



## Memtech International Ltd

Company registration number: 200312032Z

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### NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Memtech International Ltd. (the "Company") will be held on 29 April 2015 at M Hotel Singapore, Anson III, Level 2, 81 Anson Road, Singapore 079908 at 10.30 a.m. (or such time immediately following the conclusion or adjournment of the annual general meeting of the Company to be held at 9.30 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without any modifications the ordinary resolution set out below.

All capitalised terms in this Notice which are not defined herein shall have the same meanings as ascribed to them in the Company's circular to Shareholders of the Company dated 13 April 2015 (the "Circular").

#### ORDINARY RESOLUTION

**THE PROPOSED CONSOLIDATION OF EVERY FIVE (5) EXISTING ISSUED ORDINARY SHARES OF THE COMPANY HELD BY SHAREHOLDERS OF THE COMPANY (THE "SHAREHOLDERS") AT A BOOKS CLOSURE DATE TO BE DETERMINED, INTO ONE (1) ORDINARY SHARE IN THE CAPITAL OF THE COMPANY, FRACTIONAL ENTITLEMENTS TO BE DISREGARDED (THE "PROPOSED SHARE CONSOLIDATION")**

That, with effect from the date to be determined by the Directors of the Company and pursuant to the Articles of Association of the Company, approval be and is hereby given:

- (a) for the proposed consolidation of every five (5) Existing Shares held by Shareholders as at the Books Closure Date to be determined by the Directors into one (1) Consolidated Share in the manner set out in the Circular;
- (b) for any fraction of a Consolidated Share which may arise from the Proposed Share Consolidation pursuant to paragraph (a) above to be disregarded, and for all fractions of Consolidated Shares to which holders of the Existing Shares would otherwise be entitled to, to be aggregated and dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interest of the Company;
- (c) for the Directors of the Company to be authorised to fix the Books Closure Date and the date on which the Shares will trade on the Mainboard of the SGX-ST in board lots of 100 Consolidated Shares in their absolute discretion as they deem fit; and
- (d) for the Directors of the Company and each of them to be authorised to do such acts and things (including, without limitation, entering into all transactions, arrangements and agreements and executing such documents as may be required, to approve any arrangements, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or he may consider necessary or expedient to give full effect to this resolution and the Proposed Share Consolidation.

#### By Order of the Board

Teo Chin Kee  
Company Secretary  
13 April 2015  
Singapore

#### NOTE:

A member entitled to attend and vote at the Extraordinary General Meeting is not entitled to appoint more than two (2) proxies to attend and vote on his behalf and where a member appoints two (2) proxies, he shall specify the proportion of his shares to be represented by each proxy. A proxy need not be a member of the Company. The instrument appointing a proxy must be deposited at the office of the Company's Share Registrar, M & C Services Private Limited, at 112 Robinson Road #05-01, Singapore 068902 not less than 48 hours before the time appointed for the holding of the Extraordinary General Meeting.

#### Personal data privacy:

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) for the purpose of the processing and administration by the Company (or its agents) 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 in order for the Company (or its agents) 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), 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) 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.