

CIRCULAR DATED 07 APRIL 2022

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

Capitalised terms appearing on the cover of this Circular shall have the same meanings as defined herein.

If you have sold or transferred all your ordinary shares in the capital of Matex International Limited (the “**Company**”) held through The Central Depository (Pte) Limited (“**CDP**”), you need not forward this Circular with the Notice of EGM (as defined herein) and the attached Proxy Form to the purchaser or transferee as arrangements will be made by CDP for a separate Circular, together with the Notice of EGM and the accompanying Proxy Form, as this Circular, together with the Notice of EGM and accompanying Proxy Form, may be accessed via SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company website at <http://matex.com.sg/en/investor-relations/egm>. If you have sold or transferred all your ordinary shares which are not deposited with CDP, you should inform the purchaser or the transferee or to the stockbroker, bank or agent through whom the sale or transfer was effected for onward notification to the purchaser or the transferee that this Circular, together with the Notice of EGM and accompanying Proxy Form, can be accessed via SGXNET and the Company’s website.

This Circular has been reviewed by the Company’s sponsor, Provenance Capital Pte. Ltd. (the “**Sponsor**”), for compliance with the SGX-ST Listing Manual Section B: Rules of Catalist. It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the “**Exchange**”) and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.

The contact person for the Sponsor is Ms. Wong Bee Eng, Chief Executive Officer, at 96 Robinson Road, #13-01, SIF Building, Singapore 068899, Telephone: (+65) 6227 5810, Email: wongbe@provenancecapital.com.

RHTLaw Asia LLP has been appointed as the legal adviser to the Company in relation to the matters stated in this Circular.

This Circular has been made available on SGXNet. A printed copy of this Circular, together with the Notice of EGM and its accompanying Proxy Form will NOT be despatched to Shareholders.

Due to the current COVID-19 restriction orders in Singapore, alternative arrangements have been put in place to allow Shareholders to participate at the EGM by (a) watching the EGM proceedings via live webcast or listening to the EGM proceedings via live audio feed, (b) submitting questions in advance of the EGM and/or asking questions “live” at the virtual information session, and/or (c) voting by proxy at the EGM.

Please refer to paragraph 14 of this Circular for further information, including the steps to be taken by Shareholders to participate at the EGM.



MATEX INTERNATIONAL LIMITED

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

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED DISPOSAL OF 100% OF THE REGISTERED SHARE CAPITAL OF AMLY CHEMICALS CO., LTD. (“**ACL**”) AS A MAJOR TRANSACTION UNDER CHAPTER 10 OF THE CATALIST RULES

Important Dates and Times

Last date and time to pre-register to attend the Virtual Information Session (“ VIS ”)	:	15 April 2022 at 11:00 a.m.
Last date and time for submission of questions in advance of the VIS	:	15 April 2022 at 11:00 a.m.
Date and time of the VIS	:	19 April 2022 at 11:00 a.m.
Last date and time for lodgement of Proxy Form	:	27 April 2022 at 11:30 a.m.
Last date and time to pre-register online to attend the EGM	:	27 April 2022 at 11:30 a.m.
Date and time of Extraordinary General Meeting	:	29 April 2022 at 11:30 a.m. (or immediately after the conclusion or adjournment of the Annual General Meeting of the Company to be held at 11:00 a.m. on the same day and at the same link by way of electronic means)
Place of Extraordinary General Meeting	:	The EGM will be held by way of electronic means

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DEFINITIONS

In this Circular, the following definitions apply throughout except where the context otherwise requires:

- “ACL”** : Amly Chemicals Co., Ltd. (安力化学(泰兴)有限公司)
- “Agreement”** : The agreement entered into between the Company and the Purchaser, for the Proposed Disposal by the Company of the Equity for the Consideration of RMB50,000,000 (or approximately S\$10.6 million)
- “associate”** : A person who:
- (a) in relation to any Director, chief executive officer or Substantial Shareholder or Controlling Shareholder (being an individual) means:
 - (i) his immediate family;
 - (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and
 - (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30.0% or more; and
 - (b) in relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any other company which is its Subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30.0% or more
- “Board” or “Directors”** : The board of directors of the Company as at the Latest Practicable Date
- “Catalist”** : The Catalist board of the SGX-ST
- “Catalist Rules”** : Section B: Rules of Catalist of the SGX-ST listing manual, as amended, modified or supplemented from time to time
- “CDP”** : The Central Depository (Pte) Limited
- “Circular”** : This circular to Shareholders dated 07 April 2022 in relation to the Proposed Disposal
- “Companies Act”** : The Companies Act 1967 of Singapore as amended, modified or supplemented from time to time

DEFINITIONS

“Company”	:	Matex International Limited (Company Registration No. 198904222M) having its registered office at 1003 Bukit Merah Central, #01-10 Inno Centre, Singapore 159836
“Consideration”	:	The cash consideration of RMB50,000,000 (or approximately S\$10.6 million) to be paid by the Purchaser for the Equity pursuant to the Agreement
“Constitution”	:	The Constitution of the Company, as amended, modified or supplemented from time to time
“Controlling Shareholder”	:	A person who: (a) holds directly or indirectly 15.0% or more of the voting Shares in the Company. The SGX-ST may determine that a person who satisfies this paragraph is not a Controlling Shareholder; or (b) in fact exercises control over the Company
“EGM”	:	The extraordinary general meeting of the Company in relation to the Proposed Disposal to be held by way of electronic means on 29 April 2022 at 11:30 a.m. (or immediately after the conclusion or adjournment of the Annual General Meeting to be held by at 11:00 a.m. on the same day and at the same link by way of electronic means), notice of which is set out on pages N- 1 to N-4 of this Circular
“EPS”	:	Earnings per Share
“Equity”	:	100% of the registered share capital of ACL
“Equity Valuation Certificate”	:	Valuation certificate issued by the Independent Valuer as part of the Equity Valuation Report and is set out in <u>Appendix II</u> of this Circular
“Equity Valuation Report”	:	Independent valuation report dated 25 March 2022 issued by the Independent Valuer in relation to the valuation of the Equity as at 31 December 2021
“FY”	:	Financial year ended or ending 31 December
“FY2021”	:	The financial year ended 31 December 2021
“Group”	:	The Company and its subsidiaries
“Independent Valuer”	:	Beijing Colliers International Real Estate Valuation Co., Ltd. (北京高力国际房地产评估有限公司)

DEFINITIONS

“KEC”	:	Kunshan Everfast Chemical Science and Technology Co., Ltd. (昆山恒捷化工科技有限公司), an associate company of the Purchaser
“Latest Practicable Date”	:	31 March 2022, being the latest practicable date prior to the finalisation and release of this Circular
“LPS”	:	Loss per Share
“MCT”	:	The Company’s 60%-owned subsidiary, Matex Chemicals (Taixing) Co., Ltd (万得化工(泰兴)有限公司)
“MTL”	:	The Company’s wholly-owned subsidiary, Matex Chemical Technologies (Shanghai) Co., Ltd., (万得化工科技(上海)有限公司)
“MOU”	:	The memorandum of understanding dated 26 August 2021, entered into between the Company and KEC in relation to the sale of 100% of the registered capital in ACL
“Notice of EGM”	:	The notice of the EGM which is set out in pages N-1 to N-4 of this Circular
“NTA”	:	Net tangible assets
“PRC”	:	People’s Republic of China
“Property”	:	ACL’s manufacturing plant located at Taixing, PRC which comprises the land use rights, workshops, warehouses and buildings
“Property Valuation Certificate”	:	Valuation certificate issued by the Independent Valuer as part of the Property Valuation Report and is set out in <u>Appendix III</u> of this Circular
“Property Valuation Report”	:	Independent valuation report dated 25 March 2022 issued by the Independent Valuer in relation to the valuation of the Property as at 31 December 2021
“Proposed Disposal”	:	The proposed disposal by the Company of the Equity to the Purchaser for a cash consideration of RMB50,000,000 (or approximately S\$10.6 million)
“Proxy Form”	:	The proxy form in respect of the EGM as attached to this Circular at pages P-1 to P-3
“Purchaser”	:	Taixing Jinfu Chemistry Co., Ltd, (泰兴锦富化学有限公司)
“Register of Members”	:	The register of members of the Company

DEFINITIONS

“RMB”	:	Renminbi, the lawful currency of the PRC
“Securities Account”	:	A securities account maintained by a depositor with CDP but does not include a securities sub-account maintained with a depository agent
“Securities and Futures Act” or “SFA”	:	The Securities and Futures Act 2001 of Singapore, as amended, modified or supplemented from time to time
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Shareholders”	:	Registered holders of ordinary shares in the capital of the Company, except where the registered holder is CDP, in which case, the term “Shareholders” shall in relation to such Shares mean the Depositors in the Depository Register maintained by CDP and into whose Securities Accounts are credited with Shares
“Shares”	:	Ordinary share(s) in the capital of the Company, excluding treasury shares unless stated otherwise
“Sponsor”	:	Provenance Capital Pte. Ltd.
“Substantial Shareholder”	:	Shall have the meaning ascribed to it in Section 81 of the Companies Act and Section 2(4) of the SFA, being a person who: (a) has an interest or interests in one (1) or more voting Shares in the Company; and (b) the total votes attached to that Share, or those Shares, is not less than 5% of the total votes attached to all the voting Shares in the Company
“S\$” and “cents”	:	Singapore dollar and cents respectively, the lawful currency of Singapore
“%”	:	Per centum or percentage

The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the respective meanings ascribed to them in Section 81SF of the SFA and the terms “**subsidiary**” and “**related corporations**” shall have the meanings ascribed to them respectively in 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 gender and *vice versa*. References to persons shall, where applicable, include any firms, corporations and other entities that may be treated as a person under the applicable law.

