of Ling Chung Yee, Roy, and his consent to act as director are attached.
5. We look forward to receiving news about date, time and place of the EGM to be convened as soon as possible.

Yours faithfully



Ng Cheng Huat
NRIC No.: [REDACTED]
No of Shares: 10,935,400 ordinary shares



Lim Hean Neng
NRIC No.: [REDACTED]
No of Shares: 1,983,100 ordinary shares



Ang Poh Guan
NRIC No.: [REDACTED]
No of Shares: 11,910,000 ordinary shares

LETTER TO SHAREHOLDERS

APPENDIX C SUMMARISED CURRICULUM VITAE OF MR. NG CHENG HUAT

Ng Cheng Huat graduated from the National University of Singapore with a Bachelor of Science (Building) in 1975. Upon graduation, he served as a Quantity Surveyor in Public Works Department (PWD) until he moved to the private sector by joining Hytech Builders Pte Ltd in 1983.

Cheng Huat took on the role as Director/General Manager in Hytech Builders Pte Ltd from 1983 to 2019 and during this time, he oversaw and managed a wide range of building and civil engineering projects, covering education institutions, public housing developments, condominium developments, public facilities and health-care facilities. He retired from this role in end 2019 and has since been serving a director of Prime Residence Home Pte Ltd, an operator and developer of co-living service apartments.

He is also a Fellow member of Singapore Institute of Building Limited and has also been elected as President between 1989 to 1993.

In 2022, Cheng Huat has been conferred with the title of Honorary Professional Project Manager (PPM) under the Society of Project Managers Singapore for his contributions to the Society of Project Managers and to the Construction Industry and Built Environment in Singapore

Outside his work career, Cheng Huat is very active in social and community work and held various appointments at the Tampines West Community Club, including being appointed as the Chairman of the Management Committee (1990 to 2013), Chairman of the Building Fund Committee (1990 to

LETTER TO SHAREHOLDERS

2013) and Chairman of Citizen's Consultative Committee till 2016. Currently, Cheng Huat is appointed as the Honorary Chairman of Tampines West Citizen's Consultative Committee. He has also been serving as the Board member of Singapore Kim Mui Hoey Kuan since 2012, Board Member of Singapore Thong Chai Medical Institution since 2015, Board member of Singapore Goh Loo Club from 2019, Board Member in Ding Yi Music Company from 2020 and Member, ZhongHua Secondary School Advisory Committee, Ministry of Education from 2020

For his public service, Cheng Huat was conferred The PBM Award (Public Service Medal) in 1995, The BBM Award (Public Service Star) in 2001 and The BBM Award (Public Service Star (BAR)) in 2012. In addition, he has been appointed as a Justice of Peace by the President of the Republic of Singapore in 2005.

LETTER TO SHAREHOLDERS

APPENDIX D SUMMARISED CURRICULUM VITAE OF MR. LING CHUNG YEE, ROY

ROY LING *CFA*

Board Director | Digital Finance Professor | Investment Banker

☎ (65) 9478-9719 ✉ royling27@yahoo.com 📱 roycing

EXECUTIVE SUMMARY:

- ✓ Distinguished Board director with >16 years corporate governance service in >20 listed and private companies in Asia
- ✓ Successfully created and conducted executive education programs in Asia real estate, digital finance & ESG sustainability
- ✓ Demonstrated deep investment banking expertise with >20 years track record with 4 global investment banks
- ✓ Key skills - SPAC, REIT & IPO listings, entrepreneurship, ESG/ sustainable finance, capital markets, Asia real estate

PROFESSIONAL EXPERIENCE:

FollowTrade (Singapore) <i>CEO & Founder</i>	Jan 2021 – Present
RL Capital Management (Singapore) <i>Managing Director</i>	Jan 2011 – Dec 2020
JPMorgan (Singapore) <i>SEA Real Estate Investment Banking</i>	Apr 2008 – Dec 2010
Lehman Brothers (Hong Kong & Tokyo) <i>Global Real Estate Group</i>	Jan 2005 – Mar 2008
Goldman Sachs (Singapore) <i>Global Equity Research</i>	Jul 2003 – Dec 2004
Salomon Smith Barney (Singapore) <i>Global Equity Research</i>	Jun 2001 – Jun 2003

CURRENT BOARD DIRECTORSHIPS:

Vinfast Investment and Trading Pte. Ltd. (Singapore) <i>Independent Board Director</i>	Mar 2022 – Present
Amplefield Ltd. (Singapore) <i>Independent Board Director</i>	Mar 2019 – Present
Debao Property Development Ltd. (Singapore) <i>Lead Independent Board Director, Nomination Committee Chairman</i>	Feb 2019 – Present
United Food Holdings Ltd. (Singapore) <i>Lead Independent Board Director, Nomination Committee Chairman</i>	Nov 2015 – Present
Ley Choon Group Holdings Ltd. (Singapore) <i>Lead Independent Board Director, Audit Committee Chairman</i>	Sep 2015 – Present

LECTURING:

NUS Asian Institute of Digital Finance (Singapore) <i>Instructor, FinTech Strategy for Green Finance</i>	Aug 2021 – Present
SMU Academy (Singapore) <i>Program Director, Professional Certificate in Real Estate Investing</i> <i>Program Director, Professional Certificate in Digital Finance Investing</i> <i>Mentor, Business and Digital Transformation Program</i> <ul style="list-style-type: none">• Responsible for planning, co-ordination and review of curriculum, teaching resources in agile and scrum teams• Founded and created the innovative program and maintained consistently high academic standards	Sep 2019 – Present
SKEMA Business School (China) <i>Adjunct Professor in Finance</i> <ul style="list-style-type: none">• Conducted corporate finance & managerial accounting courses with HBS case studies for EMBA participants	Aug 2018 – Present
East Asia Institute of Management (Singapore) <i>Academic & Examination Board</i>	May 2016 – Present

LETTER TO SHAREHOLDERS

EDUCATION:

SMU Executive Development (Singapore & Hong Kong) Strategies for Growth in Asia AXSI Digital Finance Leadership Programme	Mar 2022
Boston Consulting Group Rise Academy (Singapore) Digital Transformation & Change Management Certificate	Oct 2021
INSEAD (France, Singapore & Abu Dhabi) Global Executive Master of Business Administration INSEAD Scholarship for National Diversity	Dec 2010
CFA Institute (USA) Chartered Financial Analyst	Jun 2003
The National University of Singapore (Singapore) Bachelor of Business Administration with Honors (2 nd upper)	Jun 2001

ACHIEVEMENTS / AWARDS

• INSEAD International Director Network, <i>Director Mentor</i>	Jul 2020 - Present
• Asia Pacific Best of the Breeds REITs Awards Judge, <i>Pinnacle Group</i>	Jul 2019 - Present
• SEA Corporate Governance Awards Judge, <i>IR Magazine</i>	Jun 2018 - Present
• Real Estate Executive of the Year, <i>Singapore Business Review</i>	Dec 2016
• Southeast Asia Property Awards Judge, <i>PropertyGuru</i>	Aug 2011 - Jan 2017
• International Property Awards Judge, <i>CNBC</i>	Aug 2008 - Present
• 20 Rising Stars of Real Estate, <i>Institutional Investor Magazine</i>	Mar 2008

PREVIOUS BOARD DIRECTORSHIPS:

Vingroup JSC (Vietnam) <i>Independent Board Director</i>	Feb 2011 - Jun 2021
Sino Grandness Food Industry Group Ltd. (China & Singapore) <i>Lead Independent Board Director, Audit & Remuneration Committee Chairman</i>	Dec 2019 - Oct 2020
Ace Achieve Infocom Ltd. (China & Singapore) <i>Independent Board Director, Nomination & Remuneration Committee Chairman</i>	Jun 2018 - Jan 2020
Pine Capital Group Ltd. (Singapore) <i>Lead Independent Board Director, Remuneration Committee Chairman</i>	Jan 2018 - Mar 2019
TAP Private Equity Pte Ltd. (Singapore) <i>Independent Board Director, Investment Committee</i>	Sep 2017 - Nov 2018
Arion Entertainment Singapore Ltd. (Singapore) <i>Independent Board Director, Remuneration Committee Chairman</i>	Feb 2013 - Jul 2018
Chaswood Resources Holdings Ltd. (Malaysia & Singapore) <i>Lead Independent Board Director, Audit & Remuneration Committee Chairman</i>	Dec 2017 - Jun 2018
China Flexible Packaging Holdings Ltd. (China & Singapore) <i>Lead Independent Board Director, Audit Committee Chairman</i>	Mar 2013 - Oct 2017

NOTICE OF EXTRAORDINARY GENERAL MEETING



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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of METECH INTERNATIONAL LIMITED (the “**Company**”) will be held at Raffles Marina, 10 Tuas West Drive, Singapore 638404, on 21 October 2022 at 11.00 a.m. (or as soon as practicable following the conclusion or adjournment of the Company's annual general meeting to be held on the same day at 10.00 a.m.) for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS:

RESOLUTION 1

That Mr. Ng Cheng Huat be appointed as Non-Executive and Non-Independent Director of the Company with effect from the date of the EGM.

[Explanatory Note 1]

RESOLUTION 2

That Mr. Ricky Sim Eng Huat be removed as Non-Executive and Independent Director of the Company with effect from the date of the EGM.

RESOLUTION 3

That Mr. Chay Yiowmin be removed as Non-Executive Chairman and Independent Director of the Company with effect from the date of the EGM.

RESOLUTION 4

That Mr. Ling Chung Yee, Roy be appointed as Non-Executive and Independent Director of the Company with effect from the date of the EGM.

[Explanatory Note 2]

By Order of the Board
Metech International Limited

Samantha Hua Lei
Executive Director and Chief Executive Officer

29 September 2022

Explanatory Notes to Resolutions 1 and 4:

1. Mr. Ng Cheng Huat, will upon Resolution 1 being passed, be appointed as a Non-Executive and Non-Independent Director of the Company.
2. Mr. Ling Chung Yee, Roy, will upon Resolution 4 being passed, be appointed as an Independent and Non-Executive Director of the Company. In the event the Board subsequently appoints Mr. Ling Chung Yee, Roy to the audit committee of the Board, Mr. Ling Chung Yee, Roy, is considered independent for the purpose of Rule 704(7) of the Catalyst Rules.

Notes:

1. Printed copies of this Notice, the Circular and the Proxy Form will not be sent to members. Instead, this Notice, the Circular and the Proxy will be made available to members on the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements> and may be accessed at the Company's website at the URL www.metechinternational.com.
2. A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies. Where such member's instrument appointing a proxy(ies) appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.
3. A member who is a relevant intermediary is entitled to appoint more than two (2) proxies, 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 instrument appointing proxy(ies) 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 instrument. Where a relevant intermediary appoints more than 2 proxies, separate proxy forms should be used.
4. "Relevant intermediary" has the meaning ascribed to it in Section 181(6) of the Companies Act 1967 of Singapore.
5. CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF agent banks or SRS operators to submit their votes by 5.00 p.m. (Singapore Time) on 11 October 2022. Agent Banks acting on the request of CPF or SRS investors who wish to attend the EGM as observers are required to submit in writing, a list with details of the investors' names, NRIC/Passport numbers, addresses and numbers of shares held. The list, signed by an authorised signatory of the Agent Bank, should reach the Company's registered office at 100G Pasir Panjang Road #04-07, Interlocal Centre, Singapore 118523 or be scanned and sent to the Company's email address at shareholder@metechinternational.com, not later than seventy-two (72) hours before the time set for the EGM.
6. A proxy need not be a member of the Company.
7. The duly executed instrument appointing a proxy must be emailed to the Company in the following manner:
 - (a) via email to shareholder@metechinternational.com; or
 - (b) via post to the Company's registered address at 100G Pasir Panjang Road, Singapore 118523;

