

NOTICE OF THIRTY-FIRST ANNUAL GENERAL MEETING

MATEX INTERNATIONAL LIMITED
(Incorporated in the Republic of Singapore)
Company Registration No. 198904222M

Notice of Thirty-First Annual General Meeting

This Notice has been made available on the home page of the Company's corporate website (www.matex.com.sg) and SGXNET. A printed copy of this Notice will not be dispatched to members of the Company.

NOTICE IS HEREBY GIVEN that the Thirty-First Annual General Meeting of the Company ("**AGM**" or **Meeting**) will be held by way of electronic means on Wednesday, 28 April 2021 at 10.00 a.m. (Singapore Times) for the purpose of considering and, if thought fit, passing with or without any modifications, the ordinary resolutions as set out below:

Ordinary Business

1. To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2020 and the Auditors' Report thereon.

[Resolution 1]

2. To re-elect Mr. Foo Der Rong who is retiring in accordance with Article 89 of the Company's Constitution, as Director of the Company.

Note: Mr. Foo Der Rong, if re-elected, will remain as Chairman of Nominating Committee and member of the Audit committee and Remuneration committee and will be considered as an independent director.

[Resolution 2]

3. To re-elect Dr. John Chen Seow Phun ("**Dr. John Chen**") who is retiring in accordance with Article 89 of the Company's Constitution, as Director of the Company.

Note: Dr. John Chen, if re-elected, will remain as Chairman of the Board and Audit Committee and member of the Nominating committee and Remuneration committee and will be considered as an independent director.

[Resolution 3]

4. That contingent upon passing of Ordinary Resolution 3 above, to approve Dr. John Chen's continued appointment as an Independent Director in accordance with Rule 406(3)(d)(iii)(A)¹ of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist ("**Catalist Rules**"), and such Resolution shall remain in force until the earliest of the following (i) Dr. John Chen's retirement or resignation; or (ii) the conclusion of the third AGM following the passing of this Resolution.

[See explanatory note (1)]

[Resolution 4]

NOTICE OF THIRTY-FIRST ANNUAL GENERAL MEETING

5. That contingent upon passing of Ordinary Resolution 3 and 4 above, shareholders (excluding the Directors and the Chief Executive Officer (“CEO”) of the Company, and the respective associates of such Directors and CEO) to approve Dr. John Chen’s continued appointment as an Independent Director in accordance with Rule 406(3)(d)(iii)(B)¹ of the Catalist Rules, and such Resolution shall remain in force until the earlier of the following: (i) Mr Chen’s retirement or resignation; or (ii) the conclusion of the third AGM following the passing of this Resolution.

[See explanatory note (1)]

[Resolution 5]

6. To approve a sum of up to S\$117,600 as directors’ fees for the year ending 31 December 2021, to be paid quarterly in arrears. (2020: S\$117,600)

[Resolution 6]

7. To re-appoint Moore Stephens LLP as auditors and to authorise the Directors to fix their remuneration.

[Resolution 7]

Special Business

8. To consider and if thought fit, to pass the following resolution as ordinary resolution, with or without modification:–

Authority to issue shares in the capital of the Company pursuant to Section 161 of the Companies Act, Cap 50 and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited

That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Catalist Rules of the Singapore Exchange Securities Trading Limited (“SGX-ST”), the Directors of the Company be authorised and empowered to:

- (a) (i) allot and issue shares in the Company (“Shares”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “Instruments”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

NOTICE OF THIRTY-FIRST ANNUAL GENERAL MEETING

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares pursuant to any Instruments made or granted by the Directors of the Company while this Resolution was in force,

(the “**Share Issue Mandate**”)

provided that:

- (1) the aggregate number of Shares (including Shares to be issued pursuant to the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued (including Shares to be issued pursuant to the Instruments) other than on a pro-rata basis to existing shareholders of the Company shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares and that may be issued under sub-paragraph (1) above, the total number of issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - (a) new shares arising from the conversion or exercise of any convertible securities;
 - (b) new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution provided the options or awards were granted in compliance with the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares;

Adjustments in accordance with 6(2)(a) or 6(2)(b) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of passing of the Share Issue Mandate.

- (3) in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and

NOTICE OF THIRTY-FIRST ANNUAL GENERAL MEETING

- (4) unless revoked or varied by the Company in a general meeting, the Share Issue Mandate shall continue in force (i) 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 and the Catalist Rules to be held, whichever is earlier or (ii) in the case of Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such Shares in accordance with the terms of the Instruments.

