

MATEX INTERNATIONAL LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No.: 198904222M)
(the “**Company**”)

MINUTES OF ANNUAL GENERAL MEETING

Mode of Meeting	:	By way of electronic means (Live Webcast)
Date	:	Friday, 27 April 2023
Time	:	10.00 a.m.
Present	:	As set out in the attendance records maintained by the Company.
In Attendance	:	As set out in the attendance records maintained by the Company.
Polling Agent	:	The Board Advisory Pte. Ltd.
Scrutineer	:	Anton Management Solutions Pte. Ltd.
Chairman	:	Dr John Chen Seow Phun (“ Dr John Chen ”)

CHAIRMAN

On behalf of the Board of Directors (the “**Board**”), Dr John Chen, the Non-Executive and Independent Chairman of Matex International Limited welcome shareholders for participating the Annual General Meeting (the “**Meeting**”) or (“**AGM**”) of the Company via live audio-visual webcast or “live” audio-only stream.

The Chairman informed the Shareholders that he was appointed as Chairman of the Meeting; and in view of the COVID-19 restriction orders in Singapore, the Company was unable to hold a physical AGM for 31 December 2022 (“**FY2022**”). Despite such a restriction, the AGM was held by way of electronic means to enable the shareholders to participate the proceedings via “live” audio-visual webcast or “live” audio-only stream.

QUORUM

The Chairman called the meeting to order, after ascertaining that a quorum was present.

The Chairman then introduced his fellow Directors, Chief Financial Officer, Joint Company Secretary and Auditors, who joined the AGM via webcast to the shareholders.

NOTICE

The Chairman informed the shareholders that all pertinent information relating to the proposed resolutions in the AGM was set out in the Notice of this AGM dated 11 April 2023 together with the Annual Report for the financial year ended FY2022 were circulated to the shareholders via SGXNET. The notice convening the AGM was taken as read.

POLL VOTING PROCEDURES

The Chairman informed the meeting that all resolutions tabled at the AGM shall be voted by poll, Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“**Catalist Rules**”).

The Chairman further informed that the Company appointed Anton Management Solutions Pte Ltd as Scrutineer and The Board Advisory Pte. Ltd. as polling agent. The Scrutineer had checked the validity of the proxy forms received and are in order.

QUESTIONS FROM SHAREHOLDERS

The Chairman highlighted that as mentioned in the Notice of this AGM dated 11 April 2023, shareholders may raise any questions relating to the resolutions at the live webcast AGM. The Chairman invited the Chief Financial Officer, Mr. Seow Han Khye (“**Mr. Seow**”) to take over the question-and-answer session.

Mr. Seow informed the shareholders that they may now raise any questions relating to the resolutions to be tabled for approval at the AGM, the Company’s businesses and operations by typing in and submitting questions through the “live: ask-a-question function now and that he will be pleased to answer the questions received. However, there was no question raised by the shareholders relating to the resolutions to be tabled for approval at the AGM, the Company’s businesses and operations during the AGM.

ORDINARY BUSINESS

RESOLUTION 1 - STATEMENTS BY DIRECTORS AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 TOGETHER WITH THE AUDITORS’ REPORT

The Meeting proceeded to receive and consider the Statement by Directors and Audited Financial Statements of the Company for the financial year ended 31 December 2022 together with the Auditors’ Report thereon.

Mr. Seow informed the Meeting that the Chairman of the Meeting proposed the following motion for Resolution 1 to be put to vote and requested the shareholders and proxies to cast their votes:

“That the Directors’ Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2022 together with the Auditors’ Report be and are hereby received and adopted.”

Mr. Seow informed that the results of the poll for all resolutions verified by the polling agent and scrutineer will only be tabled after the formalities of the meeting.

RESOLUTION 2 - RE-ELECTION OF MR FOO DER RONG AS A DIRECTOR

Resolution 2 was to re-elect Mr Foo Der Rong (“**Mr. Foo**”) as a Director of the Company. In accordance with Rule 720(4) of the Catalist Rules of SGX-ST, Mr. Foo would retire from office at the Meeting and being eligible, had offered himself for re-election.

Mr. Seow informed the Meeting that the Chairman of the Meeting proposed the following motion for Resolution 2 to be put to vote and requested the shareholders and proxies to cast their votes:

“That Mr. Foo Der Rong be and is hereby re-elected as a Director of the Company.”

Mr. Foo, who was re-elected as a Director of the Company, would remain as the Chairman of Nominating Committee and member of the Audit Committee and Remuneration Committee.

RESOLUTION 3 - RE-ELECTION OF MR. TAN GUAN LIANG AS A DIRECTOR

Resolution 3 was to re-elect Mr. Tan Guan Liang (“**Mr. Tan**”) as a Director of the Company. In accordance with Article 89 of the Company’s Constitution, Mr. Tan would retire from office at the Meeting and being eligible, had offered himself for re-election.

Mr. Seow informed the Meeting that the Chairman of the Meeting proposed the following motion for Resolution 3 to be put to vote and requested the shareholders and proxies to cast their votes:

“That Mr. Tan Guan Liang be and is hereby re-elected as a Director of the Company.”

