

CIRCULAR DATED 19 APRIL 2024

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. This Circular is issued by the Company. If you are in any doubt about its contents or the action you should take, you should consult your bank manager, stockbroker, solicitor, accountant or other professional independent adviser immediately.

Unless otherwise defined, capitalised terms appearing on the cover of this Circular bear the same meanings given to them in the Section titled “Definitions” of this Circular.

If you have sold or transferred all your shares in the Company, you should immediately inform the purchaser or transferee or bank, stockbroker or agent through whom the sale or transfer was effected that this Circular, Notice of EGM, Proxy Form and Request Form may be accessed on the SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company’s website at www.metechinternational.com.

A printed copy of this Circular will NOT be despatched to Shareholders as the Company’s Constitution provides for the use of electronic communications, subject to the Catalist Rules. Accordingly, only hardcopies of the Notice of EGM, Proxy Form and Request Form will be mailed to Shareholders. Shareholders who would like a printed copy of this Circular should complete the Request Form and return it to the Company via email to shareholder@metechinternational.com or by post to the Company’s registered office at 2 Venture Drive, #08-10 Vision Exchange, Singapore 608526, in either case, by 3 May 2024.

This Circular has been prepared by the Company and reviewed by the Company’s Sponsor, Novus Corporate Finance Pte. Ltd., in compliance with Rule 226(2)(b) of the Catalist Rules.

This Circular has not been examined or approved by the SGX-ST, and the SGX-ST assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular.

The contact person for the Sponsor is Mr. Pong Chen Yih, Chief Operating Officer, at 7 Temasek Boulevard, #18-03B Suntec Tower 1, Singapore 038987, telephone (65) 6950 2188.

metech

铭泰国际

Metech International Limited

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

**CIRCULAR TO SHAREHOLDERS IN RELATION TO
SHAREHOLDERS’ REQUISITION FOR THE PROPOSED REMOVAL OF MR. NG CHENG HUAT
AS THE NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY
WITH EFFECT FROM THE DATE OF THE EGM**

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form	:	8 May 2024 at 10.00 a.m.
Date and time of EGM	:	11 May 2024 at 10.00 a.m.
Place of EGM	:	Raffles Marina, 10 Tuas West Drive, Singapore 638404

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DEFINITIONS

The following definitions apply throughout in this Circular except where the context otherwise requires:

“Board”	:	The board of Directors of the Company as at the relevant time.
“Catalist”	:	Catalist, the sponsor-supervised board of the SGX-ST.
“Catalist Rules”	:	The SGX-ST Listing Manual Section B: Rules of Catalist, as amended, supplemented or modified from time to time.
“CDP”	:	The Central Depository (Pte) Limited.
“Chairman”	:	The Chairman of the Board of the Company as at the relevant time.
“Constitution”	:	The constitution of the Company as at the Latest Practicable Date.
“Companies Act”	:	The Companies Act 1967 of Singapore, as amended, supplemented or modified from time to time.
“Company”	:	Metech International Limited.
“CPF”	:	The Central Provident Fund.
“Directors”	:	The directors of the Company as at the relevant time.
“EGM”	:	The extraordinary general meeting of the Company to be held at Raffles Marina, 10 Tuas West Drive, Singapore 638404, on 11 May 2024 at 10.00 a.m.
“Latest Practicable Date”	:	12 April 2024, being the latest practicable date prior to the publication of this Circular.
“Nominating Committee”	:	The nominating committee established by the Board.
“Notice of EGM”	:	The notice of EGM set out on page N-1 of this Circular. The Notice of EGM shall also be published on the SGXNET and the Company’s website.
“Ordinary Resolution”	:	The ordinary resolution set out in the Notice of EGM.
“Proxy Form”	:	The proxy form set out on page P-1 of this Circular. The Proxy Form shall also be published on the SGXNET and the Company’s website.
“Request Form”	:	The request form sent together with the printed copies of the Notice of EGM and the Proxy Form, to be filled up and returned by Shareholders who would like to request for a printed copy of this Circular.
“Requisition Notice”	:	The notice of requisition dated 15 March 2024 received by the Company from the Requisitioning Members, as referenced in the Company’s announcement on the SGXNET dated 18 March 2024. A copy of Requisition Notice is set out in the Appendix to this Circular.
“Requisitioning Members”	:	As stated in the Requisition Notice, Zhang Yongbi, Simon Eng, and Ang Poh Guan.

