NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**") of Memiontec Holdings Ltd. (the "**Company**") will be held by electronic means (via LIVE WEBCAST and AUDIO ONLY MEANS) on Friday, 28 April 2023 at 9.30 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2022, together with the Directors' Statement and the Independent Auditor's Report thereon.

   (Resolution 1)

2. To declare and approve the payment of a tax exempt (one-tier) first and final cash dividend of S$0.00118 per ordinary share (FY2021: S$0.00209 per ordinary share) in the capital of the Company for the financial year ended 31 December 2022 ("**First and Final Dividend**").

   [See Explanatory Note (i)] **(Resolution 2)**

3. To re-elect the following Directors of the Company retiring pursuant to the Constitution of the Company and who, being eligible, offer themselves for re-election as a Director of the Company:

   (a) Mr Jackson Chevalier Yap Kit Siong (Retiring under Regulation 96) **(Resolution 3)**
   (b) Mr Hor Siew Fu (Retiring under Regulation 96) **(Resolution 4)**

   [See Explanatory Note (ii)]

4. To approve the payment of Directors' fees of up to S$150,000 (FY2022: up to S$150,000) for the financial year ending 31 December 2023, to be paid half yearly in arrears.

   (Resolution 5)

5. To appoint PKF-CAP LLP as Auditors of the Company in place of retiring Auditors of the Company, CLA Global TS Public Accounting Corporation (formerly known as Nexia TS Public Accounting Corporation) and to authorise the Directors of the Company to fix their remuneration.

   (Resolution 6)

   [See Explanatory Note (iii)]

6. To transact any other ordinary business which may be properly transacted at an AGM of the Company.

NOTICE OF 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:

Ordinary Resolutions

7. Authority to allot and issue shares

"That pursuant to Section 161 of the Companies Act 1967 of Singapore ("**Companies Act**"), the Constitution of the Company and Rule 806 of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist ("**Catalist Rules**"), the Directors of the Company be and are hereby 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 in pursuance of 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 in pursuance of the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed one hundred per centum (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 and Instruments to be issued other than on a *pro-rata* basis to existing shareholders of the Company shall not exceed fifty per centum (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 manner of calculation as may be prescribed by SGX-ST) for the purpose of determining the aggregate number of Shares and Instruments that may be issued under sub-paragraph (1) above, the percentage of issued Shares and Instruments shall be based on the 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:

(i) new Shares arising from the conversion or exercise of the Instruments or any convertible securities;

(ii) new Shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and

(iii) any subsequent bonus issue, consolidation or subdivision of Shares.

Adjustments in accordance with sub-paragraph (2)(i) or sub-paragraph (2)(ii) 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 the passing of this Resolution;

(3) in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provision of the Catalist Rules for the time being in force (unless such compliance has been waived by SGX-ST), all applicable legal requirements under the Companies Act 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 until: (i) the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law 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."

[See Explanatory Note (iv)] **(Resolution 7)**

8. **Authority to offer and grant awards and allot and issue shares under the Memiontec Performance Share Plan**

"That, pursuant to Section 161 of the Companies Act, the Directors of the Company be and are hereby authorised and empowered to offer and grant awards ("**Awards**") in accordance with the provisions of the Memiontec Performance Share Plan (the "**PSP**") and to allot and issue from time to time such number of fully paid-up new Shares as may be required to be allotted and delivered pursuant to the vesting of the Awards granted by the Company under the PSP, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of Shares to be issued pursuant to the PSP, when aggregated with the total number of new Shares allotted and issued and/or Shares to be allotted and issued delivered and/or to be delivered pursuant to Awards already granted under the PSP, and the aggregate number of Shares over which options or awards are granted under any share option schemes or share schemes of the Company, shall not exceed fifteen per centum (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force 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 to be held, whichever is earlier."

