



# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“**AGM**”) of METAL COMPONENT ENGINEERING LIMITED (the “**Company**”) will be held by way of electronic means on **Wednesday, 28 April 2021** at **3:00 p.m.**, to transact the following business:

## **AS ORDINARY BUSINESS**

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2020 (“**FY2020**”) together with the Auditors’ Report thereon.  
**(Resolution 1)**
2. To re-elect Mr Chua Kheng Choon as a director of the Company (“**Director**”), who is retiring pursuant to Regulation 92 of the Company’s Constitution, and who, being eligible, offered himself for re-election as a Director.  
[See Explanatory Note (i)] **(Resolution 2)**
3. To re-elect Ms Leow Siew Yon, Cynthia as a Director, who is retiring pursuant to Regulation 97 of the Company’s Constitution, and who, being eligible, offered herself for re-election as a Director.  
[See Explanatory Note (ii)] **(Resolution 3)**
4. To re-elect Mr Kelvin Lee Ming Hui as a Director, who is retiring pursuant to Regulation 97 of the Company’s Constitution, and who, being eligible, offered himself for re-election as a Director.  
[See Explanatory Note (iii)] **(Resolution 4)**
5. To approve the payment of Directors’ fees of S\$115,000 for the financial year ending 31 December 2021, to be paid quarterly in arrears, at the end of each calendar quarter (FY2020: S\$110,000).  
**(Resolution 5)**
6. To re-appoint Foo Kon Tan LLP as the Company’s Auditors and to authorise the Directors to fix their remuneration.  
**(Resolution 6)**
7. To transact any other ordinary business which may be properly transacted at an Annual General Meeting of the Company.

## **AS SPECIAL BUSINESS**

To consider and if thought fit, to pass the following as Ordinary Resolutions, with or without any modifications:

### **8. Authority to allot and issue shares**

“That pursuant to Section 161 of the Companies Act, Chapter 50 (the “**Companies Act**”) and Rule 806 of the Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), the Directors of the Company be authorised and empowered to:

- (a) (i) allot and issue shares in the capital of the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or



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- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued, including but not limited to, the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may, in their absolute discretion, deem fit; and

- (b) (notwithstanding the authority conferred by this Ordinary Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors of the Company while this Ordinary Resolution is in force, provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Ordinary Resolution) and Instruments to be issued pursuant to this Ordinary Resolution shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued (including Shares to be issued pursuant to the Instruments) other than on a pro-rata basis to existing shareholders of the Company shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);

- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares (including Shares to be issued pursuant to the Instruments) that may be issued under sub-paragraph (1) above, the percentage of the total number of issued Shares shall be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company at the time of the passing of this Ordinary Resolution, after adjusting for:

- (a) new Shares arising from the conversion or exercise of the Instruments or any convertible securities outstanding at the time of passing of this Ordinary Resolution;
- (b) (where applicable) new Shares arising from the exercise of share options or vesting of share awards, provided that such share awards or share options (as the case may be) were granted in compliance with Part VIII of the Catalist Rules; and
- (c) any subsequent bonus issue, consolidation or sub-division of Shares,

adjustments in accordance with sub-paragraph (2)(a) or sub-paragraph (2)(b) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Ordinary Resolution;

- (3) in exercising the authority conferred by this Ordinary Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by SGX-ST), all applicable legal requirements under the Companies Act and the Constitution of the Company for the time being in force; and



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- (4) unless revoked or varied by the Company in a general meeting, such authority conferred by this Ordinary Resolution shall continue in force until (i) the conclusion of the next Annual General Meeting of the Company or (ii) the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.”

[See Explanatory Note (iv)]

**(Resolution 7)**

9. **Authority to allot and issue Shares under the MCE Share Option Scheme 2003**

“That the Directors of the Company be authorised and empowered to allot and issue Shares in the capital of the Company to all the holders of options granted by the Company prior to the subsistence of this authority under the MCE Share Option Scheme 2003 (“**2003 Scheme**”) upon the exercise of such options and in accordance with the terms and conditions of the 2003 Scheme.

