

# Notice Of Annual General Meeting

## MEWAH INTERNATIONAL INC.

(Company No. CR-166055)

(Cayman Islands Company)

(the “**Company**”)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of MEWAH INTERNATIONAL INC. (“**Company**”) will be held at Genting Ballroom 1, Level 1, Genting Hotel Jurong, 2 Town Hall Link, Singapore 608516 on Friday, 26 April 2024 at 10.30 a.m. for the following purposes:

### AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company and its subsidiaries for the financial year ended 31 December 2023 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To declare a Tax Exempt One-Tier Final Dividend of S\$0.0061 per ordinary share for the financial year ended 31 December 2023. **(Resolution 2)**
3. To re-elect Dr Cheo Tong Choon @ Lee Tong Choon, a Director retiring pursuant to Article 86(1) of the Company’s Memorandum and Articles of Association. [See Explanatory Note (i)] **(Resolution 3)**
4. To re-elect Tan Sri Dato’ A Ghani Bin Othman, a Director retiring pursuant to Article 86(1) of the Company’s Memorandum and Articles of Association. [See Explanatory Note (ii)] **(Resolution 4)**
5. To note that Dr Foo Say Mui (Bill) will be retiring pursuant to Article 86(1) of the Company’s Memorandum and Articles of Association and he will not be seeking re-election at this Annual General Meeting. [See Explanatory Note (iii)]
6. To note that Mr Robert Loke Tan Cheng will be retiring pursuant to Article 86(1) of the Company’s Memorandum and Articles of Association and he will not be seeking re-election at this Annual General Meeting. [See Explanatory Note (iv)]
7. To approve the appointment of Mr Richard Eu Yee Ming pursuant to Article 85(1) of the Company’s Memorandum and Articles of Association, as an Independent Director with effect from the conclusion of Annual General Meeting of the Company on 26 April 2024. [See Explanatory Note (v)]. **(Resolution 5)**
8. To approve the appointment of Professor Annie Koh pursuant to Article 85(1) of the Company’s Memorandum and Articles of Association, as an Independent Director with effect from the conclusion of Annual General Meeting of the Company on 26 April 2024. [See Explanatory Note (vi)]. **(Resolution 6)**
9. To approve the payment of Directors’ Fees amounting to S\$258,000.00 (2023: S\$258,000) for the financial year ending 31 December 2024 to be paid at the end of each quarter during the financial year. **(Resolution 7)**
10. To re-appoint Messrs PricewaterhouseCoopers LLP as the Company’s Auditors and to authorise the Directors to fix their remuneration. **(Resolution 8)**
11. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

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## AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without modifications:

### 12. GENERAL MANDATE TO ISSUE SHARES OR CONVERTIBLE SECURITIES

That pursuant to Rule 806 of the listing rules of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), and notwithstanding the provisions of the Memorandum and Articles of Association of the Company, authority be and is hereby given to the Directors of the Company to:

- (1) (i) allot and issue 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 may 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,
- (2) (notwithstanding that the authority conferred by paragraph 1 of this resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this resolution was in force,

at any time and from time to time upon such terms and conditions, whether for cash or otherwise, and for such purposes and to such persons as the Directors may think fit for the benefit of the Company, provided that:

- a. 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 fifty per cent. (50%) of the total number of issued Shares excluding subsidiary holdings (as defined in the Listing Manual of the SGX-ST) and treasury shares of the Company (as calculated in accordance with sub-paragraph b. below), of which the aggregate number of Shares to be offered other than on a pro-rata basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed twenty per cent. (20%) of the total number of issued Shares excluding subsidiary holdings (as defined in the Listing Manual of the SGX-ST) and treasury shares of the Company (as calculated in accordance with sub-paragraph b. below);
- b. for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph a. above, the percentage of the total number of issued Shares excluding subsidiary holdings (as defined in the Listing Manual of the SGX-ST) and treasury shares shall be calculated based on the total number of issued Shares excluding subsidiary holdings (as defined in the Listing Manual of the SGX-ST) and treasury shares of the Company at the time of the passing of this resolution, after adjusting for:
  - (i) new Shares arising from the conversion or exercise of any convertible securities;
  - (ii) new Shares arising from exercise of share options or vesting share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
  - (iii) any subsequent bonus issue, consolidation or subdivision of Shares;

provided that adjustments in accordance with sub-paragraphs (i) and (ii) 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 this resolution;