DEFINITIONS

“SFA”	:	The Securities and Futures Act 2001 of Singapore, as amended, supplemented or modified from time to time.
“SGXNET”	:	Singapore Exchange Network, a system network used by listed companies for sending information and making announcements to the SGX-ST or any other system networks prescribed by the SGX-ST for the purpose of making that information available to the market.
“SGX-ST”	:	Singapore Exchange Securities Trading Limited.
“Shareholders”	:	The registered holders for the time being of the Shares of the Company, except that where the registered holder is CDP, the term “ Shareholders ” shall, where the context admits, mean the Depositors whose Securities Accounts are credited with such Shares.
“Shares”	:	Ordinary shares in the share capital of the Company, and each a “ Share ”.
“Sponsor”	:	Novus Corporate Finance Pte. Ltd., the continuing sponsor of the Company.
“SRS”	:	The Supplementary Retirement Scheme.
“SRS Investors”	:	Investors who hold Shares under the SRS, and each a “ SRS Investor ”.
“SRS Operators”	:	Agent banks approved by CPF under the SRS.
“%”	:	Percentage or per centum.

The terms “**Depositor**” and “**Depository Register**” shall have the same meanings ascribed to them respectively in section 81SF of the SFA. The term “**subsidiary**” shall have the meaning ascribed to it in section 5 of the Companies Act. The term “**relevant intermediary**” shall have the meaning ascribed to it in section 181(6) of the Companies Act.

Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall include corporations.

The headings in this Circular are inserted for convenience only and shall be ignored in interpreting and construing the content of this Circular.

Any reference to “**Section**” is to a section of this Circular. Any reference in this Circular to any statute or enactment is a reference to that statute or enactment, as amended or re-enacted. Any word or term defined under the Companies Act, the SFA, the Catalist Rules or any statutory modification thereof and used in this Circular shall, where applicable, have the meaning ascribed to it under the Companies Act, the SFA, the Catalist Rules or any statutory modification thereof, as the case may be, unless otherwise provided.

Any reference to a time of day and to dates in this Circular shall be a reference to Singapore time and dates, unless otherwise stated.

DEFINITIONS

Any discrepancies in this Circular between the sum of the figures stated and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures which precede them. All statements other than statements of historical facts included in this Circular are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as “expect”, “anticipate”, “believe”, “estimate”, “intend”, “project”, “plan”, “strategy”, “forecast” and similar expressions or future or conditional verbs such as “if”, “will”, “would”, “should”, “could”, “may” and “might”. These statements reflect the Company’s current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Shareholders should not place undue reliance on such forward-looking statements. Further, the Company disclaims any responsibility to update or revise any forward-looking statements for any reason, even if new information becomes available or other events occur in the future, or to update any information that is made up or determined with reference to the Latest Practicable Date, even if new information becomes available or other events occur after the Latest Practicable Date, subject to compliance with all applicable laws and regulations and/or the rules of the SGX-ST and/or any other regulatory or supervisory body or agency.

LETTER TO SHAREHOLDERS

metech

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Metech International Limited

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

Directors

Mr. Chng Hee Kok	(Independent Non-Executive Chairman)
Mr. Wang Zhuo	(Executive Director and Chief Executive Officer)
Mr. Ng Cheng Huat	(Non-Executive Non-Independent Director)
Ms. Lucy Yow Su Chin	(Independent Director)
Mr. Er Kwong Wah	(Independent Director)

Registered Office

2 Venture Drive
#08-10 Vision Exchange
Singapore 608526

Date: 19 April 2024

To: The Shareholders of Metech International Limited

Dear Sir/Madam,

1. INTRODUCTION

- 1.1. On 18 March 2024, the Company announced that it had received a Requisition Notice dated 15 March 2024 from the Requisitioning Members, seeking to requisition the Directors to convene an EGM pursuant to section 176 of the Companies Act to seek Shareholders' approval for the removal of Mr. Ng Cheng Huat as Non-Executive Non-Independent Director of the Company with effect from the date of the EGM.
- 1.2. As announced by the Company on 4 April 2024, the Company has verified the validity of the Requisition Notice, and that the Requisitioning Members collectively hold not less than 10% of the total number of Shares as at the date of the Requisition Notice.
- 1.3. Accordingly, in compliance with section 176 of the Companies Act, the Company will be convening the EGM, by way of a physical meeting to be held at Raffles Marina, 10 Tuas West Drive, Singapore 638404, on 11 May 2024 at 10.00 a.m. to consider the proposal set out in the Requisition Notice, which forms the Ordinary Resolution as set out in the Notice of EGM, which shall be tabled at the EGM.
- 1.4. WongPartnership LLP has been appointed as the legal adviser to the Company as to Singapore law in relation to the preparation of this Circular. For avoidance of doubt, WongPartnership LLP has not been appointed by the Company to advise on the validity or contents of the Requisition Notice.
- 1.5. The SGX-ST does not assume any responsibility for the accuracy of any statements or opinions made or reports contained in this Circular (if any).

