

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

**MINUTES OF ANNUAL GENERAL MEETING**

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**Mode of Meeting** : 1003 Bukit Merah Central, #01-10, Inno Centre, Singapore 159836

**Date** : Monday, 28 April 2025

**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** : Gong Corporate Services Pte. Ltd.

**Scrutineer** : CACS Corporate Advisory Pte. Ltd.

**Chairman** : Mr. Wang Daofu (“**Mr. Wang**”)

**CHAIRMAN**

On behalf of the Board of Directors (the “**Board**”), Mr. Wang, the Non-Executive Chairman and Independent Director of Matex International Limited welcome shareholders for participating the Annual General Meeting (the “**Meeting**” or “**AGM**”) of the Company.

**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.

**NOTICE**

The Chairman informed the shareholders that all pertinent information relating to the proposed resolutions at the AGM was set out in the Notice of AGM dated 11 April 2025, together with the Annual Report for the financial year ended 31 December 2024 were circulated to the shareholders via SGXNet. The Notice of 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, in accordance with Rule 730A(2) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the “**Catalist Rules**”).

The Chairman further informed that the Company appointed Gong Corporate Services Pte. Ltd. as polling agent and CACS Corporate Advisory Pte. Ltd. as Scrutineer. 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 AGM dated 11 April 2025, shareholders were able to submit questions relating to the resolutions to be tabled for approval in advance of the AGM no later than 10.00 a.m. on 18 April 2025 or “live” at the AGM. As at the cut-off-date for submission of

questions, there are no questions received by the Company prior to the AGM. The Chairman thereafter 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 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 2024 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 2024 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:

"That the Directors' Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2024 together with the Auditors' Report be and are hereby received and adopted."

### **RESOLUTION 2 - RE-ELECTION OF DR. TAN PANG KEE AS A DIRECTOR**

Resolution 2 was to re-elect Dr. Tan Pang Kee ("**Dr. Tan**") as a Director of the Company. In accordance with Rule 720(4) of the Catalist Rules, Dr. 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 2 to be put to vote:

"That Dr. Tan Pang Kee be and is hereby re-elected as a Director of the Company."

### **RESOLUTION 3 - RE-ELECTION OF MR. CHIANG YAO CHONG AS A DIRECTOR**

Resolution 3 was to re-elect Mr. Chiang Yao Chong ("**Mr. Chiang**") as a Director of the Company. In accordance with Regulation 88 of the Company's Constitution, Mr. Chiang 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:

"That Mr. Chiang Yao Chong be and is hereby re-elected as a Director of the Company."

It was noted that Mr. Chiang, if re-elected as a Director of the Company, will remain as Chairman of the Audit Committee and member of the Nominating Committee and Remuneration Committee and will be considered as an Independent Director.

### **RESOLUTION 4 - RE-ELECTION OF MR. TAN GUAN LIANG AS A DIRECTOR**

Resolution 4 was to re-elect Mr. Tan Guan Liang ("**Mr. Tan**") as a Director of the Company. In accordance with Regulation 89 of the Constitution of the Company, 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 4 to be put to vote:

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

#### **ITEM 5 – RETIREMENT OF MR. FOO DER RONG AS DIRECTOR**

Item 5 of the agenda was to note Mr. Foo Der Rong (“**Mr. Foo**”) as a Director of the Company pursuant to Regulation 89 of the Constitution of the Company. He will not be seeking for re-election.

The Company and the Board thanked Mr. Foo for his dedications and past contributions rendered to the Board and the Company. The Board wishes all the best in his future endeavours.

Upon the retirement of Mr. Foo, he will cease as an Independent Director, Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee.

#### **RESOLUTION 5 – APPROVAL OF A SUM OF S\$12,033 AS ADDITIONAL DIRECTORS’ FEE FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024**

The Directors have recommended the additional payment of S\$5,200 as additional Directors’ fees to Dr. John Chen Seow Phun, the former Non-Executive Chairman and Independent Director, for his tenure as Director from February 2024 until his retirement on 26 April 2024. The remaining S\$6,833 is payable to Mr. Wang DaoFu for his re-designation as Non-Executive Chairman and Independent Director on 1 August 2024.

Mr. Seow informed the Meeting that the Chairman of the Meeting proposed the following motion for Resolution 5 to be put to vote:

“That the additional payment of the Directors’ fees of S\$12,033 for the financial year ended 31 December 2024 be approved.”