[See Explanatory Note (v)] **(Resolution 8)**

9. **Proposed renewal of the Share Buyback Mandate**

"That:

(a) for the purposes of the Catalist Rules and the Companies Act, and such other laws and regulations as may for the time being be applicable, the Directors of the Company be and are hereby authorised to exercise all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the share capital of the Company ("Shares") not exceeding in aggregate the Maximum Percentage (as hereafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:

(i) on-market purchases (each a "**Market Purchase**") transacted through the SGX-ST through the ready market, and which may be transacted through one or more duly licensed stockbrokers appointed by the Company for the purpose of the purchases or acquisitions of Shares; and/or

(ii) off-market purchases (each an "**Off-Market Purchase**"), otherwise than on a securities exchange, in accordance with an equal access scheme(s) as may be determined or formulated by the Directors of the Company as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the Catalist Rules,

and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act and the Catalist Rules as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Buyback Mandate**");

(b) unless revoked or varied by the Company in a general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buyback Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the passing of this resolution and up to:

(i) the date on which the next AGM of the Company is held or required by law to be held;

(ii) the date on which the purchases or acquisitions of Shares pursuant to the Share Buyback Mandate are carried out to the full extent mandated; or

(iii) the date on which the authority conferred by the Share Buyback Mandate is revoked or varied by the Company in a general meeting,

whichever is earliest;

(c) in this resolution:

"**Maximum Percentage**" means not more than 10% of the issued and paid-up share capital of the Company (excluding treasury shares and subsidiary holdings), subject always to the free float requirement as set out in Section 2.9(c) of the appendix to this Notice of AGM dated 13 April 2023 ("**Appendix**") as at the date of passing of this resolution (excluding any Shares which are held as treasury shares or subsidiary holdings as at that date);

"**Relevant Period**" means the period commencing from the date on which the resolution in relation to the renewal of the Share Buyback Mandate is passed at the AGM of the Company and expiring on the earliest of the date the next AGM of the Company is held or is required by law to be held, or the date on which the purchases or acquisitions of Shares pursuant to the Share Buyback Mandate are carried out to the full extent mandated, or the date the said mandate is revoked or varied by the Company in a general meeting;

"**Maximum Price**" in relation to a Share to be purchased or acquired, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

(i) in the case of a Market Purchase: 105% of the Average Closing Price; and

(ii) in the case of an Off-Market Purchase: 120% of the Average Closing Price, where:

"**Average Closing Price**" means the average of the closing market prices of a Share over the last five (5) market days, on which transactions in the Shares were recorded immediately preceding the day of the Market Purchase by the Company or, as the case may be, the day of the making of the offer (as defined below) pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five (5)-market day period and the day on which the purchases or acquisitions of Shares pursuant to the Share Buyback Mandate are made; and

"**day of the making of the offer**" means the day on which the Company announces its intention to make an offer for an Off-Market Purchase, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

(d) the Directors of the Company and/or any one of them be and are hereby authorised to complete and do all such acts and things (including, without limitation, executing such documents as may be required) as they and/or he may consider desirable, expedient or necessary to give effect to the transactions contemplated and/or authorised by this resolution."

[See Explanatory Note (vi)] **(Resolution 9)**

10. **The proposed grant of an Award to Mr Tay Kiat Seng, a controlling shareholder of the Company, under the Memiontec Performance Share Plan**

"That:

(a) approval be and is hereby given for the proposed grant of an Award to Mr Tay Kiat Seng, a controlling shareholder of the Company, in accordance with the Rules of the Memiontec Performance Share Plan and on the following terms:

Proposed date of grant of the Award	:	5 May 2023
Number of Shares which are the subject of the Award	:	Up to 900,000 Shares
Vesting period of the Award	:	One (1) year from the date of grant of the Award
Vesting condition of the Award	:	Subject to the Group achieving certain predetermined financial and performance targets for the financial year ending 31 December 2023, as determined by the Remuneration Committee administering the Memiontec Performance Share Plan

(b) the Directors of the Company be and are hereby authorised to issue and allot new Shares and/or transfer existing Shares to Mr Tay Kiat Seng pursuant to the vesting of the Award, in accordance with the Rules of the Memiontec Performance Share Plan and on the terms of the Award; and

(c) the Directors of the Company and each of them be and is hereby authorised and empowered to complete and do all such acts and things, and to approve and execute all such documents as they or he may consider necessary, desirable, expedient or appropriate to give effect to this resolution, with such modifications thereto (if any) as they or he may think fit in the interests of the Company."