LETTER TO SHAREHOLDERS

2. THE REQUISITION

- 2.1. By way of background, Mr. Ng Cheng Huat was first appointed by the Board as a director of the Company on 8 February 2023¹. He was also appointed as the Non-Executive and Non-Independent Chairman of the Board, as well as a member of the Audit Committee and Nominating Committee, with effect from the same date. For further details of his initial appointment, please refer to the Company's announcement on SGXNET dated 8 February 2023. Subsequently, the Company announced on 9 November 2023, that the Board, having considered the recommendations of the Nominating Committee and having reviewed and considered the qualifications, working experience and suitability of Mr. Chng Hee Kok, has appointed Mr. Chng Hee Kok as an independent director of the Company and as the Independent Non-Executive Chairman of the Board. Further to Mr. Chng Hee Kok's appointment as the Independent Non-Executive Chairman of the Board, Mr. Ng Cheng Huat was redesignated and remained on the Board as the Non-Executive Non-Independent Director, and does not currently sit on any Board committees. For further details of the changes to the composition of the Board, please refer to the Company's announcement on SGXNET titled "Changes to the Composition of the Board of Directors and Board Committees" dated 9 November 2023.
- 2.2. Pursuant to the Requisition Notice, the following Ordinary Resolution has been set out in the Notice of EGM for Shareholders to consider, and if thought fit, to be passed with or without modifications:
- "That Ng Cheng Huat be removed as the Non-Executive Non-Independent Director of the Company with effect from the date of the EGM, and for all necessary steps to be taken to remove him from any and all appointments (whether as director, corporate representative or otherwise) with the Company, its related and/or associated companies including all subsidiaries."*
- 2.3. A copy of the Requisition Notice, including the reasons which were provided by the Requisitioning Members in support of their proposal, is set out in the Appendix (starting on page A-1). **The Board and the Company have not conducted an independent review or verification of the accuracy of any of the statements or information in the Requisition Notice, and take no responsibility for the accuracy of any of the statements or information.**
- 2.4. A copy of the Requisition Notice has also been circulated to Mr. Ng Cheng Huat. As at the Latest Practicable Date, the Company has not received any written representations from Mr. Ng Cheng Huat for inclusion in this Circular. Under section 152 of the Companies Act, Mr. Ng Cheng Huat has the right to attend and be heard at the EGM on the matter of his proposed removal.
- 2.5. As at the Latest Practicable Date, Mr. Ng Cheng Huat's only existing appointment in the Company is as a Non-Executive Non-Independent Director of the Company. Mr. Ng Cheng Huat is not a member of any of the Board committees, and does not hold any other appointment or office (whether as director, corporate representative or otherwise) with any of the Company's other subsidiary or associated company.
- 2.6. For good order, Mr. Ng Cheng Huat, being the director who is the subject of the proposed removal, has recused himself from the Board's decision to convene the EGM. The Board (excluding Mr. Ng Cheng Huat, who has recused himself) also makes no recommendation to Shareholders as to how Shareholders should vote on the Ordinary Resolution at the EGM.
- 2.7. Shareholders who wish to submit questions on the Ordinary Resolution should follow the instructions set out at Section 4.3 below to do so. The Board wishes to highlight that, as the Ordinary Resolution was proposed by the Requisitioning Members and not the Board, the Board may not be in a position to respond to all of the questions, and it may be appropriate for certain questions to be addressed to the Requisitioning Members instead and for the Requisitioning Members to attend the EGM in person to provide their responses to such questions during the EGM.

¹ Pursuant to Regulation 88 of the Company's Constitution, Mr. Ng Cheng Huat's current appointment as director by the Board shall only continue until the next annual general meeting of the Company (at which he shall be eligible for re-election).