DEFINITIONS

Any reference in this Circular to any enactment is a reference to that statute or enactment for the time being amended or re-enacted up to the Latest Practicable Date. Any 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 assigned 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 in this Circular to “**Rule**” or “**Chapter**” is a reference to the relevant rule or chapter in the Catalist Rules as for the time being, unless otherwise stated. Any discrepancies in the tables included herein between the amounts in the columns of the tables and the totals thereof and relevant percentages (if any) are due to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them. Any reference to a time of day in this Circular shall be a reference to Singapore time unless otherwise stated.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Unless otherwise stated, the conversion of RMB to S\$ in this Circular is based on the exchange rate of S\$1 : RMB4.717 extracted from www.boc.cn as at 31 December 2021. This exchange rate should not be construed as a representation that the RMB amounts could have been, or could be, converted to S\$ at the rate stated, or at all, and *vice versa*.

CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS

All statements other than statements of historical facts included in this Circular are or may be forward looking statements. Forward-looking statements include but are not limited to, those using words such as “expect”, “seek”, “anticipate”, “estimate”, “believe”, “intend”, “project”, “plan”, “strategy”, “forecast” and similar expressions or future or conditional verbs such as “will”, “would”, “should”, “could”, “may” and “might”. These statements reflect the Company’s current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information as at the Latest Practicable Date. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results or outcomes may differ materially from those described in such forward-looking statements. Shareholders and investors should not place undue reliance on such forward-looking statements, and neither the Company nor the Sponsor undertakes any obligation to update publicly or revise any forward-looking statements for any reasons, even if new information becomes available or other events occur in the future, subject to compliance with all applicable laws and regulations and/or rules of the SGX-ST and/or any other regulatory or supervisory body or agency.

LETTER TO SHAREHOLDERS

MATEX INTERNATIONAL LIMITED

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

Directors:

Dr John Chen Seow Phun
(Non-Executive Chairman/Independent Director)
Dr Alex Tan Pang Kee (CEO and Managing Director)
Mr Dro Tan Guan Liang (Executive Director)
Mr Foo Der Rong (Independent Director)
Mr Wang DaoFu (Independent Director)

Registered Office:

1003 Bukit Merah Central
#01-10 Inno Centre,
Singapore 159836

07 April 2022

To: **Shareholders of Matex International Limited**

Dear Sir/Madam

THE PROPOSED DISPOSAL OF 100% OF THE REGISTERED SHARE CAPITAL OF AMLY CHEMICALS CO., LTD.

1 INTRODUCTION

1.1. Background on the Proposed Disposal

The Company announced on 23 February 2022 that it has entered into an agreement with Taixing Jinfu Chemistry Co., Ltd, (泰兴锦富化学有限公司) (the “**Purchaser**”) on 23 February 2022 (the “**Agreement**”) for the sale of 100% of the registered capital in Amly Chemicals Co., Ltd. (安力化学(泰兴)有限公司) (“**ACL**”) (the “**Equity**”) with ACL holding only land and building by the Company to the Purchaser for a cash consideration of RMB50,000,000 (the “**Consideration**”) (the “**Proposed Disposal**”).

Following the completion of the Proposed Disposal, ACL will no longer be a subsidiary of the Company.

1.2. EGM

The Directors are convening the EGM by way of electronic means on 29 April 2022 at 11:30 a.m. (or immediately after the conclusion or adjournment of the Annual General Meeting of the Company to be held at 11:00 a.m. on the same day at the same link by way of electronic means) to seek Shareholders’ approval in relation to the Proposed Disposal.

1.3. Purpose of the Circular

The purpose of this Circular is to provide Shareholders with information relating to, the rationale for, the benefits of and the financial effects of, the Proposed Disposal, and to seek Shareholders’ approval at the EGM for the Proposed Disposal. The Notice of EGM is set out on pages N-1 to N-4 of this Circular.

The SGX-ST assumes no responsibility for the contents of this Circular, including the accuracy, completeness or correctness of any of the statements made, opinions expressed or reports contained in this Circular.

LETTER TO SHAREHOLDERS

2 INFORMATION ON ACL AND THE PURCHASER

2.1. Information on ACL

ACL is a company with limited liability, incorporated in the PRC on 21 March 2003. ACL has an existing registered capital of US\$3.01 million, 100% of which is held by the Company.

ACL is involved in the manufacturing and sale of dyestuffs, auxiliaries and textile chemicals.

Based on the latest announced full-year unaudited consolidated financial statements of the Group for the financial year ended 31 December 2021 (“FY2021”), the relevant financial information of ACL for FY2021 is as follows:

	FY2021 (RMB'million)	FY2021 (S\$'million equivalent)
Revenue	28.4	5.86
Loss Before Tax	4.82	1.00
Loss After Tax	4.82	1.00
Net Asset Value	24.97	5.29
Net Tangible Assets	24.83	5.26

2.2. Information on the Purchaser

Shareholders should note that information relating to the Purchaser in this paragraph and elsewhere in this Circular has been provided by the Purchaser. The Company and the Directors have not independently verified the accuracy and correctness of such information herein. The sole responsibility of the Directors and the Company for the purpose of such information has been to ensure that such information has been accurately and correctly extracted and reproduced in this Circular in its proper form and context.

The Purchaser is a company incorporated in the PRC, with its registered address at 8 South Binjiang Road, Taixing Economic Development Zone (泰兴市经济开发区滨江南路8号).

In the MOU announcement dated 26 August 2021, the Company had announced that it had entered into a MOU with Kunshan Everfast Chemical Science and Technology Co., Ltd. (昆山恒捷化工科技有限公司) (“KEC”). KEC is an associate company of the Purchaser, which was originally intended to be the purchaser under the MOU. The change in the purchaser under the Agreement from KEC to the Purchaser is for commercial reasons.

As at the date of this Circular, the Purchaser (and its ultimate beneficial shareholders) does not have any shareholding interest, direct or indirect in the Company, nor is the Purchaser (and its ultimate beneficial shareholders) related to any of the Directors or Substantial Shareholders (as defined in Section 2(4) of the Securities and Futures Act 2001 of Singapore (“SFA”)) of the Company, or their respective associates. None of the Directors or Substantial Shareholders of the Company or their respective associates has any shareholding interests, direct or indirect, in the Purchaser, nor are any of the Directors or Substantial Shareholders of the Company or their respective associates related to the Purchaser’s directors, controlling shareholders or their respective associates.

LETTER TO SHAREHOLDERS

3 RATIONALE FOR THE PROPOSED DISPOSAL

The Group's financial results in recent years have been greatly impacted and will foreseeably continue to face challenging market conditions and competitive business headwinds given the protracted current COVID pandemic conditions.

ACL had to also undergo various retrofitting during recent years, as required by the national and local governments in China. Collectively, this has resulted in higher and increasing cost to maintain ACL's operations and has thus resulted in the gradual reduction of ACL's profitability over the years.

Therefore, the Company is of the view that it is in the best interest of the Company to dispose ACL given the conditions above and through this sale, unlock value for the Group with an asset-light strategy.

After the disposal of ACL, the Group intends to focus on value-added specialty chemicals, widen its customer base beyond the textile industry, deliver more cost-effective and eco-friendly solutions and accelerate its distribution of functional chemicals to meet immediate market demands. The Group is also looking to expand into the area of liquid filtration and wastewater treatment systems by licensing technologies on patented nano-membranes.

4 INDEPENDENT VALUATION

Pursuant to Rule 1014(5) of the Catalist Rules, the Company has appointed Beijing Colliers International Real Estate Valuation Co., Ltd (北京高力国际房地产评估有限公司) as the Independent Valuer to carry out an independent valuation to determine the fair value of the 100% equity interest of ACL ("**Equity Interest**") as at 31 December 2021 ("**Valuation Date**"). A copy of the Equity Valuation Certificate dated 25 March 2022 is attached as **Appendix II** to the Circular and the Equity Valuation Report dated 25 March 2022 is available as a document for inspection.

The Independent Valuer had defined fair value as "*the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date*" in accordance to the International Financial Reporting Standard 13 – Fair Value Measurement (IFRS 13), and the International Valuation Standards (IVS) issued by the International Valuation Standards Council.

Valuation approaches

The Independent Valuer had considered the Market Approach and Cost Approach as appropriate for valuing the Equity Interest, and the Income Approach as not appropriate for valuing the Equity Interest as the net profit of ACL was relatively small in recent years and was a negative number as of the Valuation Date.

Under the Cost Approach, the Independent Valuer had used the summation method based on the fair value of the net assets of ACL. In connection with the summation method, the Independent Valuer had also carried out an independent valuation of ACL's manufacturing plant located at Taixing, PRC which comprises the land use rights, workshops, warehouses and buildings ("**Property**"). The Independent Valuer had carried out the valuation of the Property in accordance with the Royal Institution of Chartered Surveyors Global Valuation Standards, incorporating the International Valuation Standards, and estimated the market

LETTER TO SHAREHOLDERS

value of the Property to be RMB25.0 million as at the Valuation Date. Market Value is defined as “*the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion*”.