[See Explanatory Note (vii)] **(Resolution 10)**

11. **The proposed grant of an Award to Ms Soelistyo Dewi Soegiharto, a controlling shareholder of the Company, under the Memiontec Performance Share Plan**

"That:

(a) approval be and is hereby given for the proposed grant of an Award to Ms Soelistyo Dewi Soegiharto, a controlling shareholder of the Company, in accordance with the Rules of the Memiontec Performance Share Plan and on the following terms:

Proposed date of grant of the Award	:	5 May 2023
Number of Shares which are the subject of the Award	:	Up to 540,000 Shares
Vesting period of the Award	:	One (1) year from the date of grant of the Award
Vesting condition of the Award	:	Subject to the Group achieving certain predetermined financial and performance targets for the financial year ending 31 December 2023, as determined by the Remuneration Committee administering the Memiontec Performance Share Plan

(b) the Directors of the Company be and are hereby authorised to issue and allot new Shares and/or transfer existing Shares to Ms Soelistyo Dewi Soegiharto pursuant to the vesting of the Award, in accordance with the Rules of the Memiontec Performance Share Plan and on the terms of the Award; and

(c) the Directors of the Company and each of them be and is hereby authorised and empowered to complete and do all such acts and things, and to approve and execute all such documents as they or he may consider necessary, desirable, expedient or appropriate to give effect to this resolution, with such modifications thereto (if any) as they or he may think fit in the interests of the Company."

[See Explanatory Note (viii)] **(Resolution 11)**

12. **The proposed grant of an Award to Ms Rachel Kwok Xiu Jian, an associate of a controlling shareholder of the Company, under the Memiontec Performance Share Plan**

"That:

(a) approval be and is hereby given for the proposed grant of an Award to Ms Rachel Kwok Xiu Jian, an associate of a controlling shareholder of the Company, in accordance with the Rules of the Memiontec Performance Share Plan and on the following terms:

Proposed date of grant of the Award	:	5 May 2023
Number of Shares which are the subject of the Award	:	Up to 48,750 Shares
Vesting period of the Award	:	One (1) year from the date of grant of the Award
Vesting condition of the Award	:	Subject to the Group achieving certain predetermined financial and performance targets for the financial year ending 31 December 2023, as determined by the Remuneration Committee administering the Memiontec Performance Share Plan

(b) the Directors of the Company be and are hereby authorised to issue and allot new Shares and/or transfer existing Shares to Ms Rachel Kwok Xiu Jian pursuant to the vesting of the Award, in accordance with the Rules of the Memiontec Performance Share Plan and on the terms of the Award; and

(c) the Directors of the Company and each of them be and is hereby authorised and empowered to complete and do all such acts and things, and to approve and execute all such documents as they or he may consider necessary, desirable, expedient or appropriate to give effect to this resolution, with such modifications thereto (if any) as they or he may think fit in the interests of the Company."

[See Explanatory Note (ix)] **(Resolution 12)**

By Order of the Board

Ang Siew Koon
Company Secretary

13 April 2023

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes:

(i) Record Date and Payment Date for the First and Final Dividend

Subject to the approval of shareholders of the Company at this AGM of the Company, notice is hereby given that the Share Transfer Books and Register of Members of the Company will be closed at 5.00 p.m. (Singapore time) on 19 June 2023 ("Record Date") for the purpose of determining shareholders' entitlement to the First and Final Dividend.

Duly completed registrable transfers in respect of the shares in the Company received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098623, up to 5.00 p.m. on the Record Date will be registered to determine shareholders' entitlement to the First and Final Dividend. In respect of the shares in the Company in the securities accounts with The Central Depository (Pte) Limited ("**CDP**"), the First and Final Dividend will be paid by the Company to CDP which will distribute the First and Final Dividend to holders of the securities accounts.

The First and Final Dividend, if approved by shareholders of the Company at this AGM of the Company, shall be payable on or about 7 July 2023.

(ii) Mr Jackson Chevalier Yap Kit Siong will, upon re-election as a Director of the Company, remain as the Independent Non-Executive Chairman of the Board of Directors of the Company, Chairman of the Remuneration Committee, as well as a member of the Audit Committee and the Nominating Committee of the Company. There are no relationships (including immediate family relationships) between Mr Jackson Chevalier Yap Kit Siong and the other Directors of the Company, the Company, its related corporations, its substantial shareholders or its officers, which may affect his independence**.** Mr Jackson Chevalier Yap Kit Siong is considered by the Board of Directors of the Company to be independent for the purpose of Rule 704(7) of the Catalist Rules.