LETTER TO SHAREHOLDERS

3. EXTRAORDINARY GENERAL MEETING

- 3.1. The Directors are convening the EGM pursuant to the Requisition Notice and the requirements of section 176 of the Companies Act.
- 3.2. The EGM will be held at Raffles Marina, 10 Tuas West Drive, Singapore 638404 on 11 May 2024 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the Ordinary Resolution as set out in the Notice of EGM on pages N-1 to N-3 of this Circular.
- 3.3. **The EGM will be convened in a physical format only and there will be no option for Shareholders to participate virtually.** A printed copy of this Circular will NOT be despatched to Shareholders as the Company's Constitution provides for the use of electronic communications pursuant to the Catalist Rules. Accordingly, only hardcopies of the Notice of EGM, Proxy Form and Request Form will be sent to Shareholders. Shareholders who wish to obtain a printed copy of this Circular should complete the Request Form and return it to the Company via email to shareholder@metechinternational.com or by post to the Company's registered office at 2 Venture Drive, #08-10 Vision Exchange, Singapore 608526, in either case, by 3 May 2024.
- 3.4. A copy of this Circular, Notice of EGM, Proxy Form and Request Form will be published and may be accessed on SGXNET at <https://www.sgx.com/securities/company-announcements> and on the Company's website at www.metechinternational.com. An Internet browser and PDF reader are required to view these documents on SGXNET or the Company's website.

4. ACTIONS TO BE TAKEN BY THE SHAREHOLDERS

4.1. Appointment of Proxies

Shareholders who are unable to attend the EGM and who wish to appoint a proxy to attend and vote at the EGM on their behalf are requested to complete, sign and return the Proxy Form attached to the Notice of EGM in accordance with the instructions printed thereon as soon as possible. The duly executed Proxy Form must be submitted to the Company in the following manner:

- (a) via email to shareholder@metechinternational.com; or
- (b) by post to the Company's registered address at 2 Venture Drive, #08-10 Vision Exchange, Singapore 608526,

in either case, by 10.00 a.m. on 8 May 2024, and in default the Proxy Form shall not be treated as valid. A Shareholder who wishes to submit the Proxy Form must either (i) complete and sign the hardcopy of the Proxy Form which will be despatched to the Shareholder, or (ii) download, complete and sign the softcopy of the Proxy Form, before submitting it either by (A) scanning and submitting it by way of electronic means via email to the email address provided above, or (B) post to the address provided above. Shareholders are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email. The submission of the Proxy Form by such Shareholder will not prevent him from attending and voting at the EGM in person if he so wishes.

Shareholders are encouraged to read the notes to the Notice of EGM for more information as regards, amongst other matters, Shareholders who are SRS Investors or who hold their Shares through a relevant intermediary.

4.2. When Depositor regarded as Shareholder

A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register as certified by CDP at least seventy-two (72) hours before the time fixed for holding the EGM.

LETTER TO SHAREHOLDERS

4.3. Submission of Questions in advance of the EGM

- (a) Shareholders may submit questions in relation to the Ordinary Resolution tabled for approval at the EGM by writing to the Company in advance of the EGM. Alternatively, Shareholders may also pose such questions during the EGM.

Shareholders should submit questions in the following manner:

- (i) via email to shareholder@metechinternational.com; or
- (ii) by post to the registered office of the Company at 2 Venture Drive, #08-10 Vision Exchange, Singapore 608526,

in either case, no later than 10.00 a.m. on 30 April 2024. Investors who hold Shares through relevant intermediaries, including under SRS, should approach their respective relevant intermediaries / SRS Operators to submit their questions based on the abovementioned instructions. Any substantive and relevant questions received by the Company after this deadline will be addressed during the EGM.

- (b) For verification purposes, when submitting any questions, Shareholders MUST provide the Company with their particulars (comprising full name (for individuals)/company name (for corporates), email address, contact number, NRIC/passport number/company registration number, shareholding type and number of shares held), failing which the submission will be treated as invalid.
- (c) For questions submitted in advance of the EGM, the Company will endeavour to address the questions which are substantial and relevant to the Ordinary Resolution prior to the EGM and by publication on the SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company's website at www.metechinternational.com no later than 48 hours before the deadline for submission of the Proxy Forms (i.e., by 10.00 a.m. on 6 May 2024).
- (d) The Directors will endeavour to address as many substantial and relevant questions in relation to the Ordinary Resolution as practicable during the EGM. However, Shareholders should note that there may not be sufficient time available at the EGM to address all questions raised. Please note that individual responses will not be sent to Shareholders.
- (e) The Company will also publish the minutes of the EGM on the SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company's website at www.metechinternational.com within one month after the EGM.

SHAREHOLDERS ARE ADVISED TO READ IN ITS ENTIRETY THIS CIRCULAR (TOGETHER WITH ALL DOCUMENTS ATTACHED THERETO, INCLUDING THE REQUISITION NOTICE) CAREFULLY AND THOROUGHLY BEFORE DECIDING WHETHER TO VOTE FOR OR AGAINST (OR TO ABSTAIN FROM VOTING ON) THE ORDINARY RESOLUTION SET OUT IN THE NOTICE OF EGM.

5. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Ordinary Resolution, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in the Circular 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 the Circular in its proper form and context.

LETTER TO SHAREHOLDERS

6. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents may be inspected at the registered office of the Company at 2 Venture Drive, #08-10 Vision Exchange, Singapore 608526 during normal business hours for a period of three months from the date hereof:

- (a) the Constitution of the Company; and
- (b) the Requisition Notice.

Shareholders who wish to inspect the documents may email shareholder@metechinternational.com to make an appointment in advance.

Yours faithfully

For and on behalf of the Board of Directors of
METECH INTERNATIONAL LIMITED
Wang Zhuo
Executive Director and Chief Executive Officer

APPENDIX

Important Note: The Requisition Notice and its contents are attributable solely to the Requisitioning Members. The Board and the Company have not conducted an independent review or verification of the accuracy of any of the statements or information in the Requisition Notice, and take no responsibility for the accuracy of any of these statements. The Requisitioning Members do not represent the Board. If you are in any doubt about its contents or the action you should take, you should consult your bank manager, stockbroker, solicitor, accountant or other professional independent adviser immediately.

APPENDIX

15 March 2024

Board of Directors
Metech International Limited
100G Pasir Panjang Road
#04-07 Interlocal Centre
Singapore 118523

Dear Sir/Mdm,

REQUISITION TO CONVENE EXTRAORDINARY GENERAL MEETING OF METECH INTERNATIONAL LIMITED (THE "COMPANY") PURSUANT TO SECTION 176 OF THE COMPANIES ACT 1967 (THE "ACT")

We, the undersigned, the shareholders of the Company, collectively holding not less than 10% of the issued shares of the Company as at the date of this letter.

We hereby exercise our rights under Section 176 of the Act and give NOTICE to the Company to convene an extraordinary general meeting of the Company ("EGM"), to be held as soon as practicable, but in any case not later than 2 months after the receipt by the Company of this requisition, for the purposes of, considering and if deemed fit, passing with or without any modifications, the following ordinary resolution.

Ordinary Resolution 1

That Ng Cheng Huat be removed as the Non-Executive Non-Independent Director of the Company with effect from the date of the EGM, and for all necessary steps to be taken to remove him from any and all appointments (whether as director, corporate representative or otherwise) with the Company, its related and/or associated companies including all its subsidiaries.

We have proposed the above resolution for the interest of the Company and all shareholders and stakeholders, for the following reasons:

- i) He raised the first requisition attempt on 25 August 2022 to seek for approval from Shareholders to appoint himself as a Director. However, his appointment was rejected by the Shareholders during the EGM on 21 October 2022;
- ii) He then raised the second requisition attempt on 7 November 2022 after he failed in his first attempt but also unsuccessful;
- iii) Nevertheless, he was appointed on 8 February 2023, the longest serving director during his time till date. Despite that, many events as announced on the SGX website still occurred when he was director. As a director and ex-chairman of the board at the relevant time, he has a duty to all shareholders and cannot claim ignorance or unawareness. We have serious concerns on whether he was negligent in his duties and did he raised any concerns or recommend any actions given that the financials and performance of the Company were in bad shape despite fund raised;
- iv) On 9 February 2024, the Company announced the board's position on the unilateral termination entered on 28 November 2023. It seems that there is conflict of interest; he seems to be acting in interest of himself, rather than shareholders as a whole, given that a board meeting was held just a few days before where he would be privy to certain information not available to us; and
- v) We note that the resolutions on the directors' fee (resolution 2 and 3) were not passed with 99.89% and 100% of the votes against the resolution, showing a lack of confidence in the directors.

APPENDIX

Yours faithfully

Name: Zhang Yongbi
No of Shares: 7,103,100

Name: Simon Eng
No of Shares: 4,925,377

Name: Ang Poh Guan
No of Shares: 11,910,000

NOTICE OF EXTRAORDINARY GENERAL MEETING

metech

铭泰国际

Metech International Limited

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

All capitalised terms used in this Notice of EGM which are not defined herein shall have the meanings ascribed to them in the Circular dated 19 April 2024 addressed to shareholders of the Company.

