



METECH INTERNATIONAL LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number 199206445M)
(the "Company")

Minutes of Annual General Meeting

Date	: Friday, 27 June 2025
Time	: 10.00 a.m.
Place	: 54 Pandan Road, Singapore 609292
Present	: As per the Attendance List maintained by the Company
Chairman of the Meeting	: Mr. Er Kwong Wah

Introduction

Mr. Er Kwong Wah ("**Mr. Er**"), the Non-Executive Independent Director of the Company, welcomed the shareholders of the Company ("**Shareholders**") to the Annual General Meeting ("**AGM**" or the "**Meeting**").

The Chairman of the Meeting introduced the Board of Directors (the "**Board**") and informed all present that, in his capacity as Chairman of the Meeting, he has been appointed as proxy by Shareholders who have directed him to vote on their behalf, and will vote in accordance with the wishes of Shareholders who have appointed him as proxy.

Quorum

The Chairman of the Meeting noted that there was A QUORUM PRESENT and proceeded to convene the Meeting.

Notice of AGM

The Chairman of the Meeting stated that the annual report for the financial year ended 31 December 2024 (the "**Annual Report**") together with the Notice of the Meeting have been circulated to the Shareholders via publication on SGXNET and the Company's website.

The Chairman of the Meeting suggested that the Notice convening the Meeting be taken as read.

Voting by proxy

The Chairman of the Meeting exercised his discretion and directed that the resolutions tabled at the Meeting be put to vote by poll in accordance with Rule 730A of the Listing Manual Section B: Rules of Catalyst (the "**Catalist Rules**") as well as pursuant to Regulation 84(2) of the Company's Constitution.

The Chairman of the Meeting stated that In Corp Corporate Services Pte. Ltd. has been appointed as the Company's Polling Agent and Anton Management Solutions Pte Ltd has been appointed as the Company's Scrutineers.

The Chairman of the Meeting stated that in accordance with Regulation 59 of the Company's Constitution, the proposed Resolutions in the Notice of Meeting, put to vote at the Meeting were decided on a poll.

The Company's responses to the questions raised by Shareholders have been set out as **Appendix 1**.

ORDINARY BUSINESS

1. TO RECEIVE AND ADOPT THE DIRECTORS' STATEMENT AND THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024, TOGETHER WITH THE INDEPENDENT AUDITORS' REPORT THEREON – ORDINARY RESOLUTION 1

The Meeting proceeded to receive and adopt the Directors' Statements and the Audited Financial Statements of the Company for the financial year ended 31 December 2024 together with the Independent Auditors' Report thereon.

The motion was duly proposed and seconded by proxy of the Company.

The motion had been put to vote by way of a poll.

Mr. Er Kwong Wah stated that there are 71,769,606 shares voting "**FOR**" the motion representing 72.37% of the total number of votes and 27,394,530 shares voting "**AGAINST**" the motion representing 27.63% of the total number of votes. Accordingly, Mr. Er Kwong Wah declared Ordinary Resolution 1 carried.

2. TO RE-ELECT MR. PANG WEI HAO, WHO IS RETIRING UNDER REGULATION 88 OF THE COMPANY'S CONSTITUTION, AS A DIRECTOR OF THE COMPANY – ORDINARY RESOLUTION 2

The Meeting proceeded to re-elect the retiring Director namely Mr. Pang Wei Hao, who is retiring pursuant to Regulation 88 of the Company's constitution.

The motion was duly proposed and seconded by proxy of the Company.

The motion had been put to vote by way of a poll.

Mr. Er Kwong Wah stated that there are 71,769,966 shares voting "**FOR**" the motion representing 72.37% of the total number of votes and 27,394,170 shares voting "**AGAINST**" the motion representing 27.63% of the total number of votes. Accordingly, Mr. Er Kwong Wah declared Ordinary Resolution 2 carried.

3. TO RE-ELECT MR. NG OOI HOOI, WHO IS RETIRING UNDER REGULATION 88 OF THE COMPANY'S CONSTITUTION, AS A DIRECTOR OF THE COMPANY – ORDINARY RESOLUTION 3

The Meeting proceeded to re-elect the retiring Director namely Mr. Ng Ooi Hooi, who is retiring pursuant to Regulation 88 of the Company's constitution.