Mr Hor Siew Fu will, upon re-election as a Director of the Company, remain as an Independent Non-Executive Director of the Company, Chairman of the Audit Committee, as well as a member of the Nominating Committee and the Remuneration Committee of the Company. There are no relationships (including immediate family relationships) between Mr Hor Siew Fu and the other Directors of the Company, the Company, its related corporations, its substantial shareholders or its officers, which may affect his independence**.** Mr Hor Siew Fu is considered by the Board of Directors of the Company to be independent for the purpose of Rule 704(7) of the Catalist Rules.

Detailed information on each of the abovementioned Directors of the Company as required pursuant to Rule 720(5) of the Catalist Rules can be found in the Annual Report 2022 under the section entitled "Disclosure of Information on Directors Seeking Re-election".

(iii) Ordinary Resolution 6 in item 5 proposed above is to approve the appointment of Messrs PKF-CAP LLP ("PKF") as the Company's Auditors in place of the retiring Auditors, Messrs CLA Global TS Public Accounting Corporation (formerly known as Nexia TS Public Accounting Corporation) ("CLA"), and to authorise the Directors of the Company to fix their remuneration. In accordance with the requirements of Rule 712(3) of the Catalist Rules:

(a) CLA has confirmed to PKF by way of a letter of professional clearance dated 13 April 2023 that it is not aware of any professional reasons why PKF should not accept appointment as the new Auditors;
(b) the Board confirms that there were no disagreements with CLA on accounting treatments within the last 12 months preceding the date of the Appendix;
(c) the Board confirms that it is not aware of any circumstances connected with the proposed change of auditors that ought to be brought to the attention of the shareholders of the Company which has not been disclosed in the Appendix;
(d) the Company confirms that the specific reasons for the proposed change of auditors are disclosed in Section 4.2 of the Appendix and that the proposed change of auditors is not due to the dismissal or resignation of CLA, or CLA declining to continue to serve as Auditors, or was CLA dismissed or directed by the SGX-ST to be replaced under Rule 305(1)(e)(b) of the Catalist Rules; and
(e) the Company confirms that it complies with Rules 712 and 715 of the Catalist Rules in relation to the proposed appointment of PKF as its new Auditors**.**

For more information relating to Ordinary Resolution 6 in item 5 above, please refer to Section 4 of the Appendix.

(iv) The Ordinary Resolution 7, if passed, will empower the Directors of the Company from the date of this AGM of the Company until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to 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, one hundred per centum (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to fifty per centum (50%) may be issued other than on a *pro-rata* basis to existing shareholders of the Company.

For the purpose of determining the aggregate number of Shares that may be issued, the percentage of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new Shares arising from the conversion or exercise of the Instruments or any convertible securities or the exercise of share options or the vesting of share awards which were issued and outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

(v) The Ordinary Resolution 8, if passed, will empower the Directors of the Company, effective 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 to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue Shares in the Company pursuant to the vesting of the Awards granted by the Company under the PSP, when aggregated with the total number of new Shares allotted and issued and/or Shares to be allotted and issued delivered and/or to be delivered pursuant to Awards already granted under the PSP, and the aggregate number of Shares over which options or awards are granted under any share option schemes or share schemes of the Company, up to a number not exceeding in aggregate (for the entire duration of the PSP) fifteen per centum (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time.

(vi) The Ordinary Resolution 9, if passed, will empower the Directors of the Company during the Relevant Period to purchase or otherwise acquire by way of Market Purchases or Off-Market Purchases, Shares up to the Maximum Percentage of Shares, subject always to the free float requirements being complied with and on the terms of the Share Buyback Mandate as set out in the Ordinary Resolution and the Appendix. An illustration on the financial effects of the purchase or acquisition of Shares by the Company pursuant to the Share Buyback Mandate based on the audited financial statements of the Group for the financial year ended 31 December 2022 is set out in Section 2.7 of the Appendix. For more information relating to Ordinary Resolution 9, please refer to Section 2 of the Appendix.