in either case, by 11.00 a.m. (Singapore Time) on Tuesday, 18 October 2022. A member who wishes to submit the Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or by scanning and submitting it by way of electronic means via email to the email address provided above. Members are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email. The completion and return of the proxy form by such Shareholder will not prevent him from attending and voting at the EGM in person if he so wishes.

8. The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy 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. A copy of the power of attorney or such other authority must be submitted together with the instrument appointing a proxy.
9. A depositor's name must appear in the Depository Register (as defined in Section 81SF of the Securities and Futures 2001) maintained by The Central Depository (Pte) Limited not later than seventy-two (72) hours before the time set for the EGM for the depositor to be entitled to attend and vote at the EGM.
10. Shareholders may submit questions which are substantial and relevant to the Proposed Resolutions tabled for approval at the EGM by writing to the Company in advance of the EGM. Alternatively, Shareholders may also pose such questions during the EGM. Substantial and relevant questions related to the agenda of the EGM must be submitted in the following manner:
 - (a) via email at shareholder@metechinternational.com; or
 - (b) via post to the registered office of the Company at 100G Pasir Panjang Road, #04-07 Interlocal Centre, Singapore 118523,

in either case, by 11.00 a.m. on 7 October 2022 for the purposes of the EGM.

For verification purposes, when submitting any questions via email, 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.

Due to the current COVID-19 situation in Singapore and the related safe distancing measures which may make it difficult for shareholders to submit their questions by post, Shareholders are strongly encouraged to submit their questions electronically via email.

Personal Data Privacy Terms:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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.

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

PROXY FORM
EXTRAORDINARY GENERAL MEETING

IMPORTANT:

- Pursuant to Section 181(1C) of the Companies Act, Relevant Intermediaries (as defined in the Companies Act) may appoint more than 2 proxies to attend, speak and vote at the EGM.
- For investors who have used their Central Provident Fund or Supplementary Retirement Scheme monies to buy Shares in the Company (the "CPF Investors" or "SRS Investors"), this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them.
- CPF or SRS investors may direct their CPF Agent Banks or SRS Operators to appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the EGM to allow sufficient time for their respective relevant intermediaries to, in turn, submit a proxy form to appoint the Chairman of the meeting to vote on their behalf by the cut-off date at 11.00 a.m. on 18 October 2022.

I/We*, _____ (Name including NRIC/Passport No./Company Registration Number)* of _____ (Address)

being a shareholder / shareholders of **METECH INTERNATIONAL LIMITED** (the "Company"), hereby appoint:

- the Chairman of the Extraordinary General Meeting ("EGM"); or
- the individual(s) named below:

Name	NRIC/Passport Number	Proportion of Shareholdings	
		Number of Shares	%
Address			

Name	NRIC/Passport Number	Proportion of Shareholdings	
		Number of Shares	%
Address			

as my/our** proxy/proxies** to attend and to vote for me/us** on my/our** behalf at the EGM of the Company to be held at Raffles Marina, 10 Tuas West Drive, Singapore 638404, on 21 October at 11.00 a.m. (or as soon as practicable following the conclusion or adjournment of the Company's annual general meeting to be held on the same day at 10.00 a.m.) and at any adjournment thereof.

