

NOTICE OF ANNUAL GENERAL MEETING

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

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Metech International Limited (the “**Company**”) will be convened and held by way of electronic means on Friday, 29 October 2021 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

AS ORDINARY BUSINESS

- To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 30 June 2021, together with the Independent Auditors’ Report thereon. **(Ordinary Resolution 1)**

- To re-elect Mr Chay Yiowmin, who is retiring under Regulation 89 of the Company’s Constitution, as a Director of the Company. **(Ordinary Resolution 2)**

Mr Chay Yiowmin will, upon re-election as a Director of the Company, remain as the Independent Non-Executive Chairman of the Company and the Chairman of the Audit Committee. Mr Chay Yiowmin is considered independent for the purposes of Rule 704(7) of the Rules of Catalist. Information relating to Mr Chay Yiowmin as required under Rule 720(5) of the Rules of Catalist in relation to his re-election may be found on pages 28 – 41 of the Annual Report.

- To re-elect Mr Tan Siji Macarthur, who is retiring under Regulation 88 of the Company’s Constitution, as a Director of the Company. **(Ordinary Resolution 3)**

Mr Tan Siji Macarthur will, upon re-election as a Director of the Company, remain as a Non-Independent Non-Executive Director of the Company, a member of the Nominating Committee and a member of the Remuneration Committee. Information relating to Mr Tan Siji Macarthur as required under Rule 720(5) of the Rules of Catalist in relation to his re-election may be found on pages 28 – 41 of the Annual Report.

- To re-elect Ms Samantha Hua Lei, who is retiring under Regulation 88 of the Company’s Constitution, as a Director of the Company. **(Ordinary Resolution 4)**

Ms Samantha Hua Lei will, upon re-election as a Director of the Company, remain an Executive Director and the Deputy Chief Executive Officer of the Company. Information relating to Ms Samantha Hua Lei as required under Rule 720(5) of the Rules of Catalist in relation to her re-election may be found on pages 28 – 41 of the Annual Report.

- To approve the payment of the sum of S\$274,000 as Directors fees for the financial year ending 30 June 2022, to be paid quarterly in arrears. (FY2021: S\$174,000)
[See Explanatory Note (a)] **(Ordinary Resolution 5)**

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6. To re-appoint Messrs Moore Stephens LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 6)**
7. To transact any other ordinary business which may properly be transacted at an 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:

8. Share Issue Mandate

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the “**Act**”) and Rule 806 of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalyst (the “**Rules of Catalyst**”) and notwithstanding 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 100 per cent. 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

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Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50 per cent. 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 Rules of Catalist; 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, Chapter 50, the Rules of Catalist 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 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.

[See Explanatory Note (b)].

(Ordinary Resolution 7)

9. Authority to Offer and Grant Awards and Allot and Issue Shares under the Metech International Limited Performance Share Plan

That the Directors of the Company be authorised to:

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- (a) offer and grant awards (the “**Awards**”) in accordance with the provisions of the Metech International Limited Performance Share Plan (the “**Plan**”) and pursuant to Section 161 of the Act:
 - (i) to allot and issue from time to time such number of fully-paid new Shares as may be required to be delivered pursuant to the vesting of the Awards under the Plan; and
 - (ii) (notwithstanding the authority conferred by this resolution may have ceased to be in force) to allot and issue from time to time such number of fully-paid new Shares as may be required to be delivered pursuant to any Awards granted by the Directors in accordance with the Plan while the authority conferred by this resolution was in force, and
- (b) subject to the same being allowed by law, apply any Shares purchased under any share purchase mandate and to deliver such existing Shares (including treasury shares) towards the satisfaction of Awards granted under the Plan,

Provided that:

- (1) the aggregate number of Shares to be issued or transferred pursuant to the Awards under the Plan on any date, when aggregated with the number of Shares over which options or awards are granted under any other share option schemes or share schemes of the Company, shall not exceed fifteen per cent (15%) of the total number of issued Shares of the Company excluding subsidiary holdings (as defined in the Rules of Catalyst) and treasury shares on the day preceding that date; and
- (2) the aggregate number of Shares that may be issued or transferred to controlling shareholders and their associate must not exceed twenty-five per cent (25%) of the Shares available under the Plan; and the aggregate number of Shares that may be issued and transferred to each controlling shareholder or his associate must not exceed ten per cent (10%) of the Shares available under the Plan.