(vii) The Ordinary Resolution 10, if passed, will empower the Directors of the Company to grant an Award of up to 900,000 Shares to Mr Tay Kiat Seng, a controlling shareholder of the Company, on the terms as set out in the Rules of the Memiontec Performance Share Plan and the Appendix. For more information relating to Ordinary Resolution 10, please refer to Section 3 of the Appendix.

(viii) The Ordinary Resolution 11, if passed, will empower the Directors of the Company to grant an Award of up to 540,000 Shares to Ms Soelistyo Dewi Soegiharto, a controlling shareholder of the Company, on the terms as set out in the Rules of the Memiontec Performance Share Plan and the Appendix. For more information relating to Ordinary Resolution 11, please refer to Section 3 of the Appendix.

(ix) The Ordinary Resolution 12, if passed, will empower the Directors of the Company to grant an Award of up to 48,750 Shares to Ms Rachel Kwok Xiu Jian, an associate of a controlling shareholder of the Company, on the terms as set out in the Rules of the Memiontec Performance Share Plan and the Appendix. For more information relating to Ordinary Resolution 12, please refer to Section 3 of the Appendix.

IMPORTANT NOTICE TO SHAREHOLDERS REGARDING THE CONDUCT OF THE COMPANY'S AGM ON FRIDAY, 28 APRIL 2023 AT 9.30 A.M.

The Annual General Meeting of the Company ("**AGM**") will be conducted by electronic means ("**Virtual Meeting**") as permitted by and in accordance with the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 on Friday, 28 April 2023 at 9.30 a.m.. **The Company will NOT be holding any physical meeting for this AGM.**

Shareholders of the Company ("**Shareholders**") may participate in the AGM by:

(a) observing and/or listening to the proceedings of the AGM via a "live" audio-visual webcast of the AGM ("**LIVE WEBCAST**") or "live" audio only stream (via telephone) of the AGM ("**AUDIO ONLY MEANS**");

(b) submitting questions in advance of the AGM or raise questions at the AGM via a "chatbox" or "live chat" function of the online platform for the AGM; and/or

(c) vote "live" at the Virtual Meeting or appoint proxy(ies) (including the Chairman of the AGM) to attend, speak and vote on their behalf at the AGM.

NOTICE OF ANNUAL GENERAL MEETING

Details of the steps for pre-registration, submission of questions and voting at the AGM by Shareholders are set out below.

1. Pre-registration for the Virtual Meeting

LIVE WEBCAST

Shareholders who wish to attend the AGM by observing the proceedings of the AGM can participate via the LIVE WEBCAST by submitting their particulars (comprising emails, full names, NRIC/Passport Nos./Company Registration Nos. and number of shares held) by email to **IRMR@memiontec.com** or register via **https://conveneagm.com/sg/memiontec2023 by 9.30 a.m. on 25 April 2023** (being not less than seventy-two (72) hours before the time fixed for the AGM) (the "**Pre-registration Deadline**") to enable the Company to verify the Shareholders' status. After the verification process, a confirmation email containing unique user credential and instruction on how to join the LIVE WEBCAST will be sent to authenticated Shareholders before end-of-the-day on 27 April 2023.

Shareholders may attend the LIVE WEBCAST via your smart phones, tablets or laptops/computers.

AUDIO ONLY MEANS

Shareholders who wish to attend the AGM by listening to the proceedings of the AGM can participate via the AUDIO ONLY MEANS by submitting their particulars (comprising emails, full names, NRIC/Passport Nos./Company Registration Nos. and number of shares held) by email to **IRMR@memiontec.com** by the Pre-registration Deadline to enable the Company to verify the Shareholders' status. After the verification process, a confirmation email containing details of the AUDIO ONLY MEANS will be sent to authenticated Shareholders before end-of-the-day on 27 April 2023.

Shareholders who wish to attend the Virtual Meeting are reminded that the AGM is private. Invitations to attend the LIVE WEBCAST or AUDIO ONLY MEANS shall not be forwarded to anyone who is not a Shareholder of the Company or who is not authorised to attend the LIVE WEBCAST or AUDIO ONLY MEANS. Recording of the Virtual Meeting, the LIVE WEBCAST and AUDIO ONLY MEANS in whatever form is also strictly prohibited.