The motion was duly proposed and seconded by proxy of the Company.

The motion had been put to vote by way of a poll.

Mr. Er Kwong Wah stated that there are 71,769,966 shares voting "**FOR**" the motion representing 72.37% of the total number of votes and 27,394,170 shares voting "**AGAINST**" the motion representing 27.63% of the total number of votes. Accordingly, Mr. Er Kwong Wah declared Ordinary Resolution 3 carried.

4. TO RE-ELECT MS. LUCY YOW SU CHIN, WHO IS RETIRING UNDER REGULATION 89 OF THE COMPANY'S CONSTITUTION, AS A DIRECTOR OF THE COMPANY – ORDINARY RESOLUTION 4

The Meeting proceeded to re-elect the retiring Director namely Ms. Lucy Yow Su Chin, who is retiring pursuant to Regulation 89 of the Company's constitution.

The motion was duly proposed and seconded by proxy of the Company.

The motion had been put to vote by way of a poll.

Mr. Er Kwong Wah stated that there are 71,769,966 shares voting "**FOR**" the motion representing 72.37% of the total number of votes and 27,394,170 shares voting "**AGAINST**" the motion representing 27.63% of the total number of votes. Accordingly, Mr. Er Kwong Wah declared Ordinary Resolution 4 carried.

5. TO APPROVE THE PAYMENT OF THE SUM OF S\$91,444.44 AS DIRECTORS FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024 – ORDINARY RESOLUTION 5

The Meeting proceeded to approve the payment of the sum of S\$91,444.44 as Directors fees for the financial year ended 31 December 2024.

The motion was duly proposed and seconded by proxy of the Company.

The motion had been put to vote by way of a poll.

Mr. Er Kwong Wah stated that there are 71,769,966 shares voting "**FOR**" the motion representing 72.37% of the total number of votes and 27,394,170 shares voting "**AGAINST**" the motion representing 27.63% of the total number of votes. Accordingly, Mr. Er Kwong Wah declared Ordinary Resolution 5 carried.

6. TO APPROVE THE PAYMENT OF THE SUM OF S\$120,000 AS DIRECTORS FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025, TO BE PAID QUARTERLY IN ARREARS – ORDINARY RESOLUTION 6

The Meeting proceeded to approve the payment of the sum of S\$120,000 as Directors fees for the financial year ended 31 December 2025, to be paid quarterly in arrears.

The motion was duly proposed and seconded by proxy of the Company.

The motion had been put to vote by way of a poll.

Mr. Er Kwong Wah stated that there are 71,769,606 shares voting "**FOR**" the motion representing 72.37% of the total number of votes and 27,394,530 shares voting "**AGAINST**" the motion representing 27.63% of the total number of votes. Accordingly, Mr. Er Kwong Wah declared Ordinary Resolution 6 carried.

7. TO RE-APPOINT MESSRS MOORE STEPHENS LLP AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION – ORDINARY RESOLUTION 7

The Meeting proceeded to re-appoint Messrs Moore Stephens LLP as Auditors of the Company and to authorise the Directors to determine their remuneration.

The motion was duly proposed and seconded by proxy of the Company.

The motion had been put to vote by way of a poll.

Mr. Er Kwong Wah stated that there are 71,760,966 shares voting **"FOR"** the motion representing 72.37% of the total number of votes and 27,394,170 shares voting **"AGAINST"** the motion representing 27.63% of the total number of votes. Accordingly, Mr. Er Kwong Wah declared Ordinary Resolution 7 carried.