[See Explanatory Note (c)].

(Ordinary Resolution 8)

10. **Authority to Offer and Grant Options and Allot and Issue Shares under the Metech International Employee Share Option Scheme**

That the Directors of the Company be authorised to:

- (a) offer and grant options (the “**Options**”) in accordance with the provisions of the Metech International Limited Employee Share Option Scheme (the “**Scheme**”) and pursuant to Section 161 of the Act:

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- (i) to allot and issue from time to time such number of fully-paid new Shares as may be required to be delivered pursuant to the vesting of the Options under the Scheme; and
 - (ii) (notwithstanding the authority conferred by this resolution may have ceased to be in force) to allot and issue from time to time such number of fully-paid new Shares as may be required to be delivered pursuant to any Options granted by the Directors in accordance with the Scheme while the authority conferred by this resolution was in force, and
- (b) subject to the same being allowed by law, apply any Shares purchased under any share purchase mandate and to deliver such existing Shares (including treasury shares) towards the satisfaction of Options granted under the Scheme,

Provided that:

- (1) the aggregate number of Shares to be issued or transferred pursuant to the Options under the Scheme on any date, when aggregated with the number of Shares over which options or awards are granted under any other share option schemes or share schemes of the Company, shall not exceed fifteen per cent (15%) of the total number of issued Shares of the Company excluding subsidiary holdings (as defined in the Rules of Catalyst) and treasury shares on the day preceding that date; and
- (2) the aggregate number of Shares that may be issued or transferred to controlling shareholders and their associate must not exceed twenty-five per cent (25%) of the Shares available under the Scheme; and the number of Shares that may be issued and transferred to each controlling shareholder or his associate must not exceed ten per cent (10%) of the Shares available under the Scheme.

[See Explanatory Note (d)].

(Ordinary Resolution 9)

By Order of the Board

Gn Jong Yuh Gwendolyn
Company Secretary
14 October 2021

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Explanatory Notes:

- (a) **Ordinary Resolution 5** is to request shareholders' approval for payment of Directors' fees on a current year basis, calculated based on a basic fee and the number of chairmanships and memberships on board committees and assuming that all non-executive Directors will hold office for the full year. The increase in Directors' fees payable for the year ending 30 June 2022 is in anticipation of new individuals joining the Board of Directors of the Company.
- (b) **Ordinary Resolution 7** 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 resolution 7 (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 Rules of Catalist) and treasury shares of the Company, with a sub-limit of fifty per cent (50%) for Shares issued other than a *pro rata* basis (including Shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to shareholders.
- (c) **Ordinary Resolution 8** if passed, is to authorise the Directors of the Company to (a) offer and grant Awards in accordance with the provisions of the Plan and pursuant to section 161 of the Act; and (b) subject to the same being allowed by law, apply any Shares purchased under any share purchase mandate and to deliver such existing Shares (including treasury shares) towards the satisfaction of Awards granted under the Plan, provided always that the aggregate number of Shares to be issued or transferred pursuant to the Awards under the Plan on any date, when aggregated with the number of Shares over which options or awards are granted under any other share option schemes or share schemes of the Company, shall not exceed fifteen per cent (15%) of the total number of issued Shares of the Company excluding subsidiary holdings (as defined in the Rules of Catalist) and treasury shares on the day preceding that date. The aggregate number of Shares that may be issued to controlling shareholders and their associate must not exceed twenty-five per cent (25%) of the Shares available under the Plan; and the number of Shares may be issued to each controlling shareholder or his associate must not exceed ten per cent (10%) of the Shares available under the Plan.
- (d) **Ordinary Resolution 9** if passed, is to authorise the Directors of the Company to (a) offer and grant Options in accordance with the provisions of the Scheme and pursuant to section 161 of the Act; and (b) subject to the same being allowed by law, apply any Shares purchased under any share purchase mandate and to deliver such existing Shares (including treasury shares) towards the satisfaction of Options granted under the Scheme, provided always that the aggregate number of Shares to be issued or transferred pursuant to the Options under the Scheme on any date, when aggregated with the number of Shares over which options or awards are granted under any other share option schemes or share schemes of the Company, shall not exceed fifteen per cent (15%) of the total