A copy of the Property Valuation Certificate dated 25 March 2022 is attached as **Appendix III** to the Circular and the Property Valuation Report dated 25 March 2022 is also available as a document for inspection.

The Independent Valuer had estimated the valuation of the Equity Interest of ACL to be RMB39.8 million under the Market Approach, and RMB45.4 million under the Cost Approach.

Valuation conclusion

The Independent Valuer had adopted the summation method under the Cost Approach as the final valuation conclusion and determined the estimated Equity Valuation of ACL to be RMB45.4 million as at the Valuation Date.

The valuation of RMB45.4 million is approximately S\$9.6 million based on the exchange rate of S\$1 : RMB4.717 on the Valuation Date.

Shareholders are advised to read and consider the above valuation reports and certificates carefully, in particular the terms of reference, key assumptions and critical factors taken into account by the Independent Valuer.

5 SALIENT TERMS OF THE PROPOSED DISPOSAL

5.1. Consideration and the Loan Agreement

The Consideration for the Proposed Disposal of ACL is RMB50,000,000 (or approximately S\$10.6 million), which was arrived at on a willing buyer willing seller basis after taking into consideration the financial information of ACL. ACL is to be sold holding only the Property.

Pursuant to the Agreement, the Company’s wholly-owned subsidiary, Matex Chemical Technologies (Shanghai) Co., Ltd., (万得化工科技(上海)有限公司) (as borrower) (“**MTL**”) had on 23 February 2022 entered into a loan agreement with the Purchaser (as lender) and ACL, whereby the Purchaser had provided a loan with a principal sum of RMB24 million to MTL to (i) repay the outstanding payable of approximately RMB19 million owing by Matex Chemicals (Taixing) Co., Ltd (万得化工(泰兴)有限公司) (“**MCT**”) to ACL and (ii) the remaining RMB5 million shall be used by MTL to acquire the business assets comprising mainly equipment and inventories of ACL. ACL will use the RMB24 million to (a) repay its bank loan of RMB10 million and (b) the remaining cash of approximately RMB14 million will be repatriated to the Company. As at the Latest Practicable Date, the bank loan of RMB10 million has been repaid.

A deposit of RMB1 million (or approximately S\$0.2 million) was paid by KEC to the Company at the time of signing of the MOU but has since been repaid by the Company to the Purchaser following the execution of the Agreement.

LETTER TO SHAREHOLDERS

5.2. Conditions

The conditions of the Agreement include, amongst others, the following:

- (a) The Company has obtained the approval of Shareholders for the Proposed Disposal at an EGM to be convened, whereby the Company obtains a valid resolution to approve the following matters: execution, delivery and performance of the Agreement and related matters involved in the completion of the equity transfer;
- (b) ACL to remove mortgage registration of ACL's land and building. Unless it is impossible due to the government's policy on non-financial institution's registration of mortgages, ACL shall file and register the mortgage of the same with the relevant authorities for the Purchaser, which shall be valid until the date on which all seals, certificates, documents of ACL, and its land and building are handed over to the Purchaser;
- (c) ACL's assets and equity are free from any pledge, mortgage, guarantee, seizure, preservation and other third-party rights other than those of the Company, or any restriction of rights as determined by relevant government departments, nor are they subject to any government expropriation, requisition, repossession, penalty, fine, etc.;
- (d) Except for the contracts of ACL which the Purchaser agrees to retain, the Company has transferred or terminated all on-going or outstanding contracts, agreements or arrangements to which ACL or the project company is a party (except for contracts which the Purchaser has agreed in writing to retain), all of which shall be performed or terminated, and the Company shall bear relevant costs arising from the termination or transfer and execute the corresponding termination or transfer contract to confirm that there are no longer any outstanding matters and disputes with ACL;
- (e) The Company shall procure ACL to terminate the employment relationship with all of its employees (including full-time and part-time employees, whether or not they have signed written employment contracts) and to complete severance procedures for all employees with all amounts related to economic compensations and indemnities (if any) to be legally assumed and fully paid by the Company or ACL before the closing, and to obtain written confirmation of severance (confirming all payments have been settled and there are no unresolved matters, disputes and other necessary matters) signed by all employees individually;
- (f) The Purchaser has completed pre-closing financial and legal due diligence and confirmed that all Closing Conditions (as defined in the Agreement) have been satisfied and that there are no material adverse impacts that may prevent the transaction from being completed; and
- (g) The Purchaser and the Company have signed a full set of legal documents that are required to be registered/filed with the industrial and commercial registration department for the corresponding changes as a result of the equity transfer, including but not limited to the valid resolutions for approving the transaction by the authorities of both the Purchaser and the Company, the amendments to the articles of association ACL, the appointment letter of the directors and supervisors of ACL by the Purchaser and the removal letter of the directors and supervisors and legal representative of the ACL by the Company.

LETTER TO SHAREHOLDERS

5.3. Representations and Warranties

Pursuant to the Agreement, the Company and the Purchaser have furnished representations and warranties customary for transactions of a similar nature as the Proposed Disposal.

5.4. Governing Law and Dispute Resolution

The Agreement is governed by the laws of the PRC. Any dispute arising from or in connection with the interpretation and performance of the Agreement shall be settled by the Parties through amicable negotiations firstly. If the negotiation fails, either Party may submit the dispute to arbitration at the Shanghai International Arbitration Center in accordance with the arbitration rules in force at that time.

5.5. Proposed Disposal supported by the independent valuation of ACL

As set out in paragraphs 1.1 and 5.1 above, the Proposed Disposal involves the disposal of the Equity Interest of ACL holding only the Property, as most of the remaining net assets would be monetised following the settlement of outstanding payables and bank loans, and disposal to the Group of ACL's business assets comprising mainly equipment and inventories, for cash. Such cash balance amounting to approximately RMB14 million will be repatriated to the Company before the completion of the Proposed Disposal.

As such, the fair value of ACL would be approximately RMB25.0 million, which reflects the market value of the Property held by ACL.

In comparison, the Consideration for the Proposed Disposal is RMB50 million.

6 USE OF PROCEEDS

The Company will apply the net proceeds of approximately S\$10.4 million (after deducting estimated expenses of approximately S\$175,000) from the Proposed Disposal to repay outstanding liabilities of the Group and for general working capital purposes.

7 FINANCIAL EFFECTS OF THE PROPOSED DISPOSAL

7.1. The pro forma financial effects of the Proposed Disposal on the Group as set out below are for illustrative purposes only and are not intended to reflect the actual future financial performance or position of the Group immediately after completion of the Proposed Disposal. They are prepared based on the latest announced unaudited consolidated financial statements of the Group for FY2021, and are subject to the following key assumptions:

- (a) the effect of the Proposed Disposal on the Group's consolidated net tangible assets ("NTA") per share is based on the assumption that the Proposed Disposal had been effected at the end of FY2021;
- (b) the effect of the Proposed Disposal on the Group's consolidated loss per share ("LPS") is based on the assumption that the Proposed Disposal had been effected at the beginning of FY2021; and
- (c) the expenses to be incurred in connection with the Proposed Disposal are estimated to be approximately S\$175,000.

LETTER TO SHAREHOLDERS

NTA

	Before the Proposed Disposal	After the Proposed Disposal
Consolidated NTA (S\$'000)	7,644	12,769 ⁽¹⁾
Number of Shares	311,698,153	311,698,153
Consolidated NTA per Share (cents)	2.45	4.10

Note:

- (1) NTA is computed based on total assets less total liabilities, intangible assets and non-controlling interests. Estimated gain on the Proposed Disposal is S\$5.125 million which is computed as follows: proceeds of RMB50 million (or approximately S\$10.6 million) from the Proposed Disposal less net assets of ACL of RMB24.8 million (or approximately S\$5.3 million) and estimated expenses of S\$175,000 in connection with the Proposed Disposal.

EPS or LPS

	Before the Proposed Disposal	After the Proposed Disposal
Profit/(Loss) attributable to equity holders of the Company (S\$'000)	(4,930)	1,191 ⁽¹⁾
Weighted average number of Shares	311,698,153	311,698,153
Consolidated EPS/(LPS) (cents)	(1.58)	0.38

Note:

- (1) The profit attributable to equity holders of the Company is computed as follows: the sum of the Group's loss of S\$4.930 million attributable to equity holders of the Company for FY2021 and the estimated gain of S\$5.125 million from the Proposed Disposal, and excluding the loss after tax of ACL of S\$996,000 for FY2021.

