METECH INTERNATIONAL LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number 199206445M)

PROPOSED PLACEMENT OF 100,000,000 NEW ORDINARY SHARES (THE "PLACEMENT SHARES") IN THE CAPITAL OF METECH INTERNATIONAL LIMITED (THE "PLACEMENT")

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1. INTRODUCTION

1.1 The board of directors (the "**Board**" or the "**Directors**") of Metech International Limited (the "**Company**", and together with its subsidiaries, the "**Group**") wishes to announce that the Company had, on 26 June 2026, entered into two (2) separate subscription agreements (each a "**Subscription Agreement**"), and collectively, the "**Subscription Agreements**") with the subscribers (the "**Subscribers**", and each a "**Subscriber**"), details of which are set out in paragraphs 1.4 and 4 below.

1.2 Subject to and upon the terms of the respective Subscription Agreements, the Subscribers have agreed to subscribe and pay for, and the Company will allot and issue to the Subscribers, an aggregate of 100,000,000 Placement Shares at the price of S$0.040 for each Placement Share (the "**Placement Price**"), amounting to an aggregate Placement consideration of S$4,000,000.

1.3 The Placement will be undertaken pursuant to the private placement exemption under Section 272B of the Securities and Futures Act 2001 of Singapore ("**SFA**"). As such, no offer information statement, prospectus or other information statement will be issued by the Company and lodged with the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") acting as agent on behalf of the Monetary Authority of Singapore ("**MAS**") in connection with the allotment and issue of the Placement Shares. No placement agent has been appointed in respect of the Placement. There is no introducer in respect of the Proposed Placement, and accordingly, no such commission or introducer fees will be payable by the Company or the Subscribers in connection with the Proposed Placement.

1.4 The details of the allotment to the Subscribers are set out below.

Name of Subscriber	Number of Placement Shares to be issued	As a percentage of the Company's issued share capital as at the date of this announcement (%)(1)	As a percentage of the Company's issued share capital after the Placement (%)(2)
Mr. Ma Ong Kee ("**Mr. Ma**")	50,000,000	18.97	13.75
Raffles Capital Limited ("**Raffles Capital**")	50,000,000	18.97	13.75

Notes:

(1) Based on the existing and paid-up capital of 263,510,200 ordinary shares in the capital of the Company as at the date of this announcement.

(2) Based on the enlarged share capital of 363,510,200 ordinary shares in the capital of the Company immediately following the allotment and issuance of 100,000,000 Placement Shares.

1.5 The Placement Shares shall be issued as fully paid and free from all claims, pledges, mortgages, charges, liens and encumbrances and shall rank *pari passu* in all respects with the existing issued ordinary shares in the capital of the Company ("**Shares**") at the time of the issue, except that, the Placement Shares will not rank for any dividends, rights, allotments or other distributions, the record date for which falls on or before the date of issue of the Placement Shares.

1.6 The Company will be making an application through its sponsor to the SGX-ST for the listing of, and quotation for, the Placement Shares on the Catalist Board of the SGX-ST ("**Catalist**"). The Company will make the necessary announcement in due course when the listing and quotation notice has been obtained from the SGX-ST.

1.7 The Placement Shares will not be issued to transfer a controlling interest in the Company and none of the Placement Shares will be placed to any of the persons set out as restricted persons under Rule 812 of the SGX-ST Listing Manual Section B: Rules of Catalist (the "**Catalist Rules**").

1.8 There are no share borrowing arrangements for the Proposed Placement, and there is no moratorium imposed on the Placement Shares.

2. AUTHORITY TO ISSUE SHARES

2.1 The Placement Shares will be allotted and issued pursuant to the general mandate obtained from shareholders of the Company (the "**Shareholders**") at the annual general meeting of the Company held on 30 April 2026 (the "**General Mandate**").

2.2 Pursuant to the General Mandate, the Directors are authorised to, among other things, allot and issue new Shares not exceeding 100% of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings) as at 30 April 2026, after adjusting for (a) new Shares arising from the conversion or exercise of any offers, agreements or options that might or would require Shares to be allotted and issued or any convertible securities which are issued and outstanding and/or subsisting at the time of the passing of the resolution; (b) new Shares arising from the exercise of share options or vesting of share awards which are outstanding and/or subsisting at the time of the passing of the resolution, provided that such share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and (c) any subsequent bonus issue, consolidation or subdivision of Shares (the "**Base Figure**"), of which the aggregate number of Shares to be issued other than on a pro-rata basis to Shareholders shall not exceed 50% of the Base Figure.

