
NOTICE OF EXTRAORDINARY GENERAL MEETING

MATEX INTERNATIONAL LIMITED

(Company Registration No. 198904222M)
(Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“**EGM**”) of Matex International Limited (the “**Company**”) will be held in person at 1003, Bukit Merah Central #01-10 Inno Centre, Singapore 159836 on 15 January 2025 at 10:00 am for the purpose of considering and, if thought fit, passing with or without modifications, the Ordinary Resolutions as set out below (collectively, the “**Ordinary Resolutions**”).

All capitalised terms used in this notice which are not otherwise defined shall have the same meanings as ascribed to them in the circular to shareholders dated 23 December 2024 (“**Circular**”).

AS SPECIAL BUSINESS

ORDINARY RESOLUTION 1 – THE PROPOSED SUBSCRIPTION

That:

- (a) approval and authority be and is hereby given to the Directors for the issuance and allotment, pursuant to Section 161 of the Companies Act 1967 and Rule 805(1) of the Catalist Rules, of 154,000,000 new ordinary shares representing 29.86% of the enlarged share capital of the Company (the “**Subscription Shares**”) to Nanyang Commercial Management Pte. Ltd. (the “**Subscriber**”), at an issue price of S\$0.027 per Subscription Share, representing a premium of approximately 50.00% to the volume weighted average price of approximately S\$0.018 per Share for trades done on the Shares on the SGX-ST on 30 October 2024, being the full market day when trades were done on the Shares prior to the signing of the subscription agreement (the “**Subscription Agreement**”) between the Company and the Subscriber (the “**Proposed Subscription**”);
- (b) the Subscription shares, when allotted and issued, shall be free from all claims, charges, liens and other encumbrances whatsoever and the Subscription Shares shall rank *pari passu* in all respects with and carry all rights similar to the existing Shares, except that they will not rank for any dividend, right, allotment, distributions or other entitlements the Record Date of which falls before such date of issue;
- (c) the Directors or any of them be and are hereby authorised to complete and do all acts and things (including, without limitation, enter into all transactions, arrangements and agreements and approve, sign and execute all such documents which they in their absolute discretion consider to be necessary, and to exercise such discretion as may be required, to approve any amendments, 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 or each of them deem desirable, necessary or expedient to give effect to the matters contemplated by this resolution and the Proposed Subscription as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company; and
- (d) any acts and things done or performed, and/or any agreements and documents signed, executed, sealed and/or delivered by a Director in connection with this resolution and the Proposed Subscription be and are hereby approved, confirmed and ratified.

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ORDINARY RESOLUTION 2 – THE PROPOSED TRANSFER OF CONTROLLING INTEREST

That subject to and contingent upon Ordinary Resolution 1 as set out in this Notice of EGM being passed:

- (a) approval be and is hereby given for the allotment and issuance by the Company of the Subscription Shares to the Subscriber on the terms and subject to the conditions set out in the Subscription Agreement which constitutes a transfer of Controlling Interest in the Company to the Subscriber pursuant to Rule 803 of the Catalist Rules;
- (b) the Directors or any of them be and are hereby authorised to complete and do all acts and things (including, without limitation, enter into all transactions, arrangements and agreements and approve, sign and execute all such documents which they in their absolute discretion consider to be necessary, and to exercise such discretion as may be required, to approve any amendments, 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 or each of them deem desirable, necessary or expedient to give effect to the matters contemplated by this resolution and the Proposed Transfer of Controlling Interest as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company; and
- (c) any acts and things done or performed, and/or any agreements and documents signed, executed, sealed and/or delivered by a Director in connection with this resolution and the Proposed Transfer of Controlling Interest be and are hereby approved, confirmed and ratified.

Shareholders should note that Ordinary Resolution 1 and Ordinary Resolution 2 are inter-conditional upon the passing of each other. This means that if any of the Ordinary Resolutions is not approved by Shareholders at the EGM, none of the Ordinary Resolutions would be passed.