8 RELATIVE FIGURES UNDER RULE 1006 OF THE CATALIST RULES

The relative figures in relation to the Proposed Disposal computed on the bases set out in Rule 1006 of the Catalist Rules, based on the Group's latest announced unaudited consolidated financial statements for the Group for FY2021, are as follows:

Rule	Bases	Relative Figure
Rule 1006(a)	Net asset ⁽¹⁾ value of assets to be disposed, compared with the Group's net asset value	74.9% ⁽²⁾
Rule 1006(b)	Net loss ⁽¹⁾ attributable to the assets acquired or disposed of, compared with the Group's net losses	14.1% ⁽³⁾
Rule 1006(c)	Aggregate value of consideration given or received, compared with the Company's market capitalization based on the total number of issued shares excluding treasury shares	130.8% ⁽⁴⁾

LETTER TO SHAREHOLDERS

Rule	Bases	Relative Figure
Rule 1006(d)	Number of equity securities issued by the Company as consideration for an acquisition, compared with the number of equity securities previously in issue	Not applicable
Rule 1006(e)	Aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the Group's proven and probable reserves	Not applicable

Notes:

- (1) Under Rule 1002(3)(b) of the Catalist Rules, “**net assets**” is defined as total assets less total liabilities and “**net profits**” is defined as profit or loss including discontinued operations that have not been disposed and before income tax and non-controlling interests;
- (2) Calculated by dividing the net asset value of ACL of RMB25.0 million (or approximately S\$5.3 million) for FY2021 by the net asset value of the Group of S\$7.08 million for FY2021;
- (3) Calculated by dividing ACL's loss before tax of RMB4.823 million (or approximately S\$996,000) for FY2021 by the Group's loss before tax of S\$7.07 million for FY2021; and
- (4) Calculated by dividing the Consideration of RMB50,000,000 (or approximately S\$10.6 million) by the Company's market capitalisation of S\$8.104 million (based on the Company's existing issued share capital of 311,698,153 Shares (excluding treasury shares) and the volume-weighted average price of S\$0.026 per Share) on 22 February 2022 (being the last full market day on which trades were recorded on Catalist immediately preceding the date on which the Agreement was entered into).

As the relative figures computed under Rule 1006(a) and Rule 1006(c) of the Catalist Rules exceed 50%, the Proposed Disposal constitutes a “major transaction” under Chapter 10 of the Catalist Rules and is subject to the approval of Shareholders at an EGM to be convened.

In addition, pursuant to Rule 1014(5) of the Catalist Rules, as the relative figure computed under Rule 1006(c) exceeds 75%, the Company has appointed the Independent Valuers to carry out an independent valuation of ACL for the purpose of the Proposed Disposal (see paragraph 4 above).

9 INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

None of the Directors, Substantial Shareholders or Controlling Shareholders of the Company or their respective associates have any interest, direct or indirect, in the Proposed Disposal other than through their respective shareholdings in the Company.

Our Director, Mr Wang DaoFu, is a partner at Yuan Tai Law Offices, the law firm representing the Company as the Chinese counsel for the Proposed Disposal. However, Mr Wang DaoFu did not act as counsel for the Company in the Proposed Disposal.

10 DIRECTORS' SERVICE CONTRACTS

No person is proposed to be appointed as a director of the Company or any of its subsidiaries in connection with the Proposed Disposal. Accordingly, no service contract is proposed to be entered into between the Company and any such person.

LETTER TO SHAREHOLDERS

11 EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages N-1 to N-4 of this Circular, will be held by way of electronic means on 29 April 2022 at 11:30 a.m. (or immediately after the conclusion or adjournment of the Annual General Meeting of the Company to be held at 11:00 a.m. on the same day at the same link by way of electronic means) for the purpose of considering and, if thought fit, passing with or without modifications, the Proposed Disposal as set out in the Notice of EGM.

12 DIRECTORS' RECOMMENDATION

The Directors recommend the Shareholders to exercise caution in their decision in voting in favour for or against the Proposed Disposal. Any individual Shareholder who may require specific advice is to consult his stockbroker, bank manager, solicitor, accountant or other professional advisers.

The Directors recommend that Shareholders should read this Circular in its entirety carefully.

The Directors having considered, amongst others, the terms, rationale and benefits of the Proposed Disposal, the details of the Proposed Disposal and the financial effects of the Proposed Disposal, are of the opinion that the Proposed Disposal is in the best interests of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of the ordinary resolution relating to the Proposed Disposal.

13 CONSENTS

13.1. Legal adviser to the Company, RHTLaw Asia LLP

RHTLaw Asia LLP, as the legal adviser to the Company for the Circular, has given and has not withdrawn its written consent to the issue of this Circular and the inclusion of its name and to act in such capacity in relation to this Circular.

13.2. Independent Valuer, Beijing Colliers International Real Estate Valuation Co., Ltd (北京高力国际房地产评估有限公司)

The Independent Valuer has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of its name and the Equity Valuation Certificate as set out in **Appendix II** of this Circular, the Property Valuation Certificate as set out in **Appendix III** of this Circular, and all references to the Equity Valuation Report and the Property Valuation Report, in the form and context in which it appears in this Circular, and to act in such capacity in relation to this Circular.

LETTER TO SHAREHOLDERS

14 ACTIONS TO BE TAKEN BY SHAREHOLDERS

In light of the current COVID-19 restriction orders in Singapore, this EGM would be held by electronic means and therefore Shareholders will NOT be able to attend the EGM in person. Instead, alternative arrangements have been put in place to allow Shareholders to participate at the EGM through a “live” webcast or “live” audio feed as set out below:

14.1. Alternative Arrangements for EGM

No physical attendance

Pursuant to the COVID-19 (Temporary Measures) Act 2020 of Singapore that was passed by Parliament on 07 April 2020 (“**Temporary Measures Act**”) and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 issued by the Minister of Law on 13 April 2020 (as amended from time to time) (“**Meeting Orders**”), issuers are able to make alternative arrangements to hold general meetings where personal attendance is required under written law or legal instruments (such as a company’s constitution). The Meeting Orders has been extended from 30 September 2020 to 30 June 2021 and amendments to the Temporary Measures Act come into force on 29 September 2020. A joint statement was also issued on 13 April 2020, and subsequently updated on 27 April 2020 and 1 October 2020, by the Monetary Authority of Singapore, the Accounting and Corporate Regulatory Authority and the Singapore Exchange Regulation to provide guidance on the conduct of general meetings during the period when elevated safe distancing measures are in place. To help keep physical interactions and COVID-19 transmission risks to a minimum, which remain important in the long term, even as safe distancing regulations are gradually and cautiously relaxed, the EGM will be held by electronic means and members of the Company will not be allowed to attend the EGM in person.

Alternative arrangements are instead put in place to allow Shareholders to participate in the EGM by:

- (i) participating in the Virtual Information Session (“**VIS**”) via a “live” webcast;
- (ii) watching and/or listening to the EGM proceedings via a “live” webcast;
- (iii) submitting questions in advance of the VIS or asking questions “live” at the VIS; and
- (iv) voting by proxy at the EGM.

Invitation to VIS

A VIS will be held for Shareholders prior to the EGM, at 11:00 a.m. on 19 April 2022 where the Company will address all substantial and relevant questions received by 11:00 a.m. on 15 April 2022 (the “**VIS Questions Deadline**”) from Shareholders in relation to the resolution as set out in the Notice of EGM. Shareholders will also be able to ask questions “live” during the VIS.

Shareholders who wish to participate in the VIS through a “live” webcast comprising both “live” audio-visual webcast and “live” audio-only feeds (“**VIS Live Webcast**”) must

LETTER TO SHAREHOLDERS

pre-register with the Company at the URL: <http://matex.com.sg/investor-relations/egm> no later than 11:00 a.m. on 15 April 2022 (“**VIS Registration Deadline**”).

As the VIS is being held only for Shareholders, it is compulsory for Shareholders to pre-register for the VIS to enable the Company to verify their status as Shareholders. Any registration received after the VIS Registration Deadline will not be accepted.

Following authentication of his/her/its status as a Shareholder of the Company, such Shareholder will receive an email which will contain login details to access the “live” audio-visual webcast and “live” audio-only feeds of the Virtual Information Session (the “**VIS Confirmation Email**”).

Shareholders who have registered by the VIS Registration Deadline but do not receive the VIS Confirmation Email by 12:00 p.m. on 18 April 2022, may contact the Company for assistance at the following email address: eagm@matex.com.sg, with the following details included: (1) the member’s full name; and (2) his/her/its identification/registration number.

Shareholders must not forward the abovementioned email to other persons who are not members and who are not entitled to attend the VIS Live Webcast. This is also to avoid any technical disruptions or overload to the VIS Live Webcast.

The Company will publish the minutes, or provide a link for Shareholders and investors to access a recording of the VIS, by 22 April 2022 on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> or the Company’s website (being not less than seventy-two (72) hours before the closing date and time for the lodgement of the Proxy Form).

Submitting questions in advance of the VIS or asking questions “live” at the VIS

Shareholders may ask questions related to the resolution to be tabled for approval at the EGM by submitting their questions in advance of the VIS or participate in the VIS to ask their questions.

If Shareholders wish to submit their questions in advance of the VIS, they must do so before 11:00 a.m. on 15 April 2022 (the “**VIS Questions Deadline**”) to the Company:

- (a) 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; or
- (b) by email to eagm@matex.com.sg.

The Company will endeavour to address substantial and relevant questions related to the ordinary resolution to be tabled for approval at the EGM received by the VIS Questions Deadline during the VIS, and will also publish the minutes, or provide a link for Shareholders and investors to access a recording of the VIS, by 22 April 2022 on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> or the Company’s website.

For verification purposes, when submitting the questions via email or post, 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).

LETTER TO SHAREHOLDERS

Participation in EGM proceedings via “live” webcast

A Shareholder of the Company or their corporate representatives (in the case of a Shareholder which is a legal entity) will be able to watch or listen to the proceedings of the EGM through a “live” webcast via mobile phone, tablet or computer (“**Live Webcast**”). However, Shareholders will NOT be able to ask questions during the Live Webcast of the EGM proceedings to avoid any technical disruption and interference to the Live Webcast.