2.3 As at 30 April 2026, the Company had 201,010,200 Shares in issue. Accordingly, the total number of Shares that may be issued pursuant to the General Mandate other than on a pro rata basis is 100,505,100 Shares. No Shares have been issued under the General Mandate to date and no adjustments as set out in paragraph 2.2 above are required to be made. The proposed allotment and issuance of 100,000,000 Placement Shares will fall within the maximum number of 100,505,100 Shares that may be issued pursuant to the General Mandate other than on a pro-rata basis, and as such, the prior approval of Shareholders is not required for the allotment and issue of the Placement Shares under the Placement.

2.4 For the avoidance of doubt, subsequent to Shareholders' approval of the General Mandate, the Company had issued 62,500,000 Shares on 2 June 2026 pursuant to a debt capitalisation exercise with Mr. Cao Shixuan (the "**Debt Capitalisation**"), for which Shareholders' approval had been sought and obtained at the extraordinary general meeting held on 30 April 2026. Accordingly, the issuance of the 62,500,000 Shares to Mr. Cao Shixuan does not affect paragraphs 2.2 and 2.3 above.

Shareholders should refer to the announcements dated 24 March 2026, 30 April 2026, 26 May 2026 and 2 June 2026, as well as the circular to Shareholders dated 16 April 2026 for further information in relation to the Debt Capitalisation.

3. PRINCIPAL TERMS OF THE PLACEMENT

3.1 Placement Price

The Placement Price of S$0.040 for each Placement Share represents a premium of approximately 2.56% over the prevailing volume weighted average price of S$0.039 per Share for trades done on the Catalist on 26 June 2026, being the full market day on which the Subscription Agreements were signed.

3.2 Completion

Completion of the Placement (the "**Completion**") under the Subscription Agreements shall take place on the date falling three (3) market days after all the conditions precedent (other than any condition which is to be satisfied at Completion) have been satisfied or waived (as the case may be), or such other date as the Company and each of the Subscribers may mutually agree (the "**Completion Date**").

If the conditions precedent described in paragraph 3.3 below are not waived or satisfied on the date falling on or before one (1) month from the date of the each of the Subscription Agreements, or such other date as the Company and each of the Subscribers may mutually agree in writing, the relevant Subscription Agreement shall terminate and be of no further effect (save for certain surviving clauses) and no party to that Subscription Agreement shall have any claim against the other for costs, expenses, damages, losses, compensation or otherwise, save for any rights, claims or remedies available or already accrued to either party prior to such termination.

3.3 Conditions Precedent to Completion

Pursuant to the terms of the Subscription Agreements, Completion is conditional upon, among other things:

(a) in-principle approval from the SGX-ST for the listing and quotation of the Placement Shares on the Catalist not having been revoked or amended and, where such approval is subject to conditions, to the extent that any conditions for the listing and quotation of the Placement Shares on the Catalist are required to be fulfilled on or before the Completion Date, they are so fulfilled to the satisfaction of the SGX-ST or waived by the SGX-ST;

(b) the trading of the issued Shares on the Catalist not being suspended by the SGX-ST (other than a trading halt on a temporary basis requested by the Company) and the issued Shares not having been delisted from the Catalist;

(c) the exemption under Section 272B of the SFA being applicable to the Placement under the Subscription Agreements;

(d) the General Mandate subsisting and being in effect; and

(e) the allotment, issue and subscription of the Placement Shares not being prohibited by any statute, order, rule, regulation or directive promulgated or issued after the date of the Subscription Agreements by any legislative, executive or regulatory body or authority of Singapore or any other jurisdiction, which is applicable to the Company or the Subscribers.

The Subscribers may, and upon such terms as he/it thinks fit, waive compliance with the conditions set out in paragraphs 3.3(a) and (b) above and such condition so waived shall be deemed to have been satisfied.

4. FURTHER INFORMATION ON THE SUBSCRIBERS

4.1 Mr. Ma is an individual who approached the Company as a private investor and expressed interest in investing in the Company for his personal investment purposes.

4.2 Raffles Capital is an investment holding company incorporated in Hong Kong, which is wholly owned by Dr. Charlie In Nany Sing ("**Dr. Charlie**"), who approached the Company as a private investor and expressed interest in investing in the Company for his personal investment purposes.