The Company asks for Shareholders' indulgence during the LIVE WEBCAST and AUDIO ONLY MEANS in the event of any technical disruptions.

Shareholders, who would have been able to be appointed as proxies by relevant intermediaries under Section 181(1C) of the Companies Act 1967 of Singapore, such as SRS investors, should approach their respective agents, such as SRS operators, to make the necessary arrangement for their attendance in the Virtual Meeting.

Shareholders who register by the Pre-registration Deadline but do not receive an email response before end-of-the-day on 27 April 2023 may contact the Company at IRMR@memiontec.com for assistance.

2. Shareholders' Questions and Answers (Q&A)

If Shareholders have any questions in relation to any item of the agenda of the AGM, Shareholders may send their queries in advance **by 9.30 a.m. on 21 April 2023 (the "Cut-Off Time"), by email to IRMR@memiontec.com;** or via **https://conveneagm.com/sg/memiontec2023 or by post to the registered address of the Company at 20 Woodlands Link #04-30/31 Singapore 738733.** Please state your question(s), your full name, NRIC/Passport Nos./Company Registration Nos. and number of shares held, and whether you are a Shareholder or a proxy or a corporate representative of a corporate Shareholder. Any question without these identification details will not be entertained.

Alternatively, Shareholders, including SRS investors and proxies will be able to ask questions "live" during the AGM. Attendees at the Virtual Meeting can type their questions via a "chatbox" or "live chat" function which will be made available to the Shareholders via the online platform for the AGM (however, please note that this will not be available to Shareholders accessing the Virtual Meeting via the AUDIO ONLY MEANS).

The Company will address all substantial and relevant questions received from Shareholders by the Cut-Off Time, by publishing the responses to such questions on SGXNet at www.sgx.com/securities/company-announcements and the Company's corporate website at www.memiontec.com/announcements **by 9.30 a.m. on 23 April 2023** (being not less than forty-eight (48) hours before the closing date and time for the lodgement of the proxy form for the AGM). The Company will also address any subsequent clarifications sought, or follow-up questions in respect of such substantial and relevant questions during the AGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

The Company will publish the minutes of the AGM on SGXNet at www.sgx.com/securities/company-announcements and the Company's corporate website at www.memiontec.com/announcements within one (1) month after the conclusion of the AGM, and the minutes will include the Company's responses to the substantial and relevant questions from Shareholders which are addressed during the AGM.

Shareholders, who would have been able to be appointed as proxies by relevant intermediaries under Section 181(1C) of the Companies Act 1967 of Singapore, such as SRS investors, may also approach their respective agents, such as SRS operators, to submit their questions in relation to any item of the agenda of the AGM by the Cut-Off Time.

3. Voting by Shareholders

Shareholders who wish to exercise their voting rights at this AGM may:

(i) (where the Shareholder is an individual) attend and vote "live" at the Virtual Meeting; or
(ii) (where the Shareholder is an individual or a corporate) appoint proxy(ies) other than the Chairman of the AGM to attend and vote "live" at the Virtual Meeting on their behalf; or
(iii) (where the Shareholder is an individual or a corporate) appoint the Chairman of the AGM as proxy to vote "live" at the Virtual Meeting on their behalf.

"Live" voting will be conducted during the AGM. It is important for Shareholders and proxies who attend the Virtual Meeting to have their own web-browser enabled devices ready for voting during the Virtual Meeting. Examples of web-browser enabled devices include mobile smartphones, laptops, tablets or desktop computers with internet capabilities. As they will use the login credentials provided during pre-registration to cast their votes, Shareholders and proxies should have their confirmation email containing their unique user credentials and instructions handy for reference for voting purposes.

Instructions will be provided at the start of the AGM on how to vote. For the avoidance of doubt, "live" voting is not permissible by the AUDIO ONLY MEANS.

4. Appointment of Proxies

Shareholders who wish to appoint proxies to attend and vote "live" at the AGM on their behalf must do both of the following by **Tuesday, 25 April 2023 at 9.30 a.m.**:

(i) complete and submit the proxy form in accordance with the instructions below; and
(ii) if the proxy(ies) are to attend the Virtual Meeting, pre-register the proxy(ies) (refer to pre-registration procedure at paragraph 1 above).

