



METAL COMPONENT ENGINEERING LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 198804700N)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of METAL COMPONENT ENGINEERING LIMITED (“**Company**”) will be held at 10 Ang Mo Kio Street 65, Techpoint #04-02, Singapore 569059 on Wednesday, 29 April 2015 at 9 a.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors’ Report and the Audited Accounts of the Company for the financial year ended 31 December 2014 together with the Auditors’ Report thereon. **(Resolution 1)**
- To re-elect Mr Chea Han Min as Director, who will retire pursuant to Article 92 of the Company’s Articles of Association and who, being eligible, offer himself for re-election.
[See Explanatory Note (i)] **(Resolution 2)**
- To re-elect Mr Cheah Chow Seng as Director, who will retire pursuant to Article 92 of the Company’s Articles of Association, and who, being eligible, offer himself for re-election.
[See Explanatory Note (ii)] **(Resolution 3)**
- To re-elect Mr Lim Swee Kwang as Director, (as well as retire pursuant to Article 97 of the Company’s Articles of Association, and who, being eligible, offer himself for re-election.
[See Explanatory Note (iii)] **(Resolution 4)**
- To approve the payment of Directors’ fees of S\$110,000 for the financial year ending 31 December 2015 to be paid quarterly in arrears at the end of each calendar quarter (2014: S\$110,000). **(Resolution 5)**
- To re-appoint Foo Kon Tan LLP, as the Company’s Auditors and to authorise the Directors to fix their remuneration. **(Resolution 6)**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

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

8. Authority to allot and issue shares

“That pursuant to Section 161 of the Companies Act, Chapter 50 (the “**Companies Act**”) and Rule 806 of the Listing Manual Section B: Rules of Catalyst (“**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), the Directors of the Company be authorised and empowered to:

- allot and issue shares in the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or
 - 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 Ordinary Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors of the Company while this Ordinary Resolution was in force, provided that:
- the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Ordinary Resolution) and Instruments to be issued pursuant to this Ordinary Resolution shall not exceed 100% 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 (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) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
 - (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares (including Shares to be issued pursuant to the Instruments) that may be issued under sub-paragraph (1) above, the percentage of Shares that may be issued shall be based on the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Ordinary Resolution, after adjusting for:
 - new Shares arising from the conversion or exercise of the Instruments or any convertible securities;
 - new Shares arising from exercising share options or share awards outstanding and compliance with Part VIII of Chapter 8 of the Catalyst Rules; and
 - any subsequent bonus issue, consolidation or subdivision of Shares;
 - in exercising the authority conferred by this Ordinary Resolution, the Company shall comply with the provisions of the Catalyst Rules for the time being in force (unless such compliance has been waived by SGX-ST) and the Articles of Association of the Company; and
 - unless revoked or varied by the Company in a general meeting, such authority shall continue in force until (i) the conclusion of the next Annual General Meeting of the Company or (ii) the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.”
- [See Explanatory Note (iv)] **(Resolution 7)**

9. Authority to allot and issue Shares under the MCE Share Option Scheme 2003

“That the Directors be authorised and empowered to allot and issue Shares in the capital of the Company to all the holders of options granted by the Company prior to the subsistence of this authority under the MCE Share Option Scheme 2003 (“**2003 Scheme**”) upon the exercise of such options and in accordance with the terms and conditions of the 2003 Scheme.
[See Explanatory Note (v)] **(Resolution 8)**

10. Authority to allot and issue Shares under the MCE Share Option Scheme 2014

“That the Directors be authorised and empowered to allot and issue Shares in the capital of the Company to all the holders of options granted by the Company prior to the subsistence of this authority under the MCE Share Option Scheme 2014 (“**2014 Scheme**”) upon the exercise of such options and in accordance with the terms and conditions of the 2014 Scheme.
[See Explanatory Note (vi)] **(Resolution 9)**

11. Renewal of Shareholders’ Mandate for Interested Person Transactions

“That:
(a) approval be and is given, for the purpose of Chapter 9 of the Catalyst Rules, for the Company, its subsidiaries (as defined in the Companies Act) and associated companies (as defined in the Catalyst Rules) or any of them to enter into any of the transactions falling within the types of recurrent transactions, particulars of which are set out in the Appendix 1 to this Notice of Annual General Meeting (the “**Appendix 1**”) with any party who is of the class of interested persons described in Appendix 1 in accordance with the guidelines of the Company for recurrent transactions as set out in the Appendix 1;
(b) such approval shall, unless revoked or varied by the Company in general meeting, continue in force until the next Annual General Meeting of the Company; and
(c) the Directors and each of them be and are hereby authorised to do all such acts and things (including executing all such documents as may be required) as they or he may consider necessary, desirable or expedient to give effect to this Resolution 9.”
[See Explanatory Note (vii)] **(Resolution 10)**

