

NOTICE OF TWENTY-FIFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Fifth Annual General Meeting of the Company will be convened and held by way of electronic means on Friday, 29 October 2021 at 9.00 a.m. to transact the following business:-

Ordinary Business

- 1 To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 30 June 2021 and the Auditors' Report thereon. **[Resolution 1]**
- 2 To declare a final dividend of six cents per ordinary share tax exempt (one-tier) and a special dividend of two cents per ordinary share tax exempt (one-tier) for the financial year ended 30 June 2021. **[Resolution 2]**
- 3 To re-elect Mr Chow Kam Wing, who retires by rotation pursuant to Regulation 97 of the Company's Constitution, as Director of the Company. **[Resolution 3]**
- 4 To re-elect Ms Sumitri Mirnalini Menon @ Rabia, who retires by rotation pursuant to Regulation 97 of the Company's Constitution, as Director of the Company. **[Resolution 4]**
- 5 To approve the payment of Directors' Fees of S\$435,000 for the financial year ended 30 June 2021 (2020: S\$455,187) **[Resolution 5]**
- 6 To re-appoint KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **[Resolution 6]**
- 7 To transact any other business that may be transacted at an Annual General Meeting.

Special Business

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

8 Authority to allot and issue shares in the capital of the Company

That pursuant to Section 161 of the Companies Act, Chapter 50 (Act), the Constitution and the listing rules of the Singapore Exchange Securities Trading Limited (SGX-ST), authority be and is hereby given to the Directors of the Company to:-

- (a)
 - (i) allot and issue shares in the capital of 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 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 Instruments made or granted by the Directors while this Resolution was in force,

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provided that:

- (1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time of the passing of this Resolution (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares issued other than on a pro-rata basis to existing shareholders (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 10% of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below); and
- (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 total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) shall be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time of the passing of this Resolution, after adjusting for:–
 - (a) new Shares arising from the conversion or exercise of convertible securities or from the exercise of share options or vesting of share awards which were issued and 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 SGX-ST Listing Manual; and
 - (b) any subsequent bonus issue, consolidation or subdivision of Shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the listing rules of the SGX-ST 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
- (4) (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 earlier.

[Resolution 7]

9 **Approval for the continued appointment of Ms Sumitri Mirnalini Menon @ Rabia as an Independent Director for the purposes of Listing Rule 210(5)(d)(iii)(A) by shareholders**

That for the purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the Singapore Exchange Securities Trading Limited (SGX-ST) (which will take effect from 1 January 2022), and subject to and contingent upon the passing of Resolution 4 by shareholders of the Company and the passing of Resolution 9 by shareholders of the Company excluding the Directors and the chief executive officer of the Company and their respective associates (as defined in the Listing Manual of the SGX-ST):

- (a) the continued appointment of Ms Sumitri Mirnalini Menon @ Rabia as an Independent Director be and is hereby approved; and

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- (b) such approval shall continue in force until the earlier of the retirement or resignation of Ms Sumitri Mirnalini Menon @ Rabia as a Director or the conclusion of the third Annual General Meeting of the Company following the passing of this Resolution. **[Resolution 8]**

10 **Approval for the continued appointment of Ms Sumitri Mirnalini Menon @ Rabia as an Independent Director for the purposes of Listing Rule 210(5)(d)(iii)(B) by shareholders excluding the Directors and the chief executive officer of the Company and their respective associates**

That for the purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the Singapore Exchange Securities Trading Limited (which will take effect from 1 January 2022), and subject to and contingent upon the passing of Resolution 4 and Resolution 8 by shareholders of the Company:

- (a) the continued appointment of Ms Sumitri Mirnalini Menon @ Rabia as an Independent Director be and is hereby approved; and
- (b) such approval shall continue in force until the earlier of the retirement or resignation of Ms Sumitri Mirnalini Menon @ Rabia as a Director or the conclusion of the third Annual General Meeting of the Company following the passing of this Resolution. **[Resolution 9]**

By Order of the Board

Chow Kam Wing
Company Secretary
30 September 2021
Singapore

Explanatory Notes:

- (1) For Ordinary Resolutions 3 and 4, detailed information on the two Directors can be found in the sections on “Board of Directors”, “Corporate Information”, “Corporate Governance” and “Additional Information for Directors Seeking Re-election” in the Company’s Annual Report FY2021.

Ms Sumitri Mirnalini Menon @ Rabia, if re-elected as Director and confirmed of her continued independent status under Ordinary Resolutions 8 and 9, will remain as the non-executive Chairman of the Board, Chairman of the Nominating Committee and a member of the Audit Committee, Remuneration Committee and Risk Management Committee and will be considered as an independent director.

- (2) The Ordinary Resolution 7, if passed, will empower the Directors from the date of this Annual General Meeting until the date of the next Annual General Meeting to issue Shares, make or grant instruments convertible into Shares and to issue Shares pursuant to such instruments up to an aggregate number not exceeding 50% of the total number of issued Shares excluding treasury shares and subsidiary holdings, if any, in the capital of the Company, with a sub-limit of 10% for issues other than on a pro-rata basis.

- (3) Ordinary Resolutions 8 and 9 are to approve the continued appointment of Ms Sumitri Mirnalini Menon @ Rabia as an Independent Director.