The Subscribers are contacts from the business network of the Board and the Company's management team.

None of the Subscribers (or its ultimate beneficial owner) are holding the Placement Shares in trust, on behalf of or as a nominee of any person. The rationale for placing to the Subscribers is for fundraising purposes as set out in paragraph 5 below. The names and the backgrounds of the Subscribers have been set out in the table below.

Shareholders should note that the particulars of the Subscribers were provided by the Subscribers, and the Company and the Directors have not independently verified the accuracy or completeness of such information.

Name of Subscribers	**Background of the Subscribers**
Mr. Ma	Mr. Ma is a prominent Singapore-based businessman and corporate director, primarily known for his extensive career in private equity and corporate finance.
Raffles Capital	Raffles Capital was involved with several investment and advisory deals in Australia and China that covered property, solar energy REIT, agriculture, coal, copper, gold mining and healthcare services. Raffles Capital is wholly owned by Dr. Charlie, who has more than 40 years of business experience and spent the last 20 years providing investment and private banking advisory services in China, and has invested and listed many China companies outside of China.

For the avoidance of doubt, Dr. Charlie was appointed as a director of Metech Dynamics Pte Ltd, a wholly owned subsidiary of the Company, from the period between 16 July 2019 and 8 April 2020.

Save as disclosed above, the Subscribers (or its ultimate beneficial owner) have confirmed that (a) they have no connection (including business relationships) with the Company, its Directors and substantial Shareholders, and is not a person to whom the Company is prohibited from issuing shares to, as provided under Rule 812 of the Catalist Rules; and (b) the Subscribers (or its ultimate beneficial owner) are not subscribing for the Placement Shares as an agent for or otherwise on behalf of any other person or entity and is subscribing for the Placement Shares solely for his own beneficial account and not with a view to another person acquiring an interest (as defined in Section 4(1) of the SFA) in the Placement Shares.

4.3 As at the date of this announcement, the Subscribers (or its ultimate beneficial owner) do not hold, directly or indirectly, any shares in the capital of the Company and are not related to any of the Directors or substantial Shareholders and their respective associates.

5. RATIONALE AND USE OF PROCEEDS

5.1 The Company is proposing to undertake the Placement for general working capital purposes. Based on the Group's latest audited consolidated financial statements for the financial year ended 31 December ("**FY**") 2025, the Group had recorded a loss attributable to equity holders of the Company of approximately S$0.50 million, a negative working capital position of approximately S$1.44 million and was in a net liability position attributable to owners of the Company of approximately S$0.41 million.

5.2 Further, based on the Group's latest unaudited consolidated financial statements for the 3-month period ended 31 March 2026, the Group had recorded a negative working capital of approximately S$1.18 million as at 31 March 2026 and was in a net liability position attributable to owners of the Company of approximately S$0.16 million.

5.3 Accordingly, the Directors are of the opinion that the Placement is beneficial for the Group as it will improve the Group's cash flow to support the working capital requirements, and strengthen the Company's financial position, thereby enabling the Company to improve its business and operations.

5.4 Based on the Placement Price, the estimated amount of proceeds from the allotment and issue of the Placement Shares, net of the estimated expenses of approximately S$16,000 is approximately S$3,984,000 (the "**Net Proceeds**").

5.5 The Company intends to utilise all the Net Proceeds for general working capital purposes.

5.6 The Company will make periodic announcements on the utilisation of the Net Proceeds as and when the Net Proceeds are materially disbursed, including whether the use was in accordance with the stated use and in accordance with the percentage allocated as announced and will provide a status report on the utilisation of such Net Proceeds in its annual report(s) and interim and full-year financial statements issued under Catalist Rule 705. Where the Net Proceeds are used for working capital purposes, the Company will provide a breakdown with specific details on how the Net Proceeds have been applied in the relevant announcements, interim and full-year financial statements and annual report(s). Where there is any material deviation from the stated use of proceeds, the Company will announce the reasons for such deviation.

5.7 Pending the deployment of the Net Proceeds, such Net Proceeds may be placed as deposits with banks and/or financial institutions or invested in short-term money markets or debt instruments or for any other purposes on a short-term basis as the Directors may, in their absolute discretion, deem fit from time to time.