By Order of the Board

Lee Wei Hsiung
Tan Kwang Hwee, William
Secretaries
Singapore, 14 April 2015

Explanatory Notes:

- Mr Chua Han Min does not have any relationships, including immediate family relationships with the Directors of the Company, the Company or its 10% shareholders.
- Mr Cheah Chow Seng, if re-elected, will remain as Chairman of the Nominating Committee, and continue as a member of the Audit Committee and Remuneration Committee. The Board considers Mr Cheah Chow Seng to be independent for the purpose of Rule 704(7) of the Catalyst Rules. Mr Cheah Chow Seng does not have any relationships, including immediate family relationships with the Directors of the Company, the Company or its 10% shareholders.
- Mr Lim Swee Kwang, if re-elected, will remain as Chairman of the Remuneration Committee, and continue as a member of the Audit Committee and Nominating Committee. The Board considers Mr Lim Swee Kwang to be independent for the purpose of Rule 704(7) of the Catalyst Rules. Mr Lim Swee Kwang does not have any relationships, including immediate family relationships with the Directors of the Company, the Company or its 10% shareholders.
- Ordinary Resolution 7 proposed in item 8 above, if passed, will authorise and empower the Directors from the date of this Annual General Meeting until the date of the next Annual General Meeting, or the date by which the next Annual General Meeting is required by law to be held or the date such authority is revoked by the Company in a general meeting, whichever is the earliest, to allot and issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, 100% of the total number of issued Shares (excluding treasury shares) in the capital of the Company, of which up to 50% of the total number of issued Shares (excluding treasury shares) in the capital of the Company may be issued other than on a pro-rata basis to existing shareholders. For determining the aggregate number of Shares that may be issued, the percentage of Shares that may be issued (including Shares that are to be issued pursuant to the Instruments) will be calculated based on the issued Shares in the capital of the Company at the time this Ordinary Resolution is exercised for new Shares arising from the conversion or exercise of the Instruments or any convertible securities, new Shares arising from exercising share options or vesting of share awards outstanding and subsisting at the time of passing of this Ordinary Resolution and any subsequent bonus issue, consolidation or subdivision of Shares.
- Ordinary Resolution 8 proposed in item 9 above, if passed, will authorise and empower the Directors of the Company, from the date of this Annual General Meeting until the next Annual General Meeting, to allot and issue Shares in the Company pursuant to the exercise of Options under the 2003 Scheme. The 2003 Scheme expired on or about 3 November 2013. Options previously granted under the 2003 Scheme remain valid and exercisable until the end of the relevant exercise period.
- Ordinary Resolution 9 proposed in item 10 above, if passed, will authorise and empower the Directors of the Company, from the date of this Annual General Meeting until the next Annual General Meeting, to allot and issue Shares in the Company pursuant to the exercise of Options under the 2014 Scheme. The 2014 Scheme was adopted and approved by Shareholders on 25 April 2014.
- Ordinary Resolution 10 proposed in item 11 above, relates to the renewal of a mandate given by Shareholders on 25 April 2014 allowing the Company, its subsidiaries and associated companies (as defined in Appendix 1) to enter into transactions with the interested persons (as defined in Chapter 9 of the Catalyst Rules) described in Appendix 1. Please refer to Appendix 1 to this Notice of Annual General Meeting for details.

Notes:

- 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/her stead. A proxy need not be a member of the Company.
- Where a member appoints two proxies, he/she shall specify the proportion of his/her shareholding to be represented by each proxy in the instrument appointing the proxies.
- If the member is a corporation, the instrument appointing the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at 10 Ang Mo Kio Street 65, Techpoint #04-02, Singapore 569059 not less than 48 hours before the time appointed for holding the Annual General Meeting.

Personal data privacy:

By submitting a proxy form 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), 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) 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, Canaccord Genuity Singapore Pte. Ltd. (“**Sponsor**”), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”). The Sponsor has 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 contact person for the Sponsor is Ms Karen Soh, Managing Director, Corporate Finance, Canaccord Genuity Singapore Pte. Ltd., at 77 Robinson Road #21-02 Singapore 068896, telephone (65) 68546160.