



铭泰国际

METECH INTERNATIONAL LIMITED
(Company Registration No. 199206445M)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Metech International Limited (the “Company”) will be held at 65 Tech Park Crescent, Singapore 637787 on 29 October 2019 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 30 June 2019, together with the Independent Auditors’ Report thereon. **(Resolution 1)**
- To re-elect Mr. Chay Yiowmin, who is retiring under Regulation 89 of the Company’s Constitution, as Director of the Company. **(Resolution 2)**
See Explanatory Notes (a) and (c)
- To re-elect Mr. Liu Changsheng, who is retiring under Regulation 89 of the Company’s Constitution, as Director of the Company. **(Resolution 3)**
See Explanatory Notes (b) and (c)
- To re-elect Mr. Weng Hua Yu @ Simon Eng, who is retiring by rotation under Regulation 88 of the Company’s Constitution, as Director of the Company. **(Resolution 4)**
See Explanatory Note (c)
- To note the retirement of Mr. Wang Daming, who is retiring under Regulation 89 of the Company’s Constitution.
- To approve the payment of the sum of S\$128,000 as Directors fees for the financial year ending 30 June 2020 (FY2019: S\$93,000). **(Resolution 5)**
- To re-appoint Messrs Moore Stephens LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**
- To transact any other routine business which may be properly transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

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

9. Share Issue Mandate

THAT authority be given to the Directors of the Company pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the “Act”) and Rule 806 of the Singapore Exchange Securities Trading Limited (“SGX-ST”) Listing Manual Section B: Rules of Catalyst (the “Catalist Rules”) and notwithstanding the provisions of the Company’s Constitution, to:

- (i) issue shares in the capital of the Company (the “Shares”), whether by way of rights, bonus or otherwise; and/or
 - (ii) make or grant offers, agreements or options (collectively, the “Instruments”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares; and/or
 - (iii) (notwithstanding that the authority conferred by this resolution may have ceased to be in force) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or other capitalisation issues at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and
- (b) (notwithstanding that the authority conferred by this resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this resolution is in force,

PROVIDED THAT:

- the aggregate number of Shares issued pursuant to this resolution (including Shares issued in pursuance to any Instruments made or granted to this resolution), does not exceed one hundred per cent (100%) of the total number of issued Shares excluding subsidiary holdings (as defined in the Catalist Rules) and treasury Shares (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares to be issued other than on a pro rata basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed fifty per cent (50%) of the total number of issued Shares excluding subsidiary holdings (as defined in the Catalist Rules) and treasury Shares (as calculated in accordance with sub-paragraph (ii) below);
- (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (i) above, the percentage of issued Shares excluding subsidiary holdings (as defined in the Catalist Rules) and treasury Shares of the Company shall be calculated based on the total number of issued Shares excluding subsidiary holdings (as defined in the Catalist Rules) and treasury Shares of the Company at the time of the passing of this resolution, after adjusting for:
 - new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time of passing of this resolution; and
 - any subsequent bonus issue or consolidation or subdivision of Shares;
- in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the Act, the Catalist Rules (including supplemental measures hereto) for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (unless revoked or varied by the Company in general meeting) the authority conferred by this resolution shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier. **(Resolution 7)**
See Explanatory Note (d)

10. Authority to Offer and Grant Awards and Allot and Issue Shares under the Metech International Limited Performance Share Plan

THAT the Directors of the Company be authorised to:

- offer and grant awards (the “Awards”) in accordance with the provisions of the Metech International Limited Performance Share Plan (the “Plan”) and pursuant to Section 161 of the Act:
 - to allot and issue from time to time such number of fully-paid new Shares as may be required to be delivered pursuant to the vesting of the Awards under the Plan; and
 - (notwithstanding the authority conferred by this resolution may have ceased to be in force) to allot and issue from time to time such number of fully-paid new Shares as may be required to be delivered pursuant to any Awards granted by the Directors in accordance with the Plan while the authority conferred by this resolution was in force, and
- subject to the same being allowed by law, apply any Shares purchased under any share purchase mandate and to deliver such existing Shares (including treasury Shares) towards the satisfaction of Awards granted under the Plan,

