METAX ENGINEERING CORPORATION LIMITED

(Unique Entity Number: 197500111H)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Metax Engineering Corporation Limited (the "**Company**") will be held at 28 Third Lok Yang Road, Singapore 628016 on Tuesday, 29 April 2014 at 3.00 p.m. for the following purposes:-

ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the period from 1 July 2012 to 31 December 2013 together with the Directors' Report and the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect the following Directors, who are retiring pursuant to Article 117 of the Company's Articles of Association:-
   (a) Mr Koh Keng Siang **(Resolution 2)**
   (b) Mdm Koh Siew Kiang **(Resolution 3)**
   (c) Mr Koh Choon Leng **(Resolution 4)**
3. To re-appoint Mr Tan Hwa Peng, who is retiring under Section 153(6) of the Companies Act, Chapter 50 of Singapore, to hold office from the date of this Annual General Meeting until the next Annual General Meeting. **(Resolution 5)**
4. To approve the sum of S$105,167/- as Directors' fees for the period ended 31 December 2013. (FY2012: S$79,155/-) **(Resolution 6)**
5. To re-appoint PricewaterhouseCoopers LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**

SPECIAL BUSINESS

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

6. That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and the Listing Manual Section B: Rules of Catalist (the "**Rules of Catalist**") of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), authority be and is hereby given to the Directors of the Company to:- **(Resolution 8)**

   (a) (i) issue shares in the capital of the Company whether by way of rights, bonuses or otherwise; and/or

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

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

   (b) (notwithstanding 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 was in force, provided that:-

   (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) does not exceed 100 per cent of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company (including shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) does not exceed 50 per cent of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);

   (2) (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 (1) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed, after adjusting for:-

   (i) new shares arising from the conversion or exercise of any convertible securities;

   (ii) new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Rules of Catalist; and

   (iii) any subsequent bonus issue, consolidation or subdivision of shares;

   (3) in exercising the authority conferred by this Resolution, the Directors shall comply with the provisions of the Rules of Catalist for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association of the Company for the time being; and

   (4) (unless revoked or varied by the Company in a 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.

ANY OTHER BUSINESS

7. To transact any other business which may properly be transacted at an Annual General Meeting.

BY ORDER OF THE BOARD
Therese Ng
Company Secretary 7 April 2014

EXPLANATORY NOTES:

Resolution 2: Mr Koh Keng Siang will, upon re-election as the Chairman of the Company, remain as the Chairman of the Board, the Chairman of the Nominating Committee and a member of the Audit and Risk Committee and the Remuneration Committee.

Resolution 4: Mr Koh Choon Leng will, upon re-election as a Director of the Company, remain as the Chairman of the Audit and Risk Committee and a member of the Nominating Committee and the Remuneration Committee. He is considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

Resolution 5: Mr Tan Hwa Peng will, upon re-appointment as a Director of the Company, remain as the Chairman of the Remuneration Committee and a member of the Audit and Risk Committee and the Nominating Committee. He is considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

Resolution 8: This Resolution is to empower the Directors to issue shares in the capital of the Company and to make or grant the instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to a number not exceeding 100 per cent of the total number of issued shares (excluding treasury shares) in the capital of the Company, with a sub-limit of 50 per cent for issues other than on a pro-rata basis to shareholders. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed, after adjustment for (i) new shares arising from the conversion or exercise of any convertible securities at the time this Resolution is passed; (ii) new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Rules of Catalist; and (iii) any subsequent bonus issue, consolidation or subdivision of shares. Such authority will, unless previously revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.

Notes:-

(1) A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote in his stead.

(2) Where a member appoints two proxies, he shall specify the proportion of his shareholdings to be represented by each proxy in the instrument appointing the proxies. A proxy need not be a member of the Company.

(3) If the member is a corporation, the instrument appointing the proxy must be under the common seal or the hand of an officer or attorney duly authorised.

(4) The instrument appointing a proxy must be deposited at the registered office of the Company at 28 Third Lok Yang Road, Singapore 628016 (Attn: The Company Secretary), not less than 48 hours before the time appointed for holding the Annual General Meeting.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of Metax Engineering Corporation Limited (the "**Company**") will be held at 28 Third Lok Yang Road, Singapore 628016 on Tuesday, 29 April 2014 at 4.00 p.m. (or as soon as practicable immediately following the conclusion or adjournment of the AGM to be held at 3.00 p.m. on the same day and at the same place), for the purpose of considering and, if thought fit, passing with or without any modifications the following resolutions:-

ORDINARY RESOLUTION

PROPOSED RENEWAL OF THE KB GROUP IPT MANDATE FOR INTERESTED PERSON TRANSACTIONS

That:-

(i) approval be and is hereby given for the purposes of Chapter 9 of the Listing Manual for the renewal of the KB Group IPT Mandate for the EAR Group to enter into Interested Person Transactions with the Interested Persons;

(ii) the KB Group IPT Mandate shall, unless revoked or varied by the Company in a general meeting of the Company, continue in force until the date the next AGM is held or is required by law to be held, whichever is the earlier;

(iii) the Audit and Risk Committee be and is hereby authorised to take such action as it deems proper in respect of procedures and/or to modify or implement such procedures as may be necessary for the KB Group IPT Mandate to take into consideration any amendment to the Listing Manual which may be prescribed by the SGX-ST from time to time, and such other applicable laws and rules; and

(iv) any Director of the Company be and is hereby authorised to do all acts and things as they or each of them deem desirable, necessary or expedient to give effect to the matters referred to in the above paragraphs of this resolution as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.

SPECIAL RESOLUTION

PROPOSED CHANGE OF NAME OF THE COMPANY TO "KOH BROTHERS ECO ENGINEERING LIMITED"

That:-

(i) subject to the approval of the Accounting and Corporate Regulatory Authority, the name of the Company be changed to "Koh Brothers Eco Engineering Limited" and that the name of "Koh Brothers Eco Engineering Limited" be substituted for "Metax Engineering Corporation Limited" wherever the latter name appears in the Company's Memorandum and Articles of Association;

(ii) any Director of the Company be and is hereby authorised to do all such acts and things as he may consider necessary, desirable or expedient in the interests of the Company for the purpose of giving effect to this resolution, including without limitation to the foregoing, to sign, execute and deliver all documents, approve any amendments, alterations or modifications to any document (if required).

BY ORDER OF THE BOARD
Therese Ng
Company Secretary 7 April 2014

Notes:-

(1) A member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote in his stead.

(2) Where a member appoints two proxies, he shall specify the proportion of his shareholdings to be represented by each proxy in the instrument appointing the proxies. A proxy need not be a member of the Company.

(3) If the member is a corporation, the instrument appointing the proxy must be under the common seal or the hand of an officer or attorney duly authorised.

(4) The instrument appointing a proxy must be deposited at the registered office of the Company at 28 Third Lok Yang Road, Singapore 628016 (Attn: The Company Secretary), not less than 48 hours before the time appointed for holding the Extraordinary General Meeting.

*These notices have been prepared by the Company and the contents have been reviewed by the Company's Sponsor, Stamford Corporate Services Pte Ltd, for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "**Exchange**"). The Company's Sponsor has not independently verified the contents of these notices. These notices have not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of these notices including the correctness of any of the statements or opinions made or reports contained in these notices.*

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