To participate in the EGM via the Live Webcast, Shareholders will have to follow these steps:

- (a) Shareholders (including those who hold their shares through Relevant Intermediaries (including CPF Investors or SRS Investors)) who wish to watch or listen to the Live Webcast must pre-register with the Company at the URL: <http://matex.com.sg/investor-relations/egm> (the “**Matex EGM Website**”) no later than 11:30 a.m. on 27 April 2022 (“**Registration Deadline**”).
- (b) Corporate Shareholders must also submit a copy of the Corporate Representative Certificate to the Company at eagm@matex.com.sg, in addition to the registration procedures as set out in paragraph (a) above, by the Registration Deadline, for verification purpose.
- (c) Following authentication of a Shareholder’s status, such Shareholder will receive an email on their authentication status and instructions on how to access the Live Webcast of the EGM proceedings.
- (d) Shareholders who have pre-registered by the Registration Deadline but do not receive the aforementioned email by 12:00 p.m. on 28 April 2022 should check the ‘spam/junk’ folder before contacting the Company at the following email address: eagm@matex.com.sg, with the following details included: (1) the full name of the Shareholder; and (2) his/her/its identification/registration number.

Shareholders are reminded that the EGM proceedings are private. Instructions on access to the Live Webcast of the EGM proceedings should therefore not be shared with anyone who is not a Shareholder of the Company or otherwise he or she shall not be authorised to attend the EGM. Recording of the Live Webcast in whatever form is also strictly prohibited.

Non-CPF/SRS holders whose shares are registered under Depository Agents (“**DAs**”) must also contact their respective DAs to indicate their interest in order for their respective DAs to make the necessary arrangements as stated in note (a) above for them to participate in the Live Webcast of the EGM proceedings.

LETTER TO SHAREHOLDERS

System Requirement

Browser

For optimal user experience, it is recommended that Shareholders use the following browser versions when accessing the Matex EGM Website as well as the “live” webcast of the EGM proceedings:

- Mozilla Firefox 69 and above; or
- Safari 12.1.2 and above; or
- Google Chrome 74 and above; or
- Microsoft Edge 79 and above.

Operating System

For Microsoft Windows Operating system, it is recommended that Shareholders use Windows 10.

Voting by proxy

If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the EGM. In appointing the Chairman of the Meeting as proxy, such member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in respect of the resolution in the instrument appointing the Chairman of the Meeting as proxy (“**Proxy Form**”), failing which the appointment of the Chairman of the Meeting as proxy for the resolution will be treated as invalid.

The Chairman of the Meeting, as proxy, need not be a member of the Company.

The Proxy Form must be submitted through any one of the following means: (a) by depositing a physical copy at the registered office of the Company at 1003 Bukit Merah Central, #01-10, Inno Centre, Singapore 159836; or (b) by sending a scanned PDF copy by email to eagm@matex.com.sg, in each case, no later than 11:30 a.m. on 27 April 2022, and failing which, the Proxy Form will not be treated as valid.

The Proxy Form must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed under its common seal or under the hand of its officer or attorney duly authorised. Where the Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.

A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative with respect to the EGM, in accordance with Section 179 of the Companies Act and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation

LETTER TO SHAREHOLDERS

to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.

The Company shall be entitled to reject the Proxy Form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form.

In the case of a member of the Company whose shares are entered against his/her name in the Depository Register, the Company may reject any Proxy Form if the member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

Persons who hold shares through relevant intermediaries

A member of the Company who holds his/her shares through a Relevant Intermediary* (including CPF Investors or SRS Investors) and who wish to exercise his/her votes by appointing the Chairman of the Meeting as proxy should approach his/her Relevant Intermediary (including his/her CPF Agent Bank or SRS Operator) to submit his/her voting instructions at least seven (7) working days prior to the date of the EGM.

*A Relevant Intermediary is:

- (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 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 Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

14.2. No Despatch of Printed Copies of Circular, Notice of EGM and Proxy Form

In line with the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, no printed copies of the Circular, the Notice of EGM and the Proxy Form in respect of the EGM will be despatched to Shareholders.

A copy of the Circular attaching the Notice of EGM and the Proxy Form has been uploaded on SGXNet and will be made available on the Company's website. A Shareholder will need an internet browser and PDF reader to view these documents on SGXNet and the Company's website.

LETTER TO SHAREHOLDERS

15 DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular 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 Proposed Disposal, 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 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.

16 DOCUMENTS FOR INSPECTION

Copies of the following documents may be inspected at the registered office of the Company at 1003 Bukit Merah Central #01-10 Inno Centre, Singapore 159836; during normal business hours from 9:00 a.m. to 5:00 p.m. for three (3) months from the date of this Circular:

- (a) the Constitution of the Company;
- (b) the Agreement;
- (c) the annual report of the Company for the financial year ended 31 December 2020;
- (d) the latest unaudited consolidated financial statements of the Group for FY2021;
- (e) the Equity Valuation Report, which includes the Equity Valuation Certificate;
- (f) the Property Valuation Report, which includes the Property Valuation Certificate; and
- (g) the letters of consent referred to in paragraph 13 (Consents) above.

Shareholders who wish to inspect these documents at the registered office of the Company are required to send an email request to eagm@matex.com.sg to make an appointment in advance. The Company will arrange a date when each Shareholder can come to the registered office to inspect accordingly. The inspection of documents will be arranged with each Shareholder to limit the number of people who are present at the registered office at any one point in time and such arrangements are subject to the prevailing regulations, orders, advisories and guidelines relating to safe distancing which may be implemented by the relevant authorities from time to time.

Yours faithfully

For and on behalf of the Board of Directors of
MATEX INTERNATIONAL LIMITED

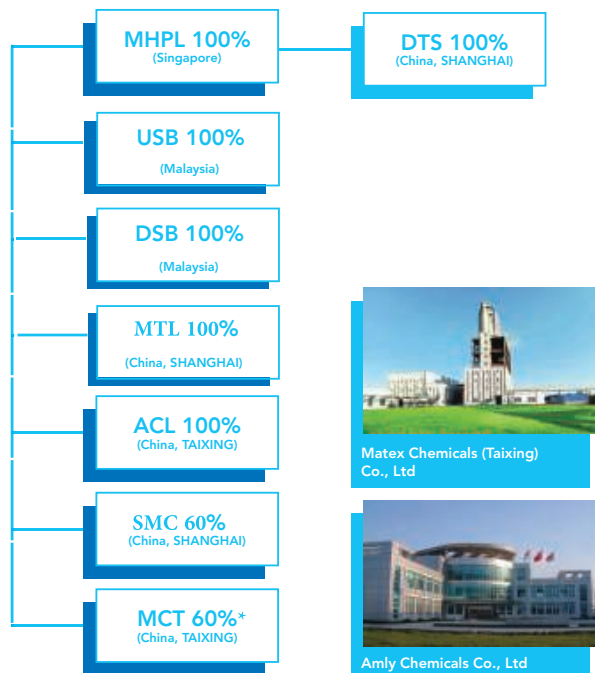
Dr Alex Tan Pang Kee
CEO and Managing Director

APPENDIX I – GROUP STRUCTURE BEFORE & AFTER PROPOSED DISPOSAL

GROUP STRUCTURE BEFORE PROPOSED DISPOSAL

Matex International Limited

GROUP STRUCTURE - BEFORE DISPOSAL



MIL - Matex International Limited
(万得国际有限公司)

MHPL - Matex Holdings Pte Ltd
(万得控股私人有限公司)

USB - Unimatex Sdn Bhd
(全万得私人有限公司)

DSB - Dedot Sdn Bhd
(帝得貿易(馬來西亞)私人有限公司)

ACL - Amly Chemicals Co., Ltd
(安力化学(泰兴)有限公司)

MTL - Matex Chemicals Technologies
(Shanghai) Co., Ltd
(万得化工科技(上海)有限公司)

MCT - Matex Chemicals (Taixing) Co., Ltd*
(万得化工(泰兴)有限公司)*

SMC - Shanghai Matex Chemicals Co., Ltd
(上海万得化工有限公司)

DTS - Dedot Trading (Shanghai) Co., Ltd
(帝得貿易(上海)有限公司)

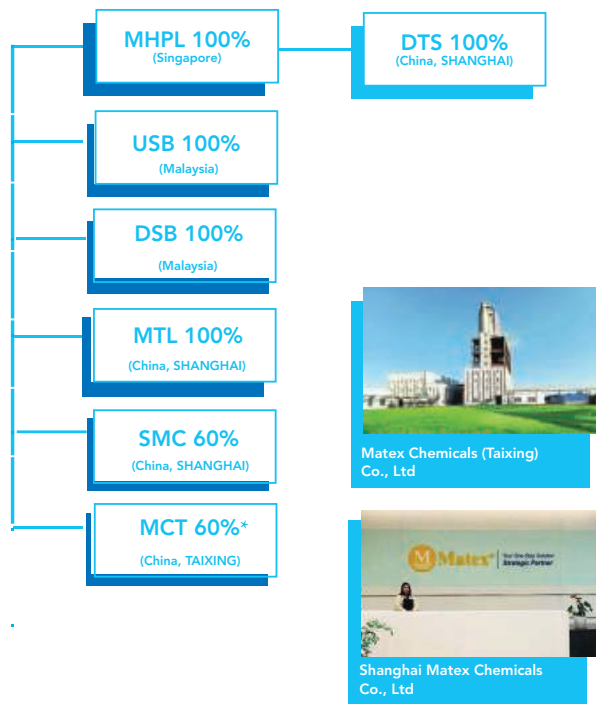
* The Company had on 7 April 2021 announced the strategic disposal of the Group's 60% equity interest in MCT, and had on 28 April 2021, obtained Shareholders' approval for the Proposed Disposal at the EGM held on the same day. The Proposed Disposal is subject to certain conditions precedent, including having the shareholders of the remaining 40% equity interest in MCT to also sell their stakes to the purchaser. As at Latest Practicable Date, the above condition precedent has yet to be fulfilled.