[See Explanatory Note (2)]

[Resolution 8]

9. To transact any other business that may be properly transacted at an AGM.

By Order of the Board

Dr Tan Pang Kee
Chief Executive Officer/Managing Director

Singapore
13 April 2021

Explanatory Notes:

1. Ordinary Resolution 4 and 5 are to subject the continued appointment of Dr. John Chen Seow Phun ("**Dr. John Chen**"), whom had served as an Independent Director for an aggregate period of more than 9 years, to a two-tier voting process in accordance with Rule 406(3)(d)(iii) of the Catalist Rules, which has yet to come into effect. Rule 406(3)(d)(iii) of the Catalist Rules will take effect on 1 January 2022.

The Company has decided to early adopt the practice of the two-tier voting process. For the purpose of Ordinary Resolutions 4 and 5, in accordance with Rule 406(3)(d)(iii) of the Catalist Rules, the Directors and the CEO of the Company, and their respective associates, must not accept appointment as proxies unless specific instructions as to voting are given.

The Board of the Company and the Nominating Committee have evaluated the participation of Dr. John Chen at board and committee meetings and determined that he continues to possess independent thinking and the ability to exercise objective judgement on corporate matters independently.

2. The **Ordinary Resolution 8**, if passed, will empower the Directors of the Company, effective until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 50% may be issued other than on a pro-rata basis to existing shareholders of the Company.

NOTICE OF THIRTY-FIRST ANNUAL GENERAL MEETING

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

Notes:

General

1. Pursuant to the COVID-19 (Temporary Measures) Act that was passed by Parliament on 7 April 2020 ("**Temporary Measures Act**") and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 issued by the Minister of Law on 13 April 2020 (as amended from time to time) ("**Meeting Orders**"), issuers are able to make alternative arrangements to hold general meetings where personal attendance is required under written law or legal instruments (such as a company's constitution). The Meeting Orders has been extended from 30 September 2020 to 30 June 2021 and amendments to the Temporary Measures Act come into force on 29 September 2020. A joint statement was also issued on 13 April 2020, and subsequently updated on 27 April 2020 and 1 October 2020, by the Monetary Authority of Singapore, the Accounting and Corporate Regulatory Authority and the Singapore Exchange Regulation to provide guidance on the conduct of general meetings during the period when elevated safe distancing measures are in place. In view of these development, general meetings which held on or before 30 June 2021 can be held via electronic means, and are encouraged to do so. This will help keep physical interactions and COVID-19 transmission risks to a minimum, which remain important in the long term, even as safe distancing regulations are gradually and cautiously relaxed. As such, the AGM will be held by electronic means and members of the Company will NOT be allowed to attend the AGM in person.
2. Alternative arrangements are instead put in place to allow shareholders to participate in the AGM by:
 - a. watching or listening to the AGM proceedings via a Live Webcast (as defined below). Shareholders who wish to participate as such will have to pre-register in the manner outlined in Note 3 below;
 - b. submitting questions ahead of the AGM. Please refer to Notes 6 to 11 below for further details; and
 - c. voting by proxy at the AGM. Please refer to Notes 12 to 19 below for further details.

Participation in AGM proceedings via "live" webcast

3. A shareholder of the Company or their corporate representatives (in the case of a shareholder which is a legal entity) will be able to watch or listen to the proceedings of the AGM through a "live" webcast via mobile phone, tablet or computer ("**Live Webcast**"). In order to do so, the shareholder will have to follow these steps:
 - (a) Shareholders (including those who hold their shares through Relevant Intermediaries (including CPF Investors or SRS Investors)) who wish to watch or listen to the Live Webcast must pre-register with the Company at the URL: <https://www.bigmarker.com/AAP/Matex-International-Limited-General-Meetings-2021> (the "**Matex AGM Website**") no later than 10.00 a.m. on 26 April 2021 ("**Registration Deadline**").
 - (b) Corporate shareholders must also submit a copy of the Corporate Representative Certificate to the Company at eagm@matex.com.sg, in addition to the registration procedures as set out in paragraph (a) above, by the Registration Deadline, for verification purpose.
 - (c) Following authentication of a shareholder's status, such shareholder will receive an email on their authentication status and instructions on how to access the Live Webcast of the AGM proceedings.
 - (d) Shareholders who have pre-registered by the Registration Deadline but do not receive the aforementioned email by 12.00 p.m. on 27 April 2021 should check the 'spam/junk' folder before contacting the Company at the following email address: eagm@matex.com.sg, with the following details included: (1) the full name of the shareholder; and (2) his/her/its identification/registration number.
4. Shareholders are reminded that the AGM proceedings are private. Instructions on access to the Live Webcast of the AGM proceedings should therefore not be shared with anyone who is not a shareholder of the Company or otherwise he or she shall not be authorised to attend the AGM. Recording of the Live Webcast in whatever form is also strictly prohibited.
5. Non-CPF/SRS holders whose shares are registered under Depository Agents ("**DAs**") must also contact their respective DAs to indicate their interest in order for their respective DAs to make the necessary arrangements as stated in Notes 3 above for them to participate in the Live Webcast of the AGM proceedings.

