



铭泰国际

Metech International Limited

(Incorporated in the Republic of Singapore)

(Company Registration Number 199206445M)

NOTICE OF EXTRAORDINARY GENERAL MEETING

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 14 March 2024 at 9.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions as ordinary resolutions:

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 28 February 2024 addressed to shareholders of the Company.

ORDINARY RESOLUTION 1: PROPOSED RATIFICATION OF THE ACQUISITION

RESOLVED THAT:

- (A) approval, confirmation and ratification be and is hereby given for the Acquisition by the Company, through AGT;
- (B) the execution by AGT of the Transaction Documents relating to the Acquisition be hereby approved, confirmed and ratified;
- (C) the Directors and each of them be and are/is hereby authorised and empowered to do all acts and things as they or him may consider necessary or expedient to give effect to the Acquisition or the transactions contemplated by or ancillary to the Acquisition, including without limitation to the foregoing, to negotiate, sign, execute and deliver all documents, approve any amendments, alterations or modifications to any document (if required) in the interests of the Company; and
- (D) all actions taken by the Company and/or the Directors in connection with, relating to or arising from the Acquisition prior to this Ordinary Resolution having been passed be and are hereby adopted, confirmed and ratified.

[See Explanatory Note 1]

ORDINARY RESOLUTION 2: PROPOSED PAYMENT OF THE SUM OF S\$63,380 AS DIRECTORS’ FEES FOR THE EXISTING NON-EXECUTIVE DIRECTORS FOR FINANCIAL YEAR ENDED 31 DECEMBER 2023, TO BE PAID IN FULL

RESOLVED THAT:

The payment of the sum of S\$63,380 as Directors’ Fees for the Existing Directors for the financial year ended 31 December 2023, to be paid in full, be approved. (FY2022: S\$274,000)

[See Explanatory Note 2]

ORDINARY RESOLUTION 3: PROPOSED PAYMENT OF THE SUM OF S\$122,312 AS DIRECTORS' FEES FOR THE PREVIOUS NON-EXECUTIVE DIRECTORS WHO HAVE RESIGNED DURING THE FINANCIAL YEAR ENDED 31 DECEMBER 2023, TO BE PAID IN FULL

RESOLVED THAT:

The payment of the sum of S\$122,312 as Directors' Fees for the Previous Directors for the financial year ended 31 December 2023, to be paid in full, be approved. (FY2022: S\$274,000)

[See Explanatory Note 3]

ORDINARY RESOLUTION 4: PROPOSED ADOPTION OF SHARE ISSUE MANDATE

RESOLVED THAT:

Pursuant to section 161 of the Companies Act 1967 of Singapore (the "**Companies Act**") and Rule 806 of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist (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 Ordinary Resolution may have ceased to be in force) allot and issue Shares in pursuance of any Instruments made or granted by the Directors while this Ordinary Resolution is in force,

Provided that:

- (i.) the aggregate number of Shares to be issued pursuant to this Ordinary Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Ordinary 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 Ordinary 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 Ordinary 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-paragraph (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 Ordinary Resolution;
- (iii.) in exercising the authority conferred by this Ordinary Resolution, the Company shall comply with the provisions of the Companies 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 Ordinary Resolution shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.

[Explanatory Note 4]

By Order of the Board
Metech International Limited

Wang Zhuo
Executive Director and Chief Executive Officer
28 February 2024

Explanatory Notes:

1. **Ordinary Resolution 1** is to seek ratification of the Acquisition which was completed on 3 March 2023. Details of the Acquisition, including information of all parties involved, the terms of the Acquisition, sources of funds, rationale for and benefits of the Acquisition, illustrative financial impact on the Company's financial position, relative figures under Chapter 10 of the Catalist Rules are set out in Section 2 of the Circular.
2. **Ordinary Resolution 2** is to seek shareholders' approval for payment of Directors' fees to the Existing Directors for FY2023, calculated on a pro-rated basis, based on a basic fee and the number of chairmanships and memberships on the Committees. The amount of Directors' fees payable to each Existing Director for FY2023 is set out in the table shown in Section 3.3.9 of the Circular.
3. **Ordinary Resolution 3** is to seek shareholders' approval for payment of Directors' fees to the Previous Directors for FY2023, calculated on a pro-rated basis, based on a basic fee and the number of chairmanships and memberships on the Committees. The amount of Directors' fees payable to each Previous Director for FY2023 is set out in the table shown in Section 3.3.9 of the Circular.
4. **Ordinary Resolution 4** if passed, is to empower the Directors of the Company, effective until the conclusion of the next annual general meeting of the Company, or the day by which the next annual general meeting 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 earlier, to allot and issue Shares in the capital of the Company and/or Instruments (as defined above). The aggregate number of Shares to be issued pursuant to Ordinary Resolution 4 (including Shares to be issued in pursuance of Instruments made or granted) shall not exceed one hundred per cent. (100%) of the total number of issued Shares excluding subsidiary holdings (as defined in the Catalist Rules) and treasury shares of the Company, with a sub-limit of fifty per cent. (50%) for Shares issued other than on a pro-rata basis (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Ordinary Resolution) to Shareholders.

Notes:

1. The EGM will be held at Raffles Marina, 10 Tuas West Drive, Singapore 638404, on 14 March 2024 at 9.00 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 Catalist 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 100G Pasir Panjang Road, #04-07 Interlocal Centre, Singapore 118523, in either case, by 6 March 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) 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 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 5 March 2024, 9.00 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. If no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the proxy(ies) (except where the Chairman of the EGM is appointed as the member's proxy) will vote or abstain from voting at his/her/their discretion. In the absence of specific direction as to the voting given by a member, the appointment of the Chairman of the EGM as the member's proxy for the resolution will be treated as invalid.
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 100G Pasir Panjang Road, Singapore 118523,

in either case, by 9.00 a.m. on 11 March 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.
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 Proposed Resolutions 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 100G Pasir Panjang Road, #04-07 Interlocal Centre, Singapore 118523,

in either case, no later than 9.00 a.m. on 6 March 2024. Investors who hold Shares through Relevant Intermediaries, including under SRS, should approach their respective SRS Operators to submit their questions based on the abovementioned instructions.

14. For questions submitted in advance of the EGM, the Company will endeavour to address the questions which are substantial and relevant to the agenda of the EGM 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 9.00 a.m. on 9 March 2024). Any substantive and relevant questions received by the Company after 6 March 2024 will be addressed during the EGM.
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.