APPENDIX I – GROUP STRUCTURE BEFORE & AFTER PROPOSED DISPOSAL

GROUP STRUCTURE AFTER PROPOSED DISPOSAL

Matex International Limited

GROUP STRUCTURE -AFTER DISPOSAL



MIL - Matex International Limited
(万得国际有限公司)

MHPL - Matex Holdings Pte Ltd
(万得控股私人有限公司)

USB - Unimatex Sdn Bhd
(全万得私人有限公司)

DSB - Dedot Sdn Bhd
(帝得貿易(馬來西亞)私人有限公司)

MTL - Matex Chemicals Technologies
(Shanghai) Co., Ltd
(万得化工科技(上海)有限公司)

MCT - Matex Chemicals (Taixing) Co., Ltd*
(万得化工(泰兴)有限公司)*

SMC - Shanghai Matex Chemicals Co., Ltd
(上海万得化工有限公司)

DTS - Dedot Trading (Shanghai) Co., Ltd
(帝得貿易(上海)有限公司)

* The Company had on 7 April 2021 announced the strategic disposal of the Group's 60% equity interest in MCT, and had on 28 April 2021, obtained Shareholders' approval for the Proposed Disposal at the EGM held on the same day. The Proposed Disposal is subject to certain conditions precedent, including having the shareholders of the remaining 40% equity interest in MCT to also sell their stakes to the purchaser. As at Latest Practicable Date, the above condition precedent has yet to be fulfilled.

APPENDIX II – EQUITY VALUATION CERTIFICATE

Beijing Colliers International Real Estate Valuation Co., Ltd. MAIN 86 21 6141 4350
Suite 507 Block A Gemdale Plaza FAX 86 21 6141 3699
No. 91 Jianguo Road, Chaoyang District, Beijing EMAIL flora.he@colliers.com



VALUATION CERTIFICATE

- Our Reference** : 21-12929 (2-1)
- Issue Date** : 25 March 2022
- Subject Asset** : 100% Equity Interest of Amly Chemicals Co., Ltd.
- Target Company** : Amly Chemicals Co., Ltd. (安力化学(泰兴)有限公司) ("ACL" or the "Target Company") was established in March 2003 and principally engaged in the production of dye and textile printing dyeing agent. The registered capital of the company is USD 3.01 million. As of the Valuation Date, Matex International Limited holds 100% equity interest of ACL.
- Valuation Prepared for** : Matex International Limited
- Purpose of Valuation** : Public Circular Purposes
- Basis of Valuation** : We have conducted our valuation in accordance with the International Financial Reporting Standard 3 – Business Combinations (IFRS 3) and International Financial Reporting Standard 13 – Fair Value Measurement (IFRS 13) issued by the International Accounting Standards Board, and the International Valuation Standards (IVS) issued by the International Valuation Standards Council.
- The Target Company has been valued on a fair value, which is defined as "the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date" in accordance to International Financial Reporting Standard 13 (IFRS 13) and International Valuation Standards (IVS).
- Target and Scope** : The target of this assessment is all the shareholders' equity involved in the equity transfer, and the valuation scope includes current assets, non-current assets, current liabilities, and non-current liabilities. The net book value as at the valuation date is RMB 27,072,883.41.
- Economic Behaviour** : According to the resolution of the shareholders meeting of Matex International Limited, Matex International Limited intends to transfer its 100% equity interest of Amly Chemicals Co., Ltd..
- Description of Special Matters** : **Discount for Lack of Marketability ("DLOM")**
A factor to be considered in valuing closely held companies is the marketability of an interest in such businesses. Marketability is defined as the ability to convert the business interest into cash quickly, with minimum transaction and administrative costs, and with a high degree of certainty as to the amount of net proceeds. There is usually a cost and a time lag associated with locating interested and capable buyers of interests in privately-held companies, because there is no established market of readily-available buyers and sellers. All other factors being equal, an interest in a publicly traded company is worth more because it is readily marketable. Conversely, an interest in a private-held company is worth less because no established market exists. In this valuation exercise, we refer to the research published by CV Source, DLOM is 32.70%.
- The Control Premium**
The control premium means that the buyer pays a price higher than the stock market price to buy the stock to obtain the control right of the stock, so that the stock is at a premium. In this evaluation, we refer to the research published by CV Source, the control premium is 9.09%.
- Valuation Method** : We have assessed the value of the net assets using the Cost Approach and the Market Approach. In this valuation, we have adopted 100% on the Cost Approach which reflects the company's profitability based on the fair value of each subject and will better reflect the fair value of the company as at the Valuation Date.

Please refer to detailed analysis in the full report.

APPENDIX II – EQUITY VALUATION CERTIFICATE



Opinion of Value : Based on the results of our investigations and analyses outlined in the full report, we are of the opinion that the net assets values of the Target Company as at the Valuation Date are as follows:

Unit: RMB

ASSETS	LI	END OF PERIOD	LIABILITIES AND	LI	END OF PERIOD
	NE	(2021/12/31)	INVESTOR'S EQUITY	NE	(2021/12/31)
Currency fund	1	1,403,122.57	Short-term loans	12	10,000,000.00
Notes & Accounts receivable	2	2,621,829.28	Notes payable	13	524,517.37
Other receivables	3	27,489,346.19	Accrued payroll	14	97,240.24
Advances to suppliers	4	17,192.33	Taxes payable	15	920,453.43
Inventories	5	74,255.86	Other payable	16	687,391.47
Total current assets	6	31,605,746.23	Total current liabilities	17	12,229,602.51
Fixed assets-net value	7	11,746,658.00			
Construction in progress	8	123,769.92	Total liabilities	18	12,229,602.51
Intangible assets	9	14,086,406.65	Total owners' equity	19	45,399,756.79
Long-term prepaid expenses	10	66,778.50			
Total assets	11	57,629,359.30	Total liabilities and equity	20	57,629,359.30

Note: The evaluation value is rounded to ten thousand digits.

Based on this valuation, the value corresponding to 100% of the equity is RMB45,400,000.

Independent Declaration : We, Beijing Colliers International Real Estate Valuation Co., Ltd., confirm that we are independent of Matex International Limited (the "Client") and Amly Chemicals Co., Ltd. (the "Target Company"), each of the significant holders of the two companies, adviser or other party whom the Client and the Target Company are contracting with.

We do not have any pending business transactions, contracts under negotiation or other arrangement with the manager, adviser or other party whom the Target Company is contracting with, and there are no other factors that would interfere with the our ability to give an independent and professional valuation of the Target Company.

Valuation Date : 31 December 2021

Valuation Basis : Fair Value as at the Valuation Date **RMB45,400,000**
(RENMINBI FORTY FIVE MILLION AND FOUR HUNDRED THOUSAND ONLY)

Prepared By : **Beijing Colliers International Real Estate Valuation Co., Ltd.**

Zhirong He (Flora He)
FRICS MCOMFIN
Executive Director
Valuation and Advisory Services I China


This valuation certificate is also subject to the Caveats and Assumptions in the full report of appendix 1.

APPENDIX III – PROPERTY VALUATION CERTIFICATE

Beijing Colliers International Real Estate Valuation Co., Ltd. MAIN 86 21 6141 4350
Suite 507 Block A Gemdale Plaza FAX 86 21 6141 3699
No. 91 Jianguo Road, Chaoyang District, Beijing EMAIL flora.he@colliers.com



VALUATION CERTIFICATE

Our Reference	:	21-12929(1-1)	
Name of Property	:	Amly Chemicals Taixing Plant	
Valuation Prepared for	:	Matex International Limited (the "Client")	
Purpose of Valuation	:	Public Circular Purposes	
Address of Property	:	West of Zhanan Road, Taixing Economic Development Zone ("TEDZ") (泰兴经济开发区), Taixing City, Taizhou, Jiangsu Province, The People's Republic of China ("PRC")	
Type of Property	:	Industrial	
Brief Description	:	The Property, known as Amly Chemicals Taixing Plant, is located at west of Zhanan Road, TEDZ, Taixing City, Taizhou, Jiangsu Province, PRC. According to the information provided, the Property comprises two workshops, two warehouses, one complex building and other ancillary buildings with a total certified gross floor area ("GFA") of 8,286.48 sq m. As advised by the Client, the Property was completed in 2005. As of the date of inspection, the Property was in normal operation.	
Land Area	:	33,333.33 sq m	
Gross Floor Area	:	8,286.48 sq m (Certified)	
Year of Completion	:	2005	
Registered Owner	:	安力化学(泰兴)有限公司 (Amly Chemicals Co., Ltd.)	
Interest Valued	:	100% leasehold interest of the Property	
Legal Description	:	Pursuant to the Real Estate Ownership Certificate (不动产权证), the land-use rights and the building ownership of the Property located at west of Zhanan Road, TEDZ, Taixing City, with a total site area of 33,333.33 sq m and a total GFA of 8,286.48 sq m, are vested in 安力化学(泰兴)有限公司 for industrial uses for the term expiring on 28 October 2054.	
Tenure	:	Leasehold	
Remaining Lease Term	:	32.85 years	
Condition	:	At the time of inspection, the Property was in normal operation.	
Permitted Uses	:	Industrial	
Valuation Standards	:	The valuation has been carried out in accordance with the Royal Institution of Chartered Surveyors (RICS) Global Valuation Professional Standards, incorporating the International Valuation Standards of the International Valuation Standards Council (IVSC).	
General Comments	:	China is one of the world's largest growth engines and has maintained stable and rapid economic growth over the past several decades. As of the end of 2021, China's GDP reached approximately RMB114.37 trillion, achieving a year on year (YOY) growth rate of 8.1%, indicating strong economic recovery. The industrial sector registered a strong growth rate of 8.2% YOY and increased to RMB45.09 trillion. The manufacturing sector realised an annual growth rate of 9.6%; of which, the hi-tech manufacturing industry saw 18.2% YOY increase. As China's government continues to encourage economic reforms towards advanced manufacturing and hi-tech industries, these industries are expected to see strong growth momentum in the foreseeable future.	
Valuation Basis	:	Market Value on 'As-Is' Basis. Market Value is defined as "the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's-length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion".	
Valuation Approach	:	Cost Approach and Market Approach	
Date of Valuation	:	31 December 2021	
Date of Valuation Report	:	25 March 2022	
Basis of Valuation	:	Market Value in Existing State	
Unit Price	:		