Shareholders may also appoint the Chairman of the AGM as proxy to vote on their behalf in respect of all the Shares held by them but this is not mandatory.

If a Shareholder wishes to appoint a proxy or proxies (including the Chairman of the AGM) to vote at the AGM on their behalf, the Shareholder must complete the proxy form attached to the Notice of AGM or download it from the Company's announcement on SGXNet at www.sgx.com/securities/company-announcements or from the Company's corporate website at www.memiontec.com/announcements. In the proxy form, the Shareholder should specifically direct the proxy on how he/she/it is to vote for, vote against, or abstain from voting on, the resolutions to be tabled at the AGM. If no specific direction as to voting is given, the proxy (including the Chairman of the AGM if he/she/it is appointed as proxy) may vote or abstain from voting at his/her/its discretion. All valid votes cast via proxy on each resolution will be counted.

All completed and signed proxy forms must be deposited with the Company (i) **by email to IRMR@memiontec.com**; or (ii) b**y post to the registered address of the Company at 20 Woodlands Link #04-30/31 Singapore 738733**, by 9.30 a.m. on 25 April 2023 (being not less than seventy-two (72) hours before the time fixed for the AGM). Any incomplete proxy form will be rejected by the Company.

A Shareholder who wishes to submit a proxy form must first download, 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.

The proxy form must be under the hand of the appointor or of his/her attorney duly authorised in writing and where such proxy form is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer. Where the proxy form is signed on behalf of the appointer by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the proxy form, failing which the proxy form may be treated as invalid.

A Shareholder (who is not a relevant intermediary) entitled to attend, speak and vote at a meeting of the Company is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her/its behalf. A proxy need not be a Shareholder. Where a Shareholder appoints two (2) proxies, the appointments shall be invalid unless he/she/it specifies the number of shares to be represented by each proxy.

A Shareholder who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Shareholder. Where such Shareholder appoints two (2) or more proxies, the appointments shall be invalid unless such Shareholder specifies the number of shares to be represented by each proxy.

Investors holding shares through relevant intermediaries and SRS investors who wish to attend, speak and vote at the AGM should approach their respective relevant Intermediaries/SRS operators as soon as possible. SRS investors who wish to exercise their votes should approach their SRS operators **by Tuesday, 18 April 2023 at 5.00 p.m.** (being seven (7) working days before the AGM).

5. Documents for the AGM

Documents relating to the business of the AGM, which comprise the Company's Annual Report for the financial year ended 31 December 2022 ("**Annual Report 2022**"), the Notice of AGM dated 13 April 2023, the Appendix to the Notice of AGM dated 13 April 2023 and the proxy form for the AGM, will be sent to Shareholders by the Company on 13 April 2023 by electronic means via publication on (i) the SGXNet at www.sgx.com/securities/company-announcements; and (ii) the Company's corporate website at www.memiontec.com/announcements. **Printed copies of the documents will NOT be sent to Shareholders.**

Shareholders are advised to continue to check the SGXNet and the Company's corporate website regularly for any updates relating to the AGM.

NOTICE OF ANNUAL GENERAL MEETING

PERSONAL DATA PRIVACY

By (a) submitting an instrument appointing a proxy to vote at the AGM and/or any adjournment thereof, or (b) submitting details for the pre-registration to attend the AGM via LIVE WEBCAST or AUDIO ONLY MEANS, or (c) submitting any question prior to the AGM in accordance with this Notice of AGM, 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 and administration by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the AGM as a proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof);

(ii) processing of the registration for purpose of granting access to members (or their corporate representatives in the case of members which are legal entities) to the LIVE WEBCAST or AUDIO ONLY MEANS to observe the proceedings of the AGM and providing them with any technical assistance where necessary;

(iii) addressing substantial and relevant questions from members received by the Cut-Off Time and if necessary, following up with the relevant members in relation to such questions; and

(iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.

Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a member of the Company (such as his name, his presence at the AGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.

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*This notice has been prepared by Memiontec Holdings Ltd. (the "**Company**") and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "**Sponsor**"), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist.*

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, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.