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of METECH INTERNATIONAL LIMITED will be held at Raffles Marina, 10 Tuas West Drive, Singapore 638404, on 11 May 2024 at 10.00 a.m., pursuant to a requisition notice dated 15 March 2024 received by the Company, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution as an ordinary resolution:

ORDINARY RESOLUTION: PROPOSED REMOVAL OF MR. NG CHENG HUAT AS THE NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY

RESOLVED: that Ng Cheng Huat be removed as the Non-Executive Non-Independent Director of the Company with effect from the date of the EGM, and for all necessary steps to be taken to remove him from any and all appointments (whether as director, corporate representative or otherwise) with the Company, its related and/or associated companies including all subsidiaries.

By Order of the Board
Metech International Limited

Wang Zhuo
Executive Director and Chief Executive Officer
19 April 2024

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. The EGM will be held at Raffles Marina, 10 Tuas West Drive, Singapore 638404, on 11 May 2024 at 10.00 a.m. **There will be no option for members to participate virtually.** A printed copy of the Circular will NOT be despatched to members as the Company's Constitution provides for the use of electronic communications pursuant to the Catalyst Rules. Accordingly, only hardcopies of this Notice of EGM, the Proxy Form and Request Form will be sent by post to members. Members who wish to obtain a printed copy of the Circular should complete the Request Form and return it to the Company via email to shareholder@metechinternational.com or by post to the Company's registered office at 2 Venture Drive, #08-10 Vision Exchange, Singapore 608526, in either case, by 3 May 2024.
2. The Circular, Notice of EGM, Proxy Form and Request Form will be made available to members on the SGXNET at <https://www.sgx.com/securities/company-announcements> and may be accessed at the Company's website at www.metechinternational.com. An Internet browser and PDF reader are required to view these documents on SGXNET or the Company's website.
3. Members (including SRS Investors) may participate in the EGM by:
 - (a) attending the EGM in person;
 - (b) raising questions at the EGM or submitting questions in advance of the EGM; and/or
 - (c) (for members reflected in the Register of Members or the Depository Register) voting at the EGM either by themselves personally or through their duly appointed proxy(ies).

Investors who hold Shares through Relevant Intermediaries (as defined herein), including under SRS, should approach their respective Relevant Intermediaries / SRS Operators to submit their questions based on the instructions stated herein.

4. A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies. Where such member's Proxy Form appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the Proxy Form, otherwise the Company shall be entitled to treat the first named proxy as representing the entire number of Shares registered against the member's name in the Depository Register and any second named proxy as an alternate to the first named proxy.
5. A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's Proxy Form appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the Proxy Form or alternatively, separate Proxy Forms should be used.
6. **"Relevant Intermediary"** has the meaning ascribed to it in section 181(6) of the Companies Act.
7. SRS Investors who wish to vote should approach their respective SRS Operators to submit their votes at least seven (7) working days before the EGM (i.e., by 30 April 2024, 10.00 a.m.) in order to allow sufficient time for their respective Relevant Intermediaries to in turn submit a Proxy Form to appoint either such SRS Investors (if they wish to attend the EGM and vote in person) or the Chairman of the EGM (in which case the SRS Investors shall be precluded from attending the EGM) as proxies to vote at the EGM.
8. Please note that where the Chairman of the EGM is appointed as proxy, the proxy appointing the Chairman of the EGM must be directed, i.e., the member must indicate for each resolution whether the Chairman of the EGM is directed to vote "for" or "against" or "abstain" from voting. If no specific direction as to voting is given, the appointment of the Chairman of the EGM as proxy for the resolution will be treated as invalid at the EGM and at any adjournment thereof. If no specific direction as to voting is given for the individual(s) named as proxies (i.e., other than the Chairman of the EGM), the named proxy/proxies will vote or abstain from voting at his/their discretion, as he/they will on any other matter arising at the EGM and at any adjournment thereof.
9. A proxy, including the Chairman of the EGM, need not be a member of the Company.
10. The duly executed Proxy Form must be submitted to the Company in the following manner:
 - (a) via email to shareholder@metechinternational.com; or
 - (b) by post to the Company's registered address at 2 Venture Drive, #08-10 Vision Exchange, Singapore 608526,

in either case, by 10.00 a.m. on 8 May 2024 (being no less than seventy-two (72) hours before the time fixed for holding the EGM), and in default the Proxy Form shall not be treated as valid. A member who wishes to submit the Proxy Form must either (i) complete and sign the hardcopy of the Proxy Form which will be despatched to the member, or (ii) download, complete and sign the softcopy of the Proxy Form, before submitting it either by (A) scanning and submitting it by way of electronic means via email to the email address provided above, or (B) post to the address provided above. Members are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email. The submission of the Proxy Form by such member will not prevent him from attending and voting at the EGM in person if he so wishes.

