



NANOFILM TECHNOLOGIES INTERNATIONAL LIMITED
(Company Registration Number: 199902564C)
(Incorporated in Singapore)
(the “Company”)

MINUTES OF EXTRAORDINARY GENERAL MEETING HELD BY ELECTRONIC MEANS

DATE : Friday, 29 October 2021

TIME : 2.00 p.m.

PRESENT : **Board of Directors**

- Dr. Shi Xu, Executive Chairman and Chief Executive Officer
- Mr. Gary Ho Hock Yong, Executive Director, Deputy Chief Executive Officer and Chief Commercial Officer
- Mr. James Rowan, Non-Executive Non-Independent Director
- Ms. Ong Siew Koon, Non-Executive Lead Independent Director and Chairman of the Audit Committee
- Mr. Kristian John Robinson, Non-Executive Independent Director and Chairman of the Nominating Committee
- Ms. Lee Lee Khoon, Non-Executive Independent Director and Chairman of the Remuneration Committee
- Mr. Wan Kum Tho, Non-Executive Independent Director and Chairman of the Board Risk Committee

IN ATTENDANCE / BY INVITATION : **Shareholders, Management and other external professionals who attended via “live” webcast and/or audio conference**

As set out in the attendance records maintained by the Company.

CHAIRMAN OF THE MEETING : Dr. Shi Xu

QUORUM

Dr. Shi Xu, the Executive Chairman of Nanofilm Technologies International Limited (the “**Company**”) welcomed the shareholders to the Extraordinary General Meeting of the Company (the “**Meeting**”).

As a quorum was present, the Chairman of the Meeting (the “**Chairman**”) declared the Meeting open at 2.00 p.m.

INTRODUCTION

The Chairman introduced the Board of Directors of the Company and the following:

Mr. Gian Yi-Hsen, Deputy Chief Executive Officer
Mr. Kay Lim Kian Onn, Chief Financial Officer
Mr. Chua Chee Kheng, Deputy Chief Financial Officer
Mr. Sean Tan Chee Kwong, Chief Human Resource Officer
Representatives from Boardroom Corporate & Advisory Services Pte. Ltd.
Representative from Rajah & Tann Singapore LLP

NOTICE

With the consent of the Meeting, the notice convening the Meeting dated 14 October 2021 (the “**Notice**”) was taken as read.

VOTING BY WAY OF A POLL

As the “live” webcast did not provide for online voting, the Company had in the Notice released via SGXNET and its corporate website informed Shareholders to appoint the Chairman of the Meeting to cast votes on their behalf.

The Meeting was informed that the Chairman had been appointed as proxy by shareholders and he would be voting in accordance with their instructions.

The Chairman exercised his right under Regulation 64 of the Company’s Constitution to demand a poll in respect of the ordinary resolution to be put to vote by Shareholders at the Meeting (the “**Resolution**”).

Shareholders were further informed that Reliance 3P Advisory Pte. Ltd. and Boardroom Corporate & Advisory Services Pte. Ltd. had been appointed as Scrutineer and Polling Agent respectively for the conduct of the poll. The validity of the proxy forms submitted by Shareholders had been reviewed and the votes of all such valid proxies had been counted and verified.

There was no question received from the shareholders via the weblink provided in the Notice.

The Meeting was informed that any Shareholder who is a Group Employee, an Associated Company Employee or a Non-Executive Director of the Group and who is eligible to participate in the Nanofilm Restricted Share Plan would have to abstain from voting in respect of the Resolution. Accordingly, the Company had disregarded the votes cast by such Shareholder in respect of his/her shares on the Resolution.

The rationale for Nanofilm Restricted Share Plan was set out on pages 6 to 9 of the Circular to shareholders dated 14 October 2021.

The Chairman then proceeded with the business of the Meeting.

ORDINARY RESOLUTION – THE PROPOSED ADOPTION OF THE NANOFILM RESTRICTED SHARE PLAN

Following the proposal of the motion for the Ordinary Resolution by the Chairman, the results of the poll verified by the Scrutineer were as follows:

No. of shares voted for	:	424,049,877	–	86.92%
No. of shares voted against	:	63,810,614	–	13.08%

Based on the results of the poll, the Chairman declared the motion carried and it was RESOLVED:

“THAT:

- (1) a new restricted share plan to be known as the “Nanofilm Restricted Share Plan” (“**Nanofilm Restricted Share Plan**”), the details of and rules of which are set out in the Circular and under which awards (“**Awards**”) of fully paid-up Shares, their equivalent cash value or combinations thereof will be granted, free of payment, to eligible participants under the Nanofilm Restricted Share Plan, details of which are set out in the Circular, be and is hereby approved;
- (2) the Directors of the Company be and are hereby authorized to:
 - (a) establish and administer the Nanofilm Restricted Share Plan;
 - (b) modify and/or alter the Nanofilm Restricted Share Plan at any time and from time to time, provided that such modification and/or alteration is effected in accordance with the provisions of the Nanofilm Restricted Share Plan, and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Nanofilm Restricted Share Plan; and
 - (c) offer and grant Awards in accordance with the provisions of the Nanofilm Restricted Share Plan and to allot and issue from time to time such number of fully-paid New Shares and/or transfer such number of existing Shares held in treasury, free of charge, as may be required to be delivered from time to time pursuant to the vesting of Awards under the Nanofilm Restricted Share Plan, provided that the total number of Shares which may be delivered pursuant to Awards granted under the Nanofilm Restricted Share Plan, when added to: (i) the total number of New Shares allotted and issued and/or to be allotted and issued, issued Shares (including treasury shares) delivered and/or to be delivered, and Shares Released and/or to be Released in the form of cash in lieu of Shares, pursuant to all Awards granted under the Nanofilm Restricted Share Plan; (ii) the total number of new Shares allotted and issued and/or to be allotted and issued, and issued Shares (including treasury shares) delivered and/or to be delivered, pursuant to options already granted under the Nanofilm ESOS 2020; and (iii) the total number of Shares subject to any other share option or share schemes adopted by the Company after the listing on the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), shall not exceed 5% of the total number of issued shares (excluding Shares held by the Company as treasury shares and subsidiary holdings (as defined in the Listing Manual of the SGX-ST) from time to time; and
- (3) the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents and approving any amendments, alterations or modifications to any documents as may be required) as they may consider expedient or necessary to give effect to this Ordinary Resolution as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.”

CONCLUSION

There being no other business to transact, the Chairman declared the Meeting of the Company closed at 2.10 p.m. and thanked everyone for their attendance.

CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD

DR SHI XU
CHAIRMAN