PROVIDED THAT:

- the aggregate number of Shares to be issued or transferred pursuant to the Awards under the Plan on any date, when aggregated with the number of Shares over which options or awards are granted under any other share option schemes or share schemes of the Company, shall not exceed fifteen per cent (15%) of the total number of issued Shares of the Company excluding subsidiary holdings (as defined in the Catalist Rules) and treasury Shares on the day preceding that date; and
- the aggregate number of Shares that may be issued or transferred to controlling shareholders and their associate must not exceed twenty-five per cent (25%) of the Shares available under the Plan; and the aggregate number of Shares that may be issued and transferred to each controlling shareholder or his associate must not exceed ten per cent (10%) of the Shares available under the Plan. **(Resolution 8)**
See Explanatory Note (e)

11. Authority to Offer and Grant Options and Allot and Issue Shares under the Metech International Employee Share Option Scheme

THAT the Directors of the Company be authorised to:

- offer and grant options (the “Options”) in accordance with the provisions of the Metech International Limited Employee Share Option Scheme (the “Scheme”) and pursuant to Section 161 of the Act:
 - to allot and issue from time to time such number of fully-paid new Shares as may be required to be delivered pursuant to the vesting of the Options under the Scheme; and
 - (notwithstanding the authority conferred by this resolution may have ceased to be in force) to allot and issue from time to time such number of fully-paid new Shares as may be required to be delivered pursuant to any Options granted by the Directors in accordance with the Scheme while the authority conferred by this resolution was in force, and
- subject to the same being allowed by law, apply any Shares purchased under any share purchase mandate and to deliver such existing Shares (including treasury Shares) towards the satisfaction of Options granted under the Scheme,

PROVIDED THAT:

- the aggregate number of Shares to be issued or transferred pursuant to the Options under the Scheme on any date, when aggregated with the number of Shares over which options or awards are granted under any other share option schemes or share schemes of the Company, shall not exceed fifteen per cent (15%) of the total number of issued Shares of the Company excluding subsidiary holdings (as defined in the Catalist Rules) and treasury Shares on the day preceding that date; and
- the aggregate number of Shares that may be issued or transferred to controlling shareholders and their associate must not exceed twenty-five per cent (25%) of the Shares available under the Scheme; and the number of Shares that may be issued and transferred to each controlling shareholder or his associate must not exceed ten per cent (10%) of the Shares available under the Scheme. **(Resolution 9)**
See Explanatory Note (f)

By Order of the Board

Ng Siew Hoong
Company Secretary
11 October 2019

Explanatory Notes:

- Mr. Chay Yiowmin will, upon re-election as a Director of the Company, remain as Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee. Mr. Chay will be considered independent for the purposes of Rule 704(7) of the Catalist Rules.
- Mr. Liu Changsheng will, upon re-election as a Director of the Company, be appointed as a member of the Audit Committee, Nominating Committee and Remuneration Committee with effect from the conclusion of the AGM. Mr. Liu will be considered as non-independent for purposes of Rule 704(7) of the Catalist Rules.
- Please refer to the sections entitled “Board of Directors” and “Corporate Governance Report” in the annual report for the financial year ended 30 June 2019 for information on the Directors which are put up for re-election as required pursuant to Rule 720(5) of the Catalist Rules.
- Resolution 7** proposed in item 9 above, if passed, is to empower the Directors of the Company, effective until the conclusion of the next annual general meeting of the Company, or the day by which the next annual general meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to allot and issue Shares in the capital of the Company and/or Instruments (as defined above). The aggregate number of Shares to be issued pursuant to resolution 7 (including Shares to be issued in pursuance of Instruments made or granted) shall not exceed one hundred per cent (100%) of the total number of issued Shares excluding subsidiary holdings (as defined in the Catalist Rules) and treasury Shares of the Company, with a sub-limit of fifty per cent (50%) for Shares issued other than a pro rata basis (including Shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to shareholders.
- Resolution 8** proposed in item 10 above, if passed, is to authorise the Directors of the Company to (a) offer and grant Awards in accordance with the provisions of the Plan and pursuant to section 161 of the Act; and (b) subject to the same being allowed by law, apply any Shares purchased under any share purchase mandate and to deliver such existing Shares (including treasury Shares) towards the satisfaction of Awards granted under the Plan, provided always that the aggregate number of Shares to be issued or transferred pursuant to the Awards under the Plan on any date, when aggregated with the number of Shares over which options or awards are granted under any other share option schemes or share schemes of the Company, shall not exceed fifteen per cent (15%) of the total number of issued Shares of the Company excluding subsidiary holdings (as defined in the Catalist Rules) and treasury Shares on the day preceding that date, the aggregate number of Shares that may be issued to controlling shareholders and their associate must not exceed twenty five per cent (25%) of the Shares available under the Plan; and the number of Shares may be issued to each controlling shareholder or his associate must not exceed ten per cent (10%) of the Shares available under the Plan.
- Resolution 9** proposed in item 11 above, if passed, is to authorise the Directors of the Company to (a) offer and grant Options in accordance with the provisions of the Scheme and pursuant to section 161 of the Act; and (b) subject to the same being allowed by law, apply any Shares purchased under any share purchase mandate and to deliver such existing Shares (including treasury Shares) towards the satisfaction of Options granted under the Scheme, provided always that the aggregate number of Shares to be issued or transferred pursuant to the Options under the Scheme on any date, when aggregated with the number of Shares over which options or awards are granted under any other share option schemes or share schemes of the Company, shall not exceed fifteen per cent (15%) of the total number of issued Shares of the Company excluding subsidiary holdings (as defined in the Catalist Rules) and treasury Shares on the day preceding that date. The aggregate number of Shares that may be issued to controlling shareholders and their associate must not exceed twenty five per cent (25%) of the Shares available under the Scheme; and the number of Shares that may be issued to each controlling shareholder or his associate must not exceed ten per cent (10%) of the Shares available under the Scheme.

Notes:

- A member of the Company (other than a Relevant Intermediary) entitled to attend and vote at the Annual General Meeting may appoint not more than two (2) proxies to attend and vote on his behalf. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company. Where a member appoints more than one (1) proxy, he shall specify the proportion of his shareholding to be represented by each proxy, failing which, the nomination shall be deemed to be alternative.
- A Relevant Intermediary may appoint more than two (2) proxies to attend and vote at the Annual General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two proxies, the appointments shall be invalid unless the member specifies the number of shares in relation to which each proxy has been appointed.

A “relevant intermediary” means:

 - a banking corporation licensed under the Banking Act, Cap. 19 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;
 - a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
 - the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with the subsidiary legislation.
- The instrument appointing a proxy, duly executed, must be deposited at the registered office of the Company at 65 Tech Park Crescent, Singapore 637787 not less than seventy-two (72) hours before the time for holding the Annual General Meeting.
- A Depositor shall not be regarded as a member of the Company entitled to attend and vote at the Annual General Meeting unless his name appears on the Depositor Register maintained by The Central Depository (Pte) Limited seventy-two (72) hours before the time appointed for the Annual General Meeting.

Personal Data Privacy

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Annual General Meeting (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 (collectively, “Purposes”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.

This Notice has been prepared by the Company and its contents have been reviewed by the Company’s Sponsor, RHT Capital Pte. Ltd. (the “Sponsor”) for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (“SGX-ST”). The Sponsor had not independently verified the contents of this Notice.

This Notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this Notice, including the correctness of any of the statements or opinions made or reports contained in this Notice.

The contract person for the Sponsor is Mr. Shervyn Essex, Registered Professional, RHT Capital Pte. Ltd. at 9 Raffles Place, #29-01, Republic Plaza Tower 1, Singapore 048619 Telephone (65) 6381 6757