6. <u>CONFIRMATION BY THE DIRECTORS</u>

The Directors are of the opinion that, as at the date of this announcement:

(a) after taking into consideration (i) the completion of the Debt Capitalisation on 2 June 2026, and (ii) the S$3.0 million interest free-loan extended by Mr. Cao Shixuan on 7 October 2024, of which approximately S$0.49 million remains available as at the date of this announcement for disbursement at the request of the Company, as well as (iii) the operations of the Group's health supplements business and the future plans of the Company, the Group has sufficient working capital to meet its present requirements. Notwithstanding the above, the purpose of the Placement is to raise funds for general working capital to strengthen the Company's financial position, as disclosed in paragraph 5.3 of this announcement; and

(b) after taking into consideration the above reasons in paragraph 6(a) above, and the Net Proceeds assuming the Completion, the working capital available to the Group is sufficient to meet its present requirements.

The Group does not have any bank facilities.

7. <u>PRO FORMA FINANCIAL EFFECTS OF THE PLACEMENT</u>

7.1 The pro forma financial effects of the Placement on the Company's share capital and the Group's net tangible assets ("**<u>NTA</u>**") per Share and loss per Share ("**<u>LPS</u>**") as set out below are strictly for illustrative purposes and are not indicative of the actual financial position and results of the Group following the completion of the Placement.

7.2 The pro forma financial effects of the Placement set out below were prepared based on the audited consolidated financial statements of the Group for the financial year ended 31 December 2025.

7.3 For the purpose of illustrating the financial effects of the Placement, the Company has assumed, *inter alia*, the following:

(a) the effect on the share capital and NTA per Share of the Group is computed based on the assumption that the Placement was completed on 31 December 2025;

(b) the effect on the LPS of the Group is computed based on the assumption that the Placement was completed on 1 January 2025; and

(c) the expenses incurred in connection with the Placement amount to approximately S$16,000.

7.4 **Share Capital**

The effect of the Placement on the share capital of the Group is as follows:

	Before the Placement	After the Placement
Issued Share Capital (S$'000)	192,010	195,994

	Before the Placement	After the Placement
Number of Shares (excluding treasury shares and subsidiary holdings)	263,510,200	363,510,200

7.5 NTA per Share

The effect of the Placement on the NTA per Share of the Group is as follows:

	Before the Placement	After the Placement
NTA[(1)] attributable to owners of the Company (S$'000)	(414)	3,570
Number of Shares	263,510,200	363,510,200
NTA per Share (Singapore cents)	(0.16)	0.98

Note:

(1) NTA means total assets less the sum of total liabilities and intangible assets.

7.6 LPS

The effect of the Placement on the LPS of the Group is as follows:

	Before the Placement	After the Placement
Loss after income tax (S$'000)	(490)	(490)
Number of Shares	263,510,200	363,510,200
LPS (Singapore cents)	(0.19)	(0.13)

8. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

None of the Directors or (insofar as the Directors are aware), the substantial Shareholders or their respective associates, has any interest, direct or indirect, in the Placement (other than through (where applicable) their respective shareholdings or directorships in the Company).

9. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Placement and the Group, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

10. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the Subscription Agreements will be available for inspection at the Company's registered office at 54 Pandan Road, Singapore 609292 during normal business hours for a period of three months from the date of this announcement.

11. FURTHER ANNOUNCEMENTS

The Company will make further announcements to provide updates to Shareholders as and when appropriate.

12. CAUTIONARY STATEMENT

Completion is subject to certain conditions. As at the date of this announcement, there is no certainty or assurance that the Placement will be completed or that no changes will be made to the terms thereof. Shareholders and potential investors are advised to read this announcement and any further announcements by the Company carefully. Shareholders and potential investors of the Company are advised to refrain from taking any action with respect to their securities in the Company which may be prejudicial to their interests, and to exercise caution when dealing in the securities of the Company. Shareholders and potential investors of the Company should consult their stockbrokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions they should take.

By Order of the Board of Directors of
Metech International Limited

Pang Wei Hao
Executive Director and Chief Executive Officer
26 June 2026

This announcement has been reviewed by the Company's sponsor, Novus Corporate Finance Pte. Ltd. (the "Sponsor"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "Exchange") and the Exchange assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Mr. Pong Chen Yih, Chief Operating Officer, at 7 Temasek Boulevard, #04-02 Suntec Tower 1, Singapore 038987, telephone (65) 6950 2188.