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number of issued Shares of the Company excluding subsidiary holdings (as defined in the Rules of Catalyst) and treasury shares on the day preceding that date. The aggregate number of Shares that may be issued to controlling shareholders and their associate must not exceed twenty-five per cent (25%) of the Shares available under the Scheme; and the number of Shares that may be issued to each controlling shareholder or his associate must not exceed ten per cent (10%) of the Shares available under the Scheme.

Important Notes to Shareholders on arrangements for the Annual General Meeting:

1. Pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, the Annual General Meeting (“**AGM**”) will be held by way of electronic means on 29 October 2021 at 10.00 a.m.
2. Printed copies of this Notice of AGM, the Proxy Form and the Annual Report for the financial year ended 30 June 2021 (the “**FY2021 Annual Report**”) will not be sent to Shareholders. This Notice of AGM, Proxy Form and the FY2021 Annual Report may be accessed at the Company’s website at the URL <https://www.metechinternational.com>. This Notice of AGM, Proxy Form and the FY2021 Annual Report are also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.
3. Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the meeting may be electronically accessed via live audio-visual webcast or live audio-only stream), submission of comments, queries and/or questions to the Chairman of the AGM in advance of the AGM, addressing of substantial and relevant comments, queries and/or questions at the AGM and voting by appointing the Chairman of the AGM as proxy, are set out in the Company’s accompanying announcement dated 14 October 2021. This announcement may be accessed at the Company’s website at the URL <https://www.metechinternational.com> and is also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.
4. **Due to the current COVID-19 advisories issued by the relevant authorities in Singapore and the related safe distancing measures in Singapore, the AGM will be held by way of electronic means and Shareholders will not be able to attend the AGM in person. A Shareholder (whether individual or corporate) must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such Shareholder wishes to exercise his/her/its voting rights at the AGM.** The Proxy Form for the AGM may be accessed at the Company’s website at the URL <https://www.metechinternational.com> and is also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>. Where a Shareholder (whether individual or corporate) appoints the Chairman of the AGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated

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as invalid. CPF Investors and SRS Investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 19 October 2021.

5. The Chairman of the AGM, acting as proxy, need not be a Shareholder of the Company.
6. The Proxy Form must be submitted to the Company in the following manner:
 - (a) if submitted by post, be lodged with the Company's registered office at 100G Pasir Panjang Road, #04-07 Interlocal Centre, Singapore 118523; or
 - (b) if submitted electronically via email, be submitted to the Company's email at shareholder@metechinternational.com,

in any case, by 10.00 a.m. on Tuesday, 26 October 2021. A Shareholder who wishes to submit the Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or by scanning and submitting it by way of electronic means via email to the email address provided above. **In view of the current COVID-19 advisories issued by the relevant authorities in Singapore and the related safe distancing measures in Singapore, Shareholders are strongly encouraged to submit the completed Proxy Forms by way of electronic means.**

Personal data privacy:

By submitting the Proxy Form appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, a Shareholder of the Company (a) consents to the collection, use and disclosure of the Shareholder'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 the appointment of the Chairman of the AGM as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

This Notice has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, RHT Capital Pte. Ltd. (the "Sponsor") for compliance with the relevant rules of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "SGX-ST"). The Sponsor has not independently verified the contents of this Notice.

This Notice 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 Notice.

The contact person for the Sponsor is Mr Khong Choun Mun, Registered Professional, RHT Capital Pte. Ltd. at 6 Raffles Quay, #24-02, Singapore 048580, sponsor@rhtgoc.com.