Ms Sumitri Menon is an Independent Director who has served more than nine years and the Company is seeking the requisite approval from shareholders under *Rule 210(5)(d)(iii)(A) and (B) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022) for Ms Menon’s continued appointment as an Independent Director from 1 January 2022.

*Under Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022), a Director will not be independent if he has been a Director for an aggregate period of more than nine years and his continued appointment as an Independent Director has not been sought and approved in separate resolutions by (A) all shareholders; and (B) shareholders excluding the Directors and the chief executive officer of the Company, and their respective associates. Such resolutions may remain in force until the earlier of the retirement or resignation of the Director or the conclusion of the third Annual General Meeting of the Company following the passing of the resolutions.

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Notes:

1. Pre-Registration

This Annual General Meeting ("AGM") is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.

Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of the AGM, addressing of substantial and relevant questions before or at the AGM and voting by appointing the Chairman of the Meeting as proxy at the AGM, are set out in the Notice of AGM dated 30 September 2021 which has been uploaded on SGXNET on the same day. The announcement and Notice of AGM may also be assessed at the Company's website at <https://micromechanics.listedcompany.com/>.

Members who wish to attend the AGM via live audio-visual webcast or live audio-only stream, must pre-register at the pre-registration website at <https://globalmeeting.bigbangdesign.co/micromechanics2021agm/> **from 8.30 a.m. on 30 September 2021 till 9.00 a.m. on 26 October 2021** to enable the Company to verify their status as members.

Following the verification, authenticated members will receive a confirmation email by **11.00 a.m. on 28 October 2021** which will contain login details to access the live audio-visual webcast or a toll-free telephone number with details to access the live audio-only stream of the AGM proceedings. Members should not disclose such login details to persons who are not entitled to attend the AGM. Members who do not receive the confirmation email by **11.00 a.m. 28 October 2021** may contact the Company's Share Registrar, M & C Services Private Limited at +65 62280518 before 6.00 p.m. on 28 October 2021.

Persons who hold shares through relevant intermediaries, including CPF and SRS investors, and who wish to participate in the AGM should approach their respective relevant intermediaries as soon as possible in order for necessary arrangements to be made for their participation in the AGM.

2. Submission of Proxy Form

In view of the current Covid-19 situation in Singapore, the AGM will be held by electronic means and a member will not be able to attend the AGM in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM. The Chairman of the Meeting, as proxy, need not be a member of the Company. The Proxy Form is available on SGXNET and <https://micromechanics.listedcompany.com/>. A printed copy of the Proxy Form can also be found in the Annual Report 2021 which will be despatched to members. A member must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid. The Proxy Form must be submitted in the following manner:

- if submitted electronically, be submitted via email to the Company's Share Registrar, M & C Services Private Limited at GPD@mncsingapore.com; or
- if submitted by post, be deposited at M & C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902

in either case, by **9.00 a.m. on 26 October 2021**.

A member who wishes to submit a Proxy Form must complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **5.00 p.m. on 19 October 2021**.

3. Submission of Questions

Members can submit their questions related to the resolutions to be tabled at the AGM to the Chairman of the Meeting, in advance of the AGM, via the pre-registration website when they register for the webcast. Members can also send their questions by email to investor@micro-mechanics.com or by post to the Company at Micro-Mechanics (Holdings) Ltd, 31 Kaki Bukit Place, Eunos Techpark, Singapore 416209.

When sending in your questions by post or by email, please also provide the following details:

- a. your full name;
- b. number of shares held; and
- c. the manner in which you hold shares in the Company (e.g. via CDP, CPF or SRS).

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All questions must be submitted by **9.00 a.m. on 26 October 2021**. Members will not be able to ask questions at the AGM live during the webcast or audio-stream.

The Company will endeavour to address all substantial and relevant questions related to the resolutions to be tabled at the AGM before or at the AGM. A summary of the questions and responses will be published on SGXNET and the Company's website.

4. Annual Report

The Annual Report 2021 has been made available on SGXNET and the Company's website at <https://micromechanics.listedcompany.com/>. A printed copy of the Annual Report 2021 which includes the Notice of AGM and Proxy Form will be despatched to members.

Personal data privacy

By (a) submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, (b) completing the pre-registration in accordance with the Company's announcement dated 30 September 2021, or (c) submitting any question prior to the AGM in accordance with the Company's announcement dated 30 September 2021, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes: (i) processing, administration and analysis by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the Meeting as proxy for the AGM (including any adjournment thereof); (ii) processing of the pre-registration for purposes of granting access to members to the live audio-visual webcast or live audio-only stream of the AGM proceedings; (iii) addressing substantial and relevant questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions; (iv) preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

NOTICE OF RECORD DATE FOR DIVIDEND PAYMENT

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of Micro-Mechanics (Holdings) Ltd. (the "Company") will be closed for the preparation of dividend warrants.

Duly completed registrable transfers received by the Company's Share Registrar, M & C Services Private Limited, 112 Robinson Road, #05-01, Singapore 068902 up to 5.00 p.m. on 9 November 2021 will be registered to determine shareholders' entitlements to the said dividend.

Members whose Securities Accounts with the Central Depository (Pte) Limited are credited with shares at 5.00 p.m. on 9 November 2021 will be entitled to the proposed dividend.

The proposed dividend, if approved by the members at the Twenty-Fifth Annual General Meeting to be held on 29 October 2021, will be paid on 19 November 2021.