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- c. in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Memorandum of Association and Articles of Association for the time being of the Company; and
  - d. unless revoked or varied by the Company in general meeting, the 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 to be held, whichever is the earlier, except that the Directors shall be authorised to allot and issue Shares pursuant to any Instrument made or granted by the Directors while this resolution was in force notwithstanding that such authority has ceased to be in force at the time of issue of such Shares.  
[See Explanatory Note (vii)].
- (Resolution 9)**

## 13. INTERESTED PERSON TRANSACTIONS

That for the purposes of Chapter 9 of the Listing Manual ("**Chapter 9**") of the SGX-ST:

- (1) approval be and is hereby given for the Company, its subsidiaries and associated companies that are considered to be "**entities at risk**" under Chapter 9, or any of them, to enter into any of the transactions falling within the types of interested person transactions described in the Appendix to the Annual Report for the financial year 2023 (the "**Appendix**") with any party who is of the class of interested persons described in the Appendix, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions (the "**Mandate**");
  - (2) the approval given in paragraph (1) above shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company; and
  - (3) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the Mandate and/or this Resolution. .  
[See Explanatory Note (viii)]
- (Resolution 10)**

By Order of the Board

Abdul Jabbar Bin Karam Din  
Company Secretary

Singapore,  
11 April 2024

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## Explanatory Notes:

- (i) Dr Cheo Tong Choon @ Lee Tong Choon, upon re-election as a Director of the Company, will remain as the Chairman of the Board, an Executive Director and a Member of the Nominating Committee. Please refer to the "Board of Directors" of the Annual Report for the financial year 2023 dated 11 April 2024 ("**Annual Report 2023**") for the profile of Dr Cheo. You may also refer to the "Corporate Governance Report" of the Annual Report 2023 for the additional information pursuant to Rule 720 (6) and Appendix 7.4.1 of the Listing Manual.
- (ii) Tan Sri Dato' A Ghani Bin Othman, upon re-election as a Director of the Company will remain as Member of the Audit and the Remuneration Committees. Tan Sri Dato' A Ghani Bin Othman is an Independent Director. Please refer to the "Board of Directors" of the Annual Report 2023 for the profile of Tan Sri Dato' A Ghani Bin Othman. You may also refer to the "Corporate Governance Report" of the Annual Report 2023 for the additional information pursuant to Rule 720 (6) and Appendix 7.4.1 of the Listing Manual.
- (iii) Upon his retirement, Dr Foo Say Mui (Bill) will be relinquished as the Lead Independent Director and the Chairman of the Remuneration and the Nominating Committees.
- (iv) Upon his retirement, Mr Robert Loke Tan Cheng will be relinquished as the Chairman of the Audit Committee and a Member of the Remuneration and the Nominating Committees.
- (v) Mr Richard Eu Yee Ming, upon appointment as a Director of the Company, will be the Chairman of the Nominating and the Remuneration Committees. Mr Richard Eu Yee Ming will be the Lead Independent Director. Please refer to the "Board of Directors" of the Annual Report 2023 for the biography of Mr Eu.
- (vi) Professor Annie Koh, upon appointment as a Director of the Company, will be Chairperson of the Audit Committee and a Member of the Nominating and the Remuneration Committees. Professor Annie Koh will be an Independent Director. Please refer to the "Board of Directors" of the Annual Report 2023 for the biography of Professor Koh.
- (vii) The Ordinary Resolution 9 proposed in item 12 above, if passed, is to empower the Directors 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 9 (including shares to be issued in pursuance of instruments made or granted) shall not exceed fifty percent. (50%) of the total number of issued shares excluding subsidiary holdings (as defined in the Listing Manual of the SGX-ST) and treasury shares of the Company, with a sub-limit of twenty percent. (20%) 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 Resolution) to shareholders with registered addresses in Singapore. For the purpose of determining the aggregate number of shares that may be issued, the percentage of the total number of issued shares excluding subsidiary holdings (as defined in the Listing Manual of the SGX-ST) and treasury shares of the Company will be calculated based on the total number of issued shares excluding subsidiary holdings (as defined in the Listing Manual of the SGX-ST) and treasury shares of the Company at the time of the passing of Resolution 9, after adjusting for (i) new shares arising from the conversion or exercise of any convertible securities; (ii) new shares arising from the exercise of share options or vesting of share awards provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and (iii) any subsequent bonus issue, consolidation or subdivision of shares. The adjustments in accordance with (i) and (ii) 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 the passing of Resolution 9.
- (viii) The Ordinary Resolution 10 proposed in item 13 above, if passed, is to empower the Directors of the Company to continue to enter into interested person transactions, on the Group's normal commercial terms and in accordance with the guidelines and procedures of the Company for interested person transactions as described in the Appendix dated 11 April 2024. This authority will continue in force until the next Annual General Meeting.