#### **RESOLUTION 6 – APPROVAL OF A SUM OF S\$184,400 AS DIRECTORS’ FEE FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2025**

The Board had recommended the payment of Directors’ Fees of S\$184,400 to Non-Executive and Independent Directors, for the financial year ending 31 December 2025 to be paid quarterly in arrears.

Mr. Seow informed the Meeting that the Chairman of the Meeting proposed the following motion for Resolution 6 to be put to vote:

“That the payment of the Directors’ fees of S\$184,400 to Non-Executive and Independent Directors for the financial year ending 31 December 2025 to be paid quarterly in arrears be approved.”

#### **RESOLUTION 7 - RE-APPOINTMENT OF AUDITORS**

Resolution 7 was to re-appoint Moore Stephens LLP as auditors and to authorise the Directors to fix their remuneration. Mr. Seow informed the Meeting that the retiring auditors, Moore Stephens LLP, had expressed their willingness to continue in office.

Mr. Seow further informed the Meeting that the Chairman of the Meeting proposed the following motion for Resolution 7 to be put to vote:

“That 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 Moore Stephens LLP be approved.”

## **SPECIAL BUSINESS**

### **RESOLUTION 8 - AUTHORITY TO ISSUE SHARES**

Resolution 8 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 Rule 806 of the Listing Manual Section B: Rules of Catalist (the "**Catalist Rules**") of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**").

The full text of the resolution was set out in the Notice of AGM dated 11 April 2025.

Mr. Seow informed the Meeting that the Chairman of the Meeting proposed the following motion for Resolution 8 to be put to vote:

"That pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Catalist Rules, 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), 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;

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Adjustments in accordance with (2)(a) or (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.”

**CONDUCT OF POLL**

Mr. Seow on behalf of the Chairman invited shareholders to cast their votes. He then informed the Meeting that the Scrutineer would proceed to count the votes. As such, the AGM was adjourned at 10:20 a.m. for the vote counting and verification.

**RESULTS OF ANNUAL GENERAL MEETING**

The Chairman resumed the AGM at 10.49 a.m. and announced the results of the poll as follows: -

Ordinary Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	For		Against		Results
		Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)	
AS ORDINARY BUSINESS						
Resolution 1  Adoption of the Directors' Statement and the Audited Financial Statements for the financial year ended 31 December 2024 and the Auditor's Report thereon	243,167,630	243,167,630	100	0	0	Carried

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Ordinary Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	For		Against		Results
		Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)	
<b>Resolution 2</b> Re-election of Dr. Tan Pang Kee as a Director	155,195,000	155,195,000	100	0	0	Carried
<b>Resolution 3</b> Re-election of Mr. Chiang Yao Chong as a Director	243,167,630	1,195,000	0.49	241,972,630	99.51	Not Carried
<b>Resolution 4</b> Re-election of Mr. Tan Guan Liang as a Director	242,341,630	242,341,630	100	0	0	Carried
<b>Resolution 5</b> Approval of a sum of S\$12,033 as additional Directors' fee for the financial year ended 31 December 2024	243,167,630	243,167,630	100	0	0	Carried
<b>Resolution 6</b> Approval of Directors' fees of up to S\$184,400 for the financial year ending 31 December 2025, to be paid quarterly in arrears	243,167,630	243,167,630	100	0	0	Carried

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Ordinary Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	For		Against		Results
		Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)	
<b>Resolution 7</b>  Re-appointment of Moore Stephens LLP as auditors of the Company and to authorize the Directors to fix their remuneration	243,167,630	243,167,630	100	0	0	Carried
<b>AS SPECIAL BUSINESS</b>						
<b>Resolution 8</b>  Authority to allot and issue shares	243,013,630	242,933,630	99.97	80,000	0.03	Carried

Based on the above poll results, the Chairman declared that:

1. Resolutions 1, 2, 4, 5, 6, 7 and 8 carried at the AGM; and
2. Resolution 3 not carried at the AGM.

**CONCLUSION**

There being no other business to transact in the AGM, the Chairman declared the AGM of the Company closed at 10.51 a.m. and thanked everyone for their attendance.

**SIGNED AS TRUE RECORD OF PROCEEDINGS**

**MR. WANG DAOFU**  
**CHAIRMAN**