NOTICE OF THIRTY-FIRST ANNUAL GENERAL MEETING

Submission of questions prior to the AGM

6. A member of the Company may also submit questions relating to the resolutions to be tabled for approval at the AGM or the Company's businesses and operations. The Company will endeavour to address questions which are substantial and relevant.
7. To do so, all questions must be submitted no later than **10.00 a.m. on 21 April 2021** (the "**Submission Deadline**") through any one of the following means:
 - (a) in physical copy by depositing the same at the registered office of the Company at **1003 Bukit Merah Central, #01-10, Inno Centre, Singapore 159836**, or
 - (b) by email to eagm@matex.com.sg.
8. If the questions are deposited in physical copy at the Company's registered office or sent via email, and in either case not accompanied by the completed and executed proxy form, the following details must be included with the submitted questions: (1) the full name of the shareholder; and (2) his/her/its identification/registration number for verification purposes, failing which the submission will be treated as invalid.
9. The Company will endeavour to address substantial and relevant questions relating to the resolution to be tabled for approval at the AGM.
10. Please note that shareholders will not be able to ask questions at the AGM and accordingly, it is important for shareholders to submit their questions by the Submission Deadline.
11. The Company will publish the minutes of the AGM on SGXNet and the Company's website, and the minutes will record substantial and relevant questions from shareholders relating to the resolution tabled at the AGM, and the responses from the board of directors and management (as applicable).

Voting by proxy

12. If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the AGM. In appointing the Chairman of the Meeting as proxy, such member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the instrument appointing the Chairman of the Meeting as proxy ("**Proxy Form**"), failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
13. The Chairman of the Meeting, as proxy, need not be a member of the Company.
14. The Proxy Form must be submitted through any one of the following means: (a) by depositing a physical copy at the registered office of the Company at **1003 Bukit Merah Central, #01-10, Inno Centre, Singapore 159836**; or (b) by sending a scanned PDF copy by email to eagm@matex.com.sg, in each case, no later than **10.00 a.m. on 26 April 2021**, and failing which, the Proxy Form will not be treated as valid.
15. The Proxy Form must be executed 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 under its common seal or under the hand of its officer or attorney duly authorised. Where the Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.
16. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative with respect to the AGM, in accordance with Section 179 of the Companies Act (Chapter 50 of Singapore) and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
17. The Company shall be entitled to reject the Proxy Form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form.
18. In the case of a member of the Company whose shares are entered against his/her name in the Depository Register, the Company may reject any Proxy Form if the member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.
19. A member of the Company who holds his/her shares through a Relevant Intermediary* (including CPFIS Members or SRS Investors) and who wish to exercise his/her votes by appointing the Chairman of the Meeting as proxy should approach his/her Relevant Intermediary (including his/her CPF Agent Bank or SRS Operator) to submit his/her voting instructions at least seven (7) working days prior to the date of the AGM.

NOTICE OF THIRTY-FIRST ANNUAL GENERAL MEETING

*A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act, Chapter 19 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services under the Securities and Futures Act, Chapter 289 and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act, Chapter 36, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

Personal data privacy:

By pre-registering for the Live Webcast, submitting a Proxy Form appointing the Chairman of the Meeting as proxy to vote at the AGM and/or any adjournment thereof, and/or submitting questions relating to the resolutions to be tabled for approval at the AGM or the Company's businesses and operations, a member of the Company consents to the collection, use and disclosure of such member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration, analysis and facilitation by the Company (or its agents or service providers) of his/her/its appointment of the Chairman of the Meeting 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 document has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, CIMB Bank Berhad, Singapore Branch ("**Sponsor**") for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), this being the SGX-ST Listing Manual Section B: Rules of Catalist. The Sponsor has not independently verified the contents of this document.

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

The contact person for the Sponsor are Mr. Jason Chian, Head, Corporate Finance, CIMB Bank Berhad, Singapore Branch. The contact particulars are 50 Raffles Place, #09-01 Singapore Land Tower, Singapore 048623, Telephone: +65 6337 5115.