RMB25,000,000
(RENMINBI TWENTY FIVE MILLION ONLY)

RMB3,017 psm on GFA

Accelerating success.

APPENDIX III – PROPERTY VALUATION CERTIFICATE



**Assumptions,
Disclaimers, Limitations
& Qualifications**

: All information used in this summary has been verified as far as is reasonable, and has included information and data provided by the Client, from government departments, in the public domain, and our own internal database. The summary is wholly reliant on and must be read in conjunction with the information provided in the full report. It is synopsis only designed to provide a brief overview and must not be acted on in isolation.

The valuation is provided subject to the assumptions, qualifications, limitations and disclaimers detailed throughout the full report which are made in conjunction with those included within the Caveats and Assumptions of the report.

No structural survey or environmental survey of the Property has been carried out. Services and facilities have not been tested.

We have assumed that the lease agreements are current, with good covenants and in line with the general market practice in China.

Reliance on this report and extension of our liability is conditional upon the reader's acknowledgement and understanding of these statements. This valuation is for the use only of the party to whom it is addressed and for no other purpose. No responsibility is accepted to any third party who may use or rely on the whole or any part of the content of this valuation. The valuer has no pecuniary interest that would conflict with the proper valuation of the Property.

Prepared By

: **Beijing Colliers International Real Estate Valuation Co., Ltd.**

A handwritten signature in black ink, appearing to read "Zhirong He", is written over a horizontal line.

Zhirong He (Flora He)
FRICS MCOMFIN
Executive Director
Valuation and Advisory Services I China

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 by way of electronic means on 29 April 2022 at 11:30 a.m. (or immediately after the conclusion or adjournment of the Annual General Meeting of the Company to be held at 11:00 a.m. on the same day by way of electronic means) for the purpose of considering and, if thought fit, passing (with or without any modifications) the following resolution set out below.

Please refer to the section titled “IMPORTANT INFORMATION” below for details.

All capitalised terms in this Notice which are not defined herein shall have the same meanings ascribed to them in the Company’s circular dated 07 April 2022 (the “Circular”).

ORDINARY RESOLUTION: THE PROPOSED DISPOSAL OF 100% OF THE REGISTERED AND PAID-UP ORDINARY SHARES IN THE CAPITAL OF AMLY CHEMICALS CO., LTD. AS A MAJOR TRANSACTION

RESOLVED THAT:

- (a) the proposed disposal by the Company of its 100% of the registered share capital in Amly Chemicals Co., Ltd. (安力化学(泰兴)有限公司) on the terms and subject to the conditions set out in the agreement dated 23 February 2022 entered into between the Company, and the purchaser, Taixing Jinfu Chemistry Co., Ltd, (泰兴锦富化学有限公司) be and is hereby approved; and
- (b) the directors of the Company (the “**Directors**”) and/or any of them be and are/is hereby authorised to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to the matters referred to in this resolution.

By Order of the Board

Dr Alex Tan Pang Kee
CEO and Managing Director

Singapore
07 April 2022

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

General

1. Pursuant to the COVID-19 (Temporary Measures) Act 2020 of Singapore that was passed by Parliament on 07 April 2020 ("**Temporary Measures Act**") and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 issued by the Minister of Law on 13 April 2020 (as amended from time to time) ("**Meeting Orders**"), issuers are able to make alternative arrangements to hold general meetings where personal attendance is required under written law or legal instruments (such as a company's constitution). The Meeting Orders has been extended from 30 September 2020 to 30 June 2021 and amendments to the Temporary Measures Act come into force on 29 September 2020. A joint statement was also issued on 13 April 2020, and subsequently updated on 27 April 2020 and 01 October 2020, by the Monetary Authority of Singapore, the Accounting and Corporate Regulatory Authority and the Singapore Exchange Regulation to provide guidance on the conduct of general meetings during the period when elevated safe distancing measures are in place. To help keep physical interactions and COVID-19 transmission risks to a minimum, which remain important in the long term, even as safe distancing regulations are gradually and cautiously relaxed, the EGM will be held by electronic means and members of the Company will NOT be allowed to attend the EGM in person.
2. Alternative arrangements are instead put in place to allow Shareholders to participate in the EGM by:
 - (a) participating in Virtual Information Session ("**VIS**") via a Live Webcast. Please refer to paragraphs 3 to 9 below for further details;
 - (b) watching or listening to the EGM proceedings via a Live Webcast (as defined below). Shareholders who wish to participate as such will have to pre-register in the manner outlined in paragraphs 14 to 16 below;
 - (c) Submitting questions in advance of the VIS or asking questions "live" at the VIS. Please refer to paragraphs 10 to 13 below for further details; and
 - (d) voting by proxy at the EGM. Please refer to paragraphs 17 to 24 below for further details.

Invitation to Virtual Information Session ("**VIS**")

3. A VIS will be held for Shareholders prior to the EGM, at 11:00 a.m. on 19 April 2022 where the Company will address all substantial and relevant questions received by 11:00 a.m. on 15 April 2022 (the "**VIS Questions Deadline**") from Shareholders in relation to the resolution as set out in the Notice of EGM. Shareholders will also be able to ask questions "live" during the VIS.
4. Shareholders who wish to participate in the VIS through a "live" webcast comprising both "live" audio-visual webcast and "live" audio-only feeds ("**VIS Live Webcast**") must pre-register with the Company at the URL: <http://matex.com.sg/investor-relations/egm> no later than 11:00 a.m. on 15 April 2022 ("**VIS Registration Deadline**").
5. As the VIS is being held only for Shareholders, it is compulsory for Shareholders to pre-register for the VIS to enable the Company to verify their status as Shareholders. Any registration received after the VIS Registration Deadline will not be accepted.
6. Following authentication of his/her/its status as a Shareholder of the Company, such Shareholder will receive an email which will contain login details to access the "live" audio-visual webcast and "live" audio-only feeds of the Virtual Information Session (the "**VIS Confirmation Email**").
7. Shareholders who have registered by the VIS Registration Deadline in accordance with paragraph 4 above but do not receive the VIS Confirmation Email by 12:00 p.m. on 18 April 2022, may contact the Company for assistance at the following email address: eagm@matex.com.sg, with the following details included: (1) the member's full name; and (2) his/her/its identification/registration number.
8. Shareholders must not forward the abovementioned email to other persons who are not members and who are not entitled to attend the VIS Live Webcast. This is also to avoid any technical disruptions or overload to the VIS Live Webcast.
9. The Company will publish the minutes, or provide a link for Shareholders and investors to access a recording of the VIS, by 22 April 2022 on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> or the Company's website (being not less than seventy-two (72) hours before the closing date and time for the lodgement of the Proxy Form).

NOTICE OF EXTRAORDINARY GENERAL MEETING

Submitting questions in advance of the VIS or asking questions “live” at the VIS

10. Shareholders may ask questions related to the resolution to be tabled for approval at the EGM by submitting the questions in advance of the VIS. Therefore, it is important for Shareholders to submit their questions in advance of the VIS or participate in the VIS to ask their questions.
11. If Shareholders wish to submit their questions in advance of the VIS, they must do so before 11:00 a.m. on 15 April 2022 (the “**VIS Questions Deadline**”) to the Company:
 - (a) 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; or
 - (b) by email to eadm@matex.com.sg.
12. The Company will endeavour to address substantial and relevant questions related to the ordinary resolution to be tabled for approval at the EGM received by the VIS Questions Deadline during the VIS, and will also publish the minutes, or provide a link for Shareholders and investors to access a recording of the VIS, by 22 April 2022 on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> or the Company’s website.
13. For verification purposes, when submitting the questions via email or post, 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).