11. The Proxy Form must be signed by the appointor or his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised or in such manner as appropriate under the applicable laws. A copy of the power of attorney or such other authority must be submitted together with the Proxy Form, failing which the Proxy Form may be treated as invalid.

NOTICE OF EXTRAORDINARY GENERAL MEETING

12. The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form. In addition, in the case of members of the Company whose Shares are entered against their names in the Depository Register, the Company may reject a Proxy Form if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy-two (72) hours before the time fixed for holding the EGM, as certified by the CDP to the Company. A Depositor shall not be regarded as a member of the Company entitled to attend, speak and vote at the EGM unless his name appears on the Depository Register seventy-two (72) hours before the time fixed for holding the EGM.
13. Shareholders may submit questions in relation to the Ordinary Resolution tabled for approval at the EGM by writing to the Company in advance of the EGM. Alternatively, Shareholders may also pose such questions during the EGM. Shareholders should submit questions in the following manner:
- (a) via email to shareholder@metechinternational.com; or
 - (b) by post to the registered office of the Company at 2 Venture Drive, #08-10 Vision Exchange, Singapore 608526,
- in either case, no later than 10.00 a.m. on 30 April 2024. Investors who hold Shares through Relevant Intermediaries, including under SRS, should approach their respective Relevant Intermediaries / SRS Operators to submit their questions based on the abovementioned instructions. Any substantive and relevant questions received by the Company after this deadline will be addressed during the EGM.
14. For questions submitted in advance of the EGM, the Company will endeavour to address the questions which are substantial and relevant to the Ordinary Resolution prior to the EGM and by publication on the SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company's website at www.metechinternational.com no later than 48 hours before the deadline for submission of the Proxy Forms (i.e., by 10.00 a.m. on 6 May 2024).
15. For verification purposes, when submitting any questions, Shareholders MUST provide the Company with their particulars (comprising full name (for individuals)/company name (for corporates), email address, contact number, NRIC/passport number/company registration number, shareholding type and number of shares held), failing which the submission will be treated as invalid.

Personal Data Privacy Terms:

By submitting the Proxy Form for proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company: (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

This Notice of EGM has been prepared by the Company and reviewed by the Company's sponsor, Novus Corporate Finance Pte. Ltd. (the "Sponsor"), in compliance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalyst.

This Notice of EGM has not been examined or approved by the SGX-ST and the SGX-ST 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, #18-03B Suntec Tower 1, Singapore 038987, telephone (65) 6950 2188.

PROXY FORM

metech

铭泰国际

Metech International Limited

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

PROXY FORM

EXTRAORDINARY GENERAL MEETING (“EGM”)

IMPORTANT:

- Pursuant to section 181(1C) of the Companies Act 1967 of Singapore (the “Companies Act”), Relevant Intermediaries (as defined in the Companies Act) may appoint more than two (2) proxies to attend, speak and vote at the EGM.
- For investors who have used their Supplementary Retirement Scheme monies to buy Shares in the Company (the “SRS Investors”), this Proxy Form is **not valid for use** and shall be ineffective for all intents and purposes if used or purported to be used by them.
- SRS Investors may direct their SRS Operators to appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM in which case they should approach their SRS Operators to submit their votes at least seven (7) working days before the EGM (i.e., by 30 April 2024) to allow sufficient time for their respective Relevant Intermediaries to, in turn, submit a Proxy Form to appoint the Chairman of the EGM to vote on their behalf by the cut-off date at 10.00 a.m. on 8 May 2024.

I/We**, _____ (Name including NRIC/Passport No./Company Registration Number) **

of _____ (Address)
being a shareholder/shareholders of **METECH INTERNATIONAL LIMITED** (the “Company”), hereby appoint:

(a) the Chairman of the Extraordinary General Meeting (“Chairman of the EGM”); **OR**

(b) the individual(s) named below *:

Name (based on NRIC/Passport)	NRIC/Passport Number	Proportion of Shareholdings	
		Number of Shares	%
Address			

Name (based on NRIC/Passport)	NRIC/Passport Number	Proportion of Shareholdings	
		Number of Shares	%
Address			

as my/our** proxy/proxies** to attend and to vote for me/us** on my/our** behalf at the EGM of the Company to be held at Raffles Marina, 10 Tuas West Drive, Singapore 638404, on 11 May 2024 at 10.00 a.m., and at any adjournment thereof. The Ordinary Resolution put to vote at the EGM shall be decided by way of poll.