[See Explanatory Note (v)]

**(Resolution 8)**

10. **Authority to offer and grant share options, and to allot and issue Shares under the MCE Share Option Scheme 2014 (“2014 Scheme”)**

“That pursuant to Section 161 of the Companies Act, the Directors of the Company be authorised and empowered to grant share options in accordance with the provisions of the 2014 Scheme and to allot and issue from time to time, such number of Shares as may be required to be issued pursuant to the exercise of the share options under the 2014 Scheme, provided that the aggregate number of new Shares which may be issued pursuant to the 2014 Scheme shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.”

[See Explanatory Note (vi)]

**(Resolution 9)**

**By Order of the Board**

Lee Wei Hsiung  
Mak Peng Leong Philip  
Secretaries  
Singapore, 13 April 2021



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## Explanatory Notes:

- (i) Mr Chua Kheng Choon will, upon re-election as a Director, remain as the Executive Chairman and Chief Executive Officer of the Company. Key information on Mr Chua Kheng Choon required pursuant to Rule 720(5) of the Catalist Rules can be found under the sections entitled “Board of Directors”, “Corporate Governance Report – Additional Information on Director Nominated for Re-Election – Appendix 7F to the Catalist Rules”, and “Directors’ Statement” of the Company’s Annual Report 2020.
- (ii) Ms Leow Siew Yon, Cynthia will, upon re-election as a Director, remain as the Chairman of the Nominating Committee and a member of the Audit Committee and the Remuneration Committee. The Board considers Ms Leow Siew Yon, Cynthia to be independent for the purpose of Rule 704(7) of the Catalist Rules. Ms Leow Siew Yon, Cynthia does not have any relationship, including family relationships, with the rest of the Directors, the Company, its related corporation, its officers and its substantial shareholders, which may affect her independence. Key information on Ms Leow Siew Yon, Cynthia required pursuant to Rule 720(5) of the Catalist Rules can be found under the sections entitled “Board of Directors”, “Corporate Governance Report – Additional Information on Director Nominated for Re-Election – Appendix 7F to the Catalist Rules”, and “Directors’ Statement” of the Company’s Annual Report 2020.
- (iii) Mr Kelvin Lee Ming Hui will, upon re-election as a Director, remain as a member of the Audit Committee, the Remuneration Committee and the Nominating Committee. The Board considers Mr Kelvin Lee Ming Hui to be independent for the purpose of Rule 704(7) of the Catalist Rules. Mr Kelvin Lee Ming Hui does not have any relationship, including family relationships, with the rest of the Directors, the Company, its related corporation, its officers or its substantial shareholders, which may affect his independence. Key information on Mr Kelvin Lee Ming Hui required pursuant to Rule 720(5) of the Catalist Rules can be found under the sections entitled “Board of Directors”, and “Directors’ Statement” of the Company’s Annual Report 2020. There is no change to the information disclosed pursuant to Appendix 7F of the Catalist Rules for Mr Kelvin Lee Ming Hui since his appointment on the Board with effect from 10 April 2021. Please refer to the Company’s announcement on 9 April 2021 for further information.
- (iv) Ordinary Resolution 7 proposed in item 8 above, if passed, will authorise and empower the Directors of the Company from the date of this Annual General Meeting of the Company until the date of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or the date such authority is revoked by the Company in a general meeting, whichever is the earliest, to allot and issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, 100% of the total number of issued Shares (excluding treasury shares and subsidiary holding, if any) in the capital of the Company, of which up to 50% of the total number of issued Shares (excluding treasury shares and subsidiary holding, if any) in the capital of the Company may be issued other than on a pro-rata basis to existing shareholders. For determining the aggregate number of Shares that may be issued, the percentage of Shares that may be issued (including Shares that are to be issued pursuant to the Instruments) will be calculated based on the issued Shares in the capital of the Company at the time this Ordinary Resolution 6 is passed after adjusting for new Shares arising from the conversion or exercise of the Instruments or any convertible securities, new Shares arising from exercising share options or vesting of share awards outstanding and subsisting at the time of passing of Ordinary Resolution 6 and any subsequent bonus issue, consolidation or subdivision of Shares.