Please note that where the Chairman of the EGM is appointed as proxy, the proxy appointing the Chairman of the EGM must be directed, i.e., the member must indicate for each resolution whether the Chairman of the EGM is directed to vote "for" or "against" or "abstain" from voting. If no specific direction as to voting is given, the appointment of the Chairman of the EGM as proxy for the resolution will be treated as invalid at the EGM and at any adjournment thereof. In addition, if no specific direction as to voting is given for the individual(s) named above, the proxy/proxies* will vote or abstain from voting at his/their discretion, as he/they* will on any other matter arising at the EGM an at any adjournment thereof.

S.No.	Ordinary Resolutions	No. of Votes For**	No. of Votes Against**	No. of Votes Abstain**
1.	Appointment of Mr. Ng Cheng Huat as Non-Executive and Non-Independent Director of the Company			
2.	Removal of Mr. Ricky Sim Eng Huat as Non-Executive and Independent Director of the Company			
3.	Removal of Mr. Chay Yiowmin as Non-Executive Chairman and Independent Director of the Company			
4.	Appointment of Mr. Ling Chung Yee, Roy as Non-Executive and Independent Director of the Company			

* Delete accordingly

** If you wish to exercise all your votes "For", "Against" or "Abstain", please indicate with a tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this _____ day of _____ 2022

Total Number of Shares in:	Number of Shares
(a) CDP Register	
(b) Register of Members	

.....
Signature(s) of Shareholder(s) and/or Common Seal
IMPORTANT: PLEASE READ NOTES OVERLEAF

NOTES FOR PROXY FORM:

1. Printed copies of the Notice of EGM, the Circular and this Proxy Form will not be sent to members. Instead, the Notice of EGM, the Circular and this Proxy Form may be accessed at the Company's website at the URL www.metechinternational.com and the website of SGX-ST at the URL <https://www.sgx.com/securities/company-announcements>.
2. Please insert the total number of Shares held by you: (a) if you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001), you should insert that number; (b) if you have Shares registered in your name in the Register of Members of the Company, you should insert that number; (c) if you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members of the Company, you should insert the aggregate of the numbers. If no number is inserted, this proxy form shall be deemed to relate to all the Shares held by you.
3. A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies. Where such member's instrument appointing a proxy(ies) appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.
4. A member who is a relevant intermediary is entitled to appoint more than two (2) proxies, 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 instrument appointing proxy(ies) 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 instrument. Where a relevant intermediary appoints more than 2 proxies, separate proxy forms should be used.
5. **"Relevant intermediary"** has the meaning ascribed to it in Section 181(6) of the Companies Act 1967 of Singapore.
6. Agent Banks acting on the request of CPF or SRS investors who wish to attend the EGM as observers are required to submit in writing, a list with details of the investors' names, NRIC/Passport numbers, addresses and numbers of shares held. The list, signed by an authorised signatory of the Agent Bank, should reach the Company's registered office at 100G Pasir Panjang Road #04-07, Interlocal Centre, Singapore 118523 or be scanned and sent to the Company's email address at shareholder@metechinternational.com, not later than seventy-two (72) hours before the time set for the EGM.
7. A proxy need not be a member of the Company.
8. The instrument appointing a proxy must be signed under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy 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.
9. This Proxy Form must be submitted to the Company in the following manner:
 - (a) via email to shareholder@metechinternational.com; or
 - (b) via post to the Company's registered address at 100G Pasir Panjang Road, #04-07 Interlocal Centre, Singapore 118523.in either case, by 11.00 a.m. (Singapore Time) on Tuesday, 18 October 2022. A member who wishes to submit this Proxy Form must first download, complete and sign this Proxy Form, before submitting it by post to the address provided above, or by scanning and submitting it by way of electronic means via email to the email address provided above. Members are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email. The completion and return of the proxy form by such Shareholder will not prevent him from attending and voting at the EGM in person if he so wishes.
10. 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 Shares entered 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 name in the Depository Register as at 72 hours before the time fixed for holding the EGM, 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 EGM unless his name appears on the Depository Register 72 hours before the time fixed for holding the EGM.
11. By submitting this proxy form, a member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 29 September 2022.