Mr. Tan, who was re-elected as a Director of the Company, would remain as the Executive Director of the Company.

RESOLUTION 4 – APPROVAL OF DIRECTORS’ FEE UP TO S\$117,600 FOR FINANCIAL YEAR ENDING 31 DECEMBER 2023

The Board had recommended the payment of Directors’ Fees of S\$117,600.00 to Non-Executive and Independent Directors, for the financial year ending 31 December 2023 to be paid quarterly in arrears.

Mr. Seow informed the Meeting that the Chairman of the Meeting proposed the following motion for Resolution 4 to be put to vote and requested the shareholders and proxies to cast their votes:-

“That the payment of the Directors’ fees of S\$117,600.00 to Non-Executive and Independent Directors for the financial year ending 31 December 2023 to be paid quarterly in arrears be approved.”

RESOLUTION 5 - RE-APPOINTMENT OF AUDITORS

The Chairman had informed the Meeting that the retiring auditors, Messrs Moore Stephens LLP, had expressed their willingness to continue in office.

Mr. Seow informed the Meeting that the Chairman of the Meeting proposed the following motion for Resolution 5 to be put to vote and requested the shareholders and proxies to cast their votes:-

“That Messrs Moore Stephens LLP, who have expressed their willingness to continue in office, be and are hereby re-appointed as Auditors until the conclusion of the next AGM at a fee to be agreed by the Directors and Messrs Moore Stephens LLP be approved.”

RESOLUTION 6 - AUTHORITY TO ISSUE SHARES

Resolution 6 was to seek shareholders’ approval for granting authority to the Directors to allot and issue shares in the capital of the Company pursuant to the provisions of Section 161 of the Companies Act 1967 and the Listing Manual of SGX-ST.

The full text of the resolution was set out in the Notice of AGM dated 11 April 2023.

Mr. Seow informed the Meeting that the Chairman of the Meeting proposed the following motion for Resolution 6 to be put to vote and requested the shareholders and proxies to cast their votes:-

“That pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), the Directors of the Company be authorised and empowered to:

- (a) (i) allot and issue shares in the Company (“**Shares**”) whether by way of rights, bonus 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) options, warrants, debentures or other instruments convertible into shares,
- at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and
- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares pursuant to any Instruments made or granted by the Directors of the Company while this Resolution was in force,

(the “**Share Issue Mandate**”)

provided that:

- (1) the aggregate number of Shares (including Shares to be issued pursuant to the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below),
- (2) of which the aggregate number of Shares to be issued (including Shares to be issued pursuant to the Instruments) other than on a pro-rata basis to existing shareholders of the Company shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below); (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares and that may be issued under sub-paragraph (1) above, the total number of issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - (a) new shares arising from the conversion or exercise of any convertible securities;
 - (b) new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution provided the options or awards were granted in compliance with the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares.

Adjustments in accordance with 8(2)(a) or 8(2)(b) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of passing of the Share Issue Mandate;

- (3) in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, the Share Issue Mandate shall continue in force (i) until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law and the Catalist Rules to be held, whichever is earlier or (ii) in the case of Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such Shares in accordance with the terms of the Instruments.”

POLL COUNTING AND VERIFICATION

Mr. Seow informed the meeting that the scrutineer would proceed to count the votes. As such, the AGM was adjourned at 10.15 a.m. for the vote counting and verification.

RESULTS OF ANNUAL GENERAL MEETING

The Chairman resume the AGM at 10.35 a.m. and announced the results of the poll as follows:-

Resolution	No. of Votes Voted "For"	No. of Votes Voted "Against"	No. of Votes at "Abstain"	No. of Votes at "Discretion"
Ordinary Resolution 1				
To receive and adopt the Directors' Statement and Audited Financial year ended 31 December 2022 and the Auditors Report.	90,072,230	0	0	0
Ordinary Resolution 2				
Re-Election of Mr. Foo Der Rong as a Director	90,172,230	0	0	0
Ordinary Resolution 3				
Re-Election of Mr. Tan Guan Liang as a Director	89,346,230	0	826,000	0
Ordinary Resolution 4				
Approval of Directors' fees of up to S\$117,600 for the financial year ending 31 December 2023, to be paid quarterly in arrears.	90,072,230	100,000	0	0
Ordinary Resolution 5				
Re-appointment of Moore Stephens LLP as auditors and authority to fix their remuneration.	90,172,230	0	0	0
Ordinary Resolution 6				
Authority to allot and issue Shares	90,052,230	120,000	0	0

Based on the above poll results, the Chairman declared that all resolutions had been passed at the AGM.

MATEX INTERNATIONAL LIMITED

Minutes of the 33rd Annual General Meeting held via Live Webcast on 27 April 2023

CONCLUSION

There being no other business to transact in the AGM, the Chairman declared the AGM of the Company closed at 10.41 a.m. and thanked everyone for their attendance.

SIGNED AS TRUE RECORD OF PROCEEDINGS

DR JOHN CHEN SEOW PHUN

CHAIRMAN