SPECIAL BUSINESS

5. TO APPROVE THE SHARE ISSUE MANDATE – ORDINARY RESOLUTION 6

The Meeting proceeded for the proposed adoption of the share issue mandate, that pursuant to Section 161 of the Companies Act 1967 of Singapore (the **"Act"**) and subject to Rule 806 of the Catalist Rules and in accordance with the provisions of the Company's Constitution, authority be given to the Directors of the Company to:

- (a) (i) allot and issue new shares in the capital of the Company (the **"Shares"**) (whether by way of rights, bonus or otherwise); and/or

(ii) make or grant offers, agreements or options (collectively, the **"Instruments"**) that might or would require Shares to be allotted and issued, including but not limited to the creation, allotment and issue of (as well as adjustments to) 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 that the authority conferred by this Resolution may have ceased to be in force) allot and issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution is in force,

Provided that:

- (i) 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 one hundred per cent. (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares to be issued other than on a pro rata basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent. (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (ii) below);
- (ii) (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 (i) above, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
- (A) new Shares arising from the conversion or exercise of any Instruments or any convertible securities;

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

(C) any subsequent bonus issue, consolidation or sub-division of Shares;

any adjustments made in accordance with sub-paragraphs (ii)(A) or (ii)(B) above shall only be made in respect of new Shares arising from convertible securities and Instruments which were issued and outstanding and/or subsisting at the time of the passing of this Resolution.

- (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Act and the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Company's Constitution for the time being; and
- (iv) (unless revoked or varied by the Company in general meeting) such authority conferred by this Resolution shall 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 the earlier.

The motion was duly proposed and seconded by proxy of the Company.

The motion had been put to vote by way of a poll.

Mr. Er Kwong Wah stated that there are 71,769,479 shares voting "FOR" the motion representing 72.37% of the total number of votes and 27,394,657 shares voting "AGAINST" the motion representing 27.63% of the total number of votes. Accordingly, Mr. Er Kwong Wah declared Ordinary Resolution 8 carried.

Conclusion

There being no other business, the Chairman declared the Meeting closed at approximately 10:35 am and thanked all Shareholders who attended the Meeting.

Certified as a True Record of Minutes

ER KWONG WAH
Chairman of Meeting

Appendix 1

QUERIES FROM SHAREHOLDERS

QUESTION 1:

Your auditors, Moore Stephens LLP ("**Moore Stephens**"), has given an unqualified opinion expressing doubt that the Company can continue as a going concern. This is one thing of grave concerns. The Company has been performing poorly since the start of the lab diamond business. There were multiple internal lapses and dispute among the directors, where investors saw multiple rounds of management changes. This is not a good sign for the investing public and shareholders. While the Board has painted a very promising future of the company (Please refer: Annual Report 2024, Pg 2: Message from Board of Directors), can the board help shareholders and potential investors to understand the auditor report from Moore Stephens which is different from what was mentioned on Pg 2 of the Annual Report 2024: Message from Board of Directors.

RESPONSE 1:

The Company is currently helmed by a new team of board of directors and management. Accordingly, the Company is unable to comment on past actions.

The auditors' report reflects historical data and financial performance, while the Board's message is forward-looking, offering its assessment of the Company based on the current strategy, market potential, and future plans.

QUESTION 2:

The company has embarked on the Food Waste Management and Health Supplement Business. Is there a demand for such businesses and does the management has the expertise in these businesses? Are the two businesses viable as there are likely be many competitors who are already in the businesses for a long time. What are your company market share of the two businesses globally?

RESPONSE 2:

The Company has diversified into these two (2) new businesses with the intention of diversifying the Company's business to increase its revenue stream, with identified management and experts who will guide the Company in navigating these new businesses.

Given the increased emphasis on sustainability and government policies, including the Singapore's Zero Waste masterplan launched in 2019 and allocation of dedicated on-site food waste treatment systems by developers of new buildings, the Company is confident of the prospect. Likewise, in the area of Health Supplements business, there is an increased emphasis and focus towards wellness. Accordingly, the Company is confident of the prospects of these businesses in the long term.

The Company will focus on the domestic market in the initial phases and will venture into other viable markets in subsequent phases.

QUESTION 3:

Is the Board confident to turn the company around as the company has been making losses over many years and how does the company hedge against foreign exchange losses?

RESPONSE 3:

Given the volatile and uncertain business environment, the Company is doing its best to turn the Company around by diversifying into new (2) businesses – the food waste and health supplements business. Irrespective of what has been done in the past by previous board and management including the losses that was incurred, the current board and management are taking significant efforts to ensure that the Company is able to operate as a going concern and taking the appropriate steps to turn into positive territory. Subsequent to the diversification of the Company's businesses, the Company's revenue is now 100% derived from Singapore.