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- (v) Ordinary Resolution 8 proposed in item 9 above, if passed, will authorise and empower the Directors, from the date of passing Resolution 8 until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier, to allot and issue Shares in the Company pursuant to the exercise of Options under the 2003 Scheme, provided that the aggregate number of shares to be issued shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) from time to time. The 2003 Scheme expired on or about 3 November 2013. Options previously granted under the 2003 Scheme remain valid and exercisable until the end of the relevant exercise period.
- (vi) Ordinary Resolution 9 proposed in item 10 above, if passed, will authorise and empower the Directors, from the date of passing Resolution 9 until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier, to grant share options and to allot and issue Shares in the Company pursuant to the exercise of Options under the 2014 Scheme, provided that the aggregate number of shares to be issued shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) from time to time. The 2014 Scheme was adopted and approved by Shareholders on 25 April 2014.

## Notes

1. The AGM is being convened, and will be held, by way of electronic means pursuant to First Schedule of the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice of AGM will **NOT** be sent to members of the Company. Instead, the Notice of AGM will be sent to members of the Company by electronic means via publication on SGXNet and the Company's corporate website at [www.mce.com.sg/investors](http://www.mce.com.sg/investors).
2. Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the AGM can be electronically accessed via "live" audio-visual webcast ("**LIVE WEBCAST**") or "live" audio-only stream ("**AUDIO ONLY MEANS**"), submission of questions in advance of the AGM, addressing of substantial and relevant questions, are set out in the Company's announcement dated 13 April 2021 (the "**Announcement**"), which has been uploaded together with the Notice of AGM on SGXNet on the same day. The Announcement may also be accessed on the Company's website at [www.mce.com.sg/investors](http://www.mce.com.sg/investors). For the avoidance of doubt, the aforesaid section is circulated together with and forms part of this Notice of AGM in respect of the AGM.
3. The Company will not be convening a physical meeting, as such, members of the Company will not be able to attend the AGM in person. A member of the Company (whether individual or corporate and including a Relevant Intermediary\*) must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM, if such member wishes to exercise his/her/its voting rights at the AGM. In appointing the Chairman of the AGM as proxy, a member of the Company (whether individual or corporate and including a Relevant Intermediary\*) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.
4. The Chairman of the AGM, as proxy, need not be a member of the Company.



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5. In the case of Shares entered in the Depository Register, the Company may reject any instrument appointing the Chairman of the AGM as proxy lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.
6. An investor who holds shares under the Central Provident Fund Investment Scheme (“**CPF Investor**”) and/or the Supplementary Retirement Scheme (“**SRS Investor**”) who wish to vote at the AGM should approach their respective agent banks to submit their votes at least seven (7) working days before the date of the AGM (i.e. by **3:00 p.m. on 19 April 2021**). CPF Investors and/or SRS Investors are requested to contact their respective agent banks for any queries they may have with regard to appointment as to the appointment of the Chairman of the AGM as proxy for the AGM.
7. The instrument appointing the Chairman of the AGM as a proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must:
  - (a) if submitted by email, at [gpb@mncsingapore.com](mailto:gpb@mncsingapore.com); or
  - (b) if submitted by post, be lodged at the address of the Company’s Share Registrar, M & C Services Private Limited, at 112 Robinson Road #05-01 Singapore 068902,

in either case, **by 3:00p.m. on 26 April 2021** (being not less than forty-eight (48) hours before the time appointed for holding the AGM) (or any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

**In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members of the Company to submit completed proxy forms by post, members of the Company are strongly encouraged to submit completed proxy forms electronically via email.**

\* A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act (Cap. 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.



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## Personal Data Privacy:

By (a) submitting a proxy form appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, and/or (b) by registering to attend the AGM via LIVE WEBCAST or AUDIO ONLY MEANS, and/or (c) submitting any question prior to the AGM in accordance with this Notice of AGM, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the AGM as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof);
- (ii) processing of the registration for purpose of granting access to members (or their corporate representatives in the case of members which are legal entities) to the LIVE WEBCAST or AUDIO ONLY MEANS to observe the proceedings of the AGM and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions;
- (iv) preparation and compilation of the attendance list, proxy list, minutes and other documents relating to the AGM (including any adjournment thereof); and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.

Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a member of the Company (such as his name, his presence at the AGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.

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*This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "**Sponsor**"), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalyst.*

*This notice has not been examined or approved by 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 Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 8 Robinson Road, #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.*