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## Notes:

1. The Annual General Meeting of the Company (the “AGM” or the “Meeting”) will be held, in a wholly physical format, at Genting Ballroom 1, Level 1, Genting Hotel Jurong, 2 Town Hall Link, Singapore 608516 on Friday, 26 April 2024 at 10.30 a.m.. **There will be no option for shareholders to participate virtually.**
2. Printed copies of the Notice of AGM and the accompanying Proxy Form(s) will be dispatched to the shareholders along with the Request Form for the request of hardcopies of the Annual Report 2023 and the Appendix dated 11 April 2024 (in relation to the proposed renewal of the mandate for interested person transactions). This Notice of AGM and the accompanying proxy form may also be accessed at the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and the Company’s website at URL <https://mewahgroup.com/AnnualReport.php> and/or <https://www.mewahgroup.com/Announcements.php>.
3. Questions in advance of the AGM may be submitted via email to the Company’s Share Registrar at [mewahagm2024@boardroomlimited.com](mailto:mewahagm2024@boardroomlimited.com) or by post to the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632 from Thursday, 11 April 2024. The deadline for shareholders to submit questions in advance is 10:30 a.m. on Thursday, 18 April 2024.
4. Each of the resolutions to be put to the vote of the shareholders at the AGM (and at any adjournment thereof) will be voted on by way of a poll.
5. If a shareholder being a Depositor whose name appears in the Depository Register wishes to attend and vote at the AGM, then he/she should complete the instrument appointing a proxy and submit to the Company the duly completed Proxy Form at least 48 hours before the time of the AGM.
6. If a Depositor wishes to appoint a proxy(ies), then the instrument appointing a proxy must be submitted to the Company, at least 48 hours before the time of the AGM.
7. A proxy need not be a shareholder of the Company.
8. The instrument appointing a proxy must be submitted to the Company in the following manner:
  - a) if submitted by post, be lodged at the office of the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632, or
  - b) if submitted electronically, be submitted via email to the Company’s Share Registrar at [mewahagm2024@boardroomlimited.com](mailto:mewahagm2024@boardroomlimited.com);

in either case at least 48 hours before the time appointed for holding the AGM, i.e. **by 10.30 a.m. on 24 April 2024.**
9. The Annual Report 2023 and the Appendix dated 11 April 2024 (in relation to the proposed renewal of the mandate for interested person transactions) may be accessed at the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and the Company’s website at URL <https://www.mewahgroup.com/AnnualReport.php>.

Shareholders may request for printed copies of these documents by submitting the request via email to the Company’s Share Registrar, at [mewahagm2024@boardroomlimited.com](mailto:mewahagm2024@boardroomlimited.com) no later than 19 April 2024. 5:00p.m.. By submitting such request, a shareholder agrees and acknowledges that the Company and/ or its service providers may collect, use and disclose his/ her personal data, as contained in the submitted request or which is otherwise collected from him/ her (or his/ her authorised representative(s)), for the purpose of processing and effecting his/ her request.

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## Personal data privacy:

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

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