By Order of the Board

Dr. Tan Pang Kee

Chief Executive Officer/Managing Director

Date: 23 December 2024

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IMPORTANT INFORMATION

Notes relating to conduct of Meeting:

1. The members of the Company are invited to attend physically at the EGM. There will be no option for the members to participate virtually. Printed copies of the Circular, Notice of EGM and Proxy Form will be sent to members and will also be made available via publication on the Company's website at URL: <https://matex.com.sg/> and SGXNET at <https://www.sgx.com/securities/company-announcements>.
2. Please bring along your NRIC/passport to the EGM so as to enable the Company to verify your identity.

Voting by proxy

3. A member who is unable to attend the EGM and wishes to appoint proxy(ies) to attend, speak and vote at the EGM on his/her/its behalf should complete, sign and return the instrument of proxy in accordance with the instructions printed thereon.
4. A proxy need not be a member of the Company.
5. In relation to the appointment of proxy(ies) to attend, speak and vote on his/her/its behalf at the EGM, a member (whether individual or corporate) appointing his/her/its proxy(ies) should give specific instructions as to his/her/its manner of voting, or abstentions from voting, in respect of a resolution in the instrument of proxy. If no specific instruction as to voting are given, or in the event of any other matter arising at the EGM and at any adjournment thereof, the proxy(ies) (other than the appointment of Chairman as the proxy) will vote or abstain from voting at his/her/their discretion.
6. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal, executed as a deed in accordance with the Companies Act 1967 or under the hand of an attorney or an officer duly authorised, or in some other manner approved by the Directors. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument of proxy.
7. The instrument appointing a proxy, together with the letter or power of attorney or other authority under which it is signed or a duly certified copy thereof (if applicable), must be submitted either:
 - (a) if send personally or by post, the proxy form must be lodged at the Company's registered office at 1003 Bukit Merah Central, #01-10, Inno Centre, Singapore 159836; or
 - (b) if by email, the proxy form must be received at eagm@matex.com.sg,

in either case, **by no later than 13 January 2025, 10:00 am, being forty-eight (48) hours before the time appointed for holding the EGM.**

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

A member can appoint the Chairman of the EGM as his/her/its proxy, but this is not mandatory.

The proxy must bring along his/her NRIC/passport so as to enable the Company to verify his/her identity.

8.
 - (a) A member who is not a relevant intermediary* is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM. Where such member appoints two (2) proxies, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be presented by each proxy in the instrument appointing a proxy or proxies.
 - (b) A member who is a relevant intermediary* is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member 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 appointing a proxy or proxies.

* "Relevant Intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

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- (a) a banking corporation licensed under the Banking Act 1970 of Singapore 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 2001 of Singapore and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, 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 Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
9. An investor who holds shares under the Central Provident Fund Investment Scheme (“**CPF Investor**”) and/or the Supplementary Retirement Scheme (“**SRS Investor**”) may attend and cast his vote(s) at the Meeting in person. If they are unable to attend the Meeting but would like to vote may inform their respective CPF Agent Banks or SRS Operators to appoint the Chairman of the EGM to act as their proxy at least seven (7) working days before the EGM, in which case, the relevant CPF and SRS Investors shall be precluded from attending the EGM.
10. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument.

Submission of questions prior to the EGM

11. Shareholders may submit questions relating to the resolutions to be tabled for approval at the EGM in advance of the EGM no later than 10:00 am on 5 January 2025:
- (a) by email to eagm@matex.com.sg; or
 - (b) in physical copy by depositing the same at the registered office of the Company at 1003 Bukit Merah Central, #01-10, Inno Centre, Singapore 159836.

Shareholders submitting questions are required to state: (a) their full name; and (b) their identification/registration number, and (c) the manner in which his/her/its shares in the Company are held (e.g. via CDP, CPF, SRS and/or scrip), failing which the Company shall be entitled to regard the submission as invalid and not respond to the questions submitted.

All questions submitted in advance of the EGM must be received by the Company by the time and date stated above to be treated as valid

12. The Company will endeavour to address all relevant and substantial questions (as may be determined by the Company in its sole discretion) relating to the resolutions to be tabled and for approval at the EGM prior to or at the EGM. The responses to these questions will be published on or before 10 January 2025 via SGXNet and the Company’s website or if answered during the EGM, will be included in the minutes of the EGM which shall be published on the SGXNet and the Company’s website within one (1) month after the date of EGM.

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, and/or submitting any questions to the Company in advance of the EGM in accordance with this Notice, 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 and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM of the Company (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines and (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.