Participation in EGM proceedings via “live” webcast

14. A Shareholder of the Company or their corporate representatives (in the case of a Shareholder which is a legal entity) will be able to watch or listen to the proceedings of the EGM through a “live” webcast via mobile phone, tablet or computer (“**Live Webcast**”). However, Shareholders will NOT be able to ask questions during the Live Webcast of the EGM proceedings to avoid any technical disruption and interference to the Live Webcast. To participate in the EGM via the Live Webcast, Shareholders will have to follow these steps:
 - (a) Shareholders (including those who hold their shares through Relevant Intermediaries (including CPF Investors or SRS Investors)) who wish to watch or listen to the Live Webcast must pre-register with the Company at the URL: <http://matex.com.sg/investor-relations/egm> (the “**Matex EGM Website**”) no later than 11:30 a.m. on 27 April 2022 (“**Registration Deadline**”).
 - (b) Corporate Shareholders must also submit a copy of the Corporate Representative Certificate to the Company at eadm@matex.com.sg, in addition to the registration procedures as set out in paragraph (a) above, by the Registration Deadline, for verification purpose.
 - (c) Following authentication of a Shareholder’s status, such Shareholder will receive an email containing the login details to access the Live Webcast of the EGM proceedings.
 - (d) Shareholders who have pre-registered by the Registration Deadline but do not receive the aforementioned email by 12:00 p.m. on 28 April 2022 should check the ‘spam/junk’ folder before contacting the Company at the following email address: eadm@matex.com.sg, with the following details included: (1) the full name of the Shareholder; and (2) his/her/its identification/registration number.
15. Shareholders are reminded that the EGM proceedings are private. Login details to access the Live Webcast of the EGM proceedings should therefore not be shared with anyone who is not a Shareholder of the Company or otherwise he or she shall not be authorised to attend the EGM. Recording of the Live Webcast in whatever form is also strictly prohibited.
16. Non-CPF/SRS holders whose shares are registered under Depository Agents (“**DAs**”) must also contact their respective DAs to indicate their interest in order for their respective DAs to make the necessary arrangements as stated in paragraphs 14 above for them to participate in the Live Webcast of the EGM proceedings.

Voting by proxy

17. If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the EGM. In appointing the Chairman of the Meeting as proxy, such member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the instrument appointing the Chairman of the Meeting as proxy (“**Proxy Form**”), failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
18. The Chairman of the Meeting, as proxy, need not be a member of the Company.

NOTICE OF EXTRAORDINARY GENERAL MEETING

19. The Proxy Form must be submitted through any one of the following means: (a) by depositing a physical copy at the registered office of the Company at 1003 Bukit Merah Central, #01-10, Inno Centre, Singapore 159836; or (b) by sending a scanned PDF copy by email to eagm@matex.com.sg, in each case, no later than 11:30 a.m. on 27 April 2022, and failing which, the Proxy Form will not be treated as valid.
20. The Proxy Form must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed under its common seal or under the hand of its officer or attorney duly authorised. Where the Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.
21. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative with respect to the EGM, in accordance with Section 179 of the Companies Act 1967 of Singapore and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
22. The Company shall be entitled to reject the Proxy Form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form.
23. In the case of a member of the Company whose shares are entered against his/her name in the Depository Register, the Company may reject any Proxy Form if the member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.
24. A member of the Company who holds his/her shares through a Relevant Intermediary* (including CPF or SRS Investors) and who wish to exercise his/her votes by appointing the Chairman of the Meeting as proxy should approach his/her Relevant Intermediary (including his/her CPF Agent Bank or SRS Operator) to submit his/her voting instructions at least seven (7) working days prior to the date of the EGM.

*A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act 1970 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 license to provide custodial services under the Securities and Futures Act 2001 and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, 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.

Personal data privacy:

By pre-registering for the Live Webcast, submitting a Proxy Form appointing the Chairman of the Meeting as proxy to vote at the EGM and/or any adjournment thereof, and/or submitting questions relating to the resolution to be tabled for approval at the EGM or the Company's businesses and operations, a member of the Company consents to the collection, use and disclosure of such member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration, analysis and facilitation by the Company (or its agents or service providers) of his/her/its appointment of the Chairman of the Meeting as proxy 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 or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

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PROXY FORM

MATEX INTERNATIONAL LIMITED

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

PROXY FORM EXTRAORDINARY GENERAL MEETING

*(Please see notes overleaf before
completing this Proxy Form)*

IMPORTANT:

Alternative arrangements relating to, amongst others, attendance, submission of questions in advance and voting by proxy at the Extraordinary General Meeting (“EGM”) are set out in the Company’s announcement dated 07 April 2022 which, together with the Notice of EGM dated 07 April 2022 have been uploaded on SGXNET. The announcement and the Notice of EGM can also be accessed at the home page of the Company’s corporate website (www.matex.com.sg).

An investor who holds shares under the Central Provident Fund Investment Scheme (“CPF Investor”) and/or the Supplementary Retirement Scheme (“SRS Investor”) may inform their respective CPF Agent Banks or SRS Operators to appoint the Chairman of the Meeting to act as their proxy at least seven (7) working days before the Meeting.

This Proxy Form is not valid for use by CPF and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

*I/We, _____ (Name) _____ (NRIC/Passport/Co Reg No.)

of _____ (Address)

being a member/members of Matex International Limited (the “Company”) hereby appoint the Chairman of the Meeting as my/our proxy to attend and vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held by way of electronic means on 29 April 2022 at 11:30 a.m. (or immediately after the conclusion or adjournment of the Annual General Meeting of the Company to be held at 11:00 a.m. on the same day at the same link by way of electronic means) (“EGM” or the “Meeting”), and at any adjournment thereof.

I/We direct the Chairman of the Meeting to vote for, against or abstain from voting on the resolution proposed at the EGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the appointment of the Chairman of the Meeting as proxy for the resolution will be treated as invalid.

*Voting will be conducted by poll. If you wish, the Chairman of the Meeting, as your proxy, to exercise all your votes “For” or “Against” or to “Abstain” from voting on the resolution, please indicate with an “X” in the relevant box provided below. Alternatively, please indicate the number of votes as appropriate. If you mark the abstain box for the resolution, you are directing the Chairman of the Meeting not to vote on the resolution on a poll and your votes will not be counted in computing the required majority on a poll. In the absence of specific directions, the appointment of the Chairman of the Meeting as your proxy will be treated as invalid.

No.	Ordinary resolution relating to:	No. of Votes For*	No. of Votes Against*	No. of Votes Abstain*
1	To approve the Proposed Disposal by the Company of its 100% registered capital in Amlly Chemicals Co., Ltd			

Dated this _____ day of _____ 2022

Total Number of Ordinary Shares Held (Note 1):

Signature(s) of Member(s)
and/or Common Seal of Corporate Shareholder

IMPORTANT: PLEASE READ NOTES OVERLEAF

PROXY FORM

MATEX INTERNATIONAL LIMITED

NOTES TO PROXY FORM

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing the Chairman of the Meeting as proxy shall be deemed to relate to all the Shares held by you.
2. Pursuant to the COVID-19 (Temporary Measures) Act 2020 of Singapore that was passed by Parliament on 07 April 2020 ("**Temporary Measures Act**") and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 issued by the Minister of Law on 13 April 2020 (as amended from time to time) ("**Meeting Orders**"), issuers are able to make alternative arrangements to hold general meetings where personal attendance is required under written law or legal instruments (such as a company's constitution). The Meeting Orders has been extended from 30 September 2020 to 30 June 2021 and amendments to the Temporary Measures Act come into force on 29 September 2020. A joint statement was also issued on 13 April 2020, and subsequently updated on 27 April 2020 and 01 October 2020, by the Monetary Authority of Singapore, the Accounting and Corporate Regulatory Authority and the Singapore Exchange Regulation to provide guidance on the conduct of general meetings during the period when elevated safe distancing measures are in place. To help keep physical interactions and COVID-19 transmission risks to a minimum, which remain important in the long term, even as safe distancing regulations are gradually and cautiously relaxed, the EGM will be held by way of electronic means and members of the Company will not be allowed to attend the EGM in person.
3. If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the EGM. In appointing the Chairman of the Meeting as proxy, such member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in respect of the resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for the resolution will be treated as invalid.
4. The Chairman of the Meeting, as proxy, need not be a member of the Company.
5. This Proxy Form must be submitted through any one of the following means: (a) by depositing a physical copy at the registered office of the Company at 1003 Bukit Merah Central, #01-10, Inno Centre, Singapore 159836; or (b) by sending a scanned PDF copy by email to eagm@matex.com.sg, in each case, no later than 11:30 a.m. on 27 April 2022 and failing which, this Proxy Form will not be treated as valid.
6. This Proxy Form must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where this Proxy Form is executed by a corporation, it must be executed under its common seal or under the hand of its officer or attorney duly authorised. Where this Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with this Proxy Form, failing which this Proxy Form may be treated as invalid.
7. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative with respect to the EGM, in accordance with Section 179 of the Companies Act 1967 of Singapore and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
8. A member of the Company who holds his/her shares through a Relevant Intermediary* (including CPF or SRS investors) and who wish to exercise his/her votes by appointing the Chairman of the Meeting as proxy should approach his/her Relevant Intermediary (including his/her CPF Agent Bank or SRS Operator) to submit his/her voting instructions at least seven (7) working days prior to the date of the EGM.

*A Relevant Intermediary is:

- (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 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.

General:

The Company shall be entitled to reject the instrument appointing the Chairman of the Meeting a proxy 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 appointing the Chairman of the Meeting as proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing the Chairman of the Meeting 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 72 hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By submitting an instrument appointing the Chairman of the Meeting as proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting dated **07 April 2022**.