Please note that where the Chairman of the EGM is appointed as proxy, the proxy appointing the Chairman of the EGM must be directed, i.e., the member must indicate for each resolution whether the Chairman of the EGM is directed to vote “for” or “against” or “abstain” from voting. If no specific direction as to voting is given, the appointment of the Chairman of the EGM as proxy for the resolution will be treated as invalid at the EGM and at any adjournment thereof.

If no specific direction as to voting is given for the individual(s) named above as proxies (i.e. other than the Chairman of the EGM), the named proxy/proxies will vote or abstain from voting at his/their discretion, as he/they will on any other matter arising at the EGM and at any adjournment thereof.

S/N	Ordinary Resolution	No. of Votes For***	No. of Votes Against***	No. of Votes Abstain***
1.	Proposed removal of Mr. Ng Cheng Huat as the Non-Executive Non-Independent Director of the Company			

* Please indicate with a tick (✓) within the appropriate box if you wish to appoint (a) the Chairman of the EGM as your proxy for the purpose of voting at the EGM; **OR** (b) the named proxy(ies) (i.e., other than the Chairman of the EGM). For (b), you must specify the details of the named proxy(ies) accordingly.

** Delete accordingly

*** If you wish to exercise all your votes “For”, “Against” or “Abstain”, please indicate with a tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this _____ day of _____ 2024

Total Number of Shares in:	Number of Shares
(a) CDP Register	
(b) Register of Members	

Signature(s) of Shareholder(s) and/or Common Seal

IMPORTANT: PLEASE READ NOTES OVERLEAF



PROXY FORM

NOTES FOR PROXY FORM:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in section 81SF of the SFA), you should insert that number. If you have Shares registered in your name in the Register of Members of the Company, you should insert that number. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members of the Company, you should insert the aggregate of the numbers. If no number is inserted, this proxy form shall be deemed to relate to all the Shares held by you.
2. A member who is not a Relevant Intermediary (as defined herein) is entitled to appoint not more than two (2) proxies. Where such member's Proxy Form appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the Proxy Form, otherwise the Company shall be entitled to treat the first named proxy as representing the entire number of Shares registered against the member's name in the Depository Register and any second named proxy as an alternate to the first named proxy.
3. A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's Proxy Form appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the Proxy Form or alternatively, separate Proxy Forms should be used.
4. **"Relevant Intermediary"** has the meaning ascribed to it in section 181(6) of the Companies Act.
5. SRS Investors who wish to vote should approach their respective SRS Operators to submit their votes at least seven (7) working days before the EGM (i.e., by 30 April 2024) in order to allow sufficient time for their respective Relevant Intermediaries to in turn submit a Proxy Form to either appoint such SRS Investors (if they wish to attend the EGM and vote in person) or the Chairman of the EGM (in which case the SRS Investors shall be precluded from attending the EGM) as proxies to vote at the EGM.
6. A proxy, including the Chairman of the EGM, need not be a member of the Company.
7. The Proxy Form must be signed under the hand of the appointor or of his attorney duly authorised in writing. Where the 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 or in such manner as appropriate under the applicable laws. A copy of the power of attorney or such other authority must be submitted together with the Proxy Form, failing which the Proxy Form may be treated as invalid.
8. The Proxy Form must be submitted to the Company in the following manner:
 - (a) via email to shareholder@metechinternational.com; or
 - (b) by post to the Company's registered address at 2 Venture Drive, #08-10 Vision Exchange, Singapore 608526,in either case, by 10.00 a.m. on 8 May 2024 (being no less than seventy-two (72) hours before the time fixed for holding the EGM), and in default the Proxy Form shall not be treated as valid. A member who wishes to submit the Proxy Form must either (i) complete and sign the hardcopy of the Proxy Form which will be despatched to the member, or (ii) download, complete and sign the softcopy of the Proxy Form, before submitting it either by (A) scanning and submitting it by way of electronic means via email to the email address provided above, or (B) post to the address provided above. Members are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email. The submission of the Proxy Form by such member will not prevent him from attending and voting at the EGM in person if he so wishes.
9. The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form. In addition, in the case of members of the Company whose Shares are entered against their names in the Depository Register, the Company may reject a Proxy Form if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy-two (72) hours before the time fixed for holding the EGM, as certified by the CDP to the Company. A Depositor shall not be regarded as a member of the Company entitled to attend, speak and vote at the EGM unless his name appears on the Depository Register seventy-two (72) hours before the time fixed for holding the EGM.
10. By submitting this Proxy Form, a member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 19 April 2024.