

CIRCULAR DATED 30 AUGUST 2021

MEMSTAR TECHNOLOGY LTD.

(UEN No.: 197901641K)

(Incorporated in the Republic of Singapore)

Circular to the Shareholders

in relation to

The Proposed Members' Voluntary Winding Up and Liquidation of the Company

IMPORTANT DATES AND TIMES:

Last date and time for lodgement of Proxy Form	19 September 2021 at 11.00 a.m.
Date and time of Extraordinary General Meeting	21 September 2021 at 11.00 a.m. (or immediately after the conclusion of the Annual General Meeting of the Company to be held at 10.00 a.m. on the same day)
Place of Extraordinary General Meeting	held by way of electronic means

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DEFINITIONS

In this Circular, the following definitions shall apply throughout unless the context otherwise requires or otherwise stated:

- “ACRA”** : The Accounting and Corporate Regulatory Authority
- “Board”** : The board of directors of the Company
- “Circular”** : This circular dated 30 August 2021
- “Companies Act”** : The Companies Act, Chapter 50 of Singapore, as may be amended, modified or supplemented from time to time
- “Company”** : Memstar Technology Ltd.
- “Constitution”** : The constitution of the Company, as may be amended, modified, or supplemented from time to time
- “Directors”** : The directors of the Company as at the date of this Circular
- “EGM”** : The extraordinary general meeting of the Company to be convened on 21 September 2021 at 11.00 a.m. (or immediately after the conclusion of the Annual General Meeting of the Company to be held at 10.00 a.m. on the same day), notice of which is set out on pages 15 to 18 of this Circular
- “Final General Meeting”** : The final general meeting of the Company to be convened by the Liquidators under the Proposed Members’ Voluntary Liquidation
- “FY2018”** : The financial year ended 30 June 2018
- “FY2019”** : The financial year ended 30 June 2019
- “FY2020”** : The financial year ended 30 June 2020
- “Latest Practicable Date”** : 27 August 2021, being the latest practicable date prior to the publishing of this Circular
- “Insolvency, Restructuring and Dissolution Act 2018”** : The Insolvency, Restructuring and Dissolution Act 2018 (No. 40 of 2018) as may be amended, modified or supplemented from time to time
- “Liquidators”** : The proposed liquidators of the Company to be appointed at the EGM
- “Notice of EGM”** : The notice of the EGM as set out on pages 15 to 18 of this Circular
- “Proposed Distribution”** : The proposed distribution to be made by the Liquidators to Entitled Shareholders under the Proposed Members’ Voluntary Liquidation in proportion to their

	shareholdings in the Company following the settlement of the liabilities of the Company
“Proposed Members’ Voluntary Liquidation”	: The proposed members’ voluntary winding-up and liquidation of the Company to be proposed at the EGM
“Proxy Form”	: The proxy form in respect of the EGM as set out in this Circular
“Register of Members”	: The register of members of the Company
“SGX-ST”	: Singapore Exchange Securities Trading Limited
“Shareholders”	: Registered holders of Shares
“Shares”	: Ordinary shares in the issued share capital of the Company
“S\$”	: Singapore dollars
“%”	: percentage or per centum

References to “paragraph” are to the paragraphs of this Circular, unless otherwise stated.

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.

References to persons shall, where applicable, include corporations.

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

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, the Insolvency, Restructuring and Dissolution Act 2018, or any relevant laws of the Republic of Singapore or any statutory modification thereof and used in this Circular shall have the same meaning assigned to it under the Companies Act, the Insolvency, Restructuring and Dissolution Act 2018, or any relevant laws of the Republic of Singapore or any statutory modification thereof, as the case may be, unless the context otherwise requires.

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

Any discrepancies in the figures included in this Circular between the amounts listed and the totals thereof are due to rounding. Accordingly, the figures shown as totals in this Circular may not be an arithmetic aggregation of the figures that precede them.

LETTER TO SHAREHOLDERS

MEMSTAR TECHNOLOGY LTD.
(UEN No.: 197901641K)
(Incorporated in the Republic of Singapore)

Directors of the Company:

Pan Shuhong
Ge Hailin

Registered Office:

11, Kian Teck Drive,
Singapore 628828

30 August 2021

To: The Shareholders of Memstar Technology Ltd.

Dear Sir/Madam,

THE PROPOSED MEMBERS' VOLUNTARY WINDING UP AND LIQUIDATION OF THE COMPANY

1 INTRODUCTION

- 1.1 The purpose of this Circular is to provide Shareholders with the relevant information pertaining to the Proposed Members' Voluntary Liquidation, so as to seek Shareholders' approval for the resolutions relating to the same at the EGM to be convened on 21 September 2021 at 11.00 a.m. (or immediately after the conclusion of the Annual General Meeting of the Company to be held at 10.00 a.m. on the same day), notice of which is set out on pages 15 to 18 of this Circular.
- 1.2 Shareholders are advised to read this Circular in its entirety and to consult their legal, financial, tax or other professional adviser should they require advice in the context of this Circular.

2 THE PROPOSED MEMBERS' VOLUNTARY WINDING UP AND LIQUIDATION OF THE COMPANY

2.1 Background

- 2.1.1 The Company was incorporated on 12 June 1979 as Form Private Limited. Its primary business was the manufacture and supply of polyvinylidene fluoride hollow fibre membrane products and systems used in water and wastewater treatment. On 29 July 2013, the Company announced that it had entered into a conditional sale and purchase agreement with United Envirotech Ltd to dispose of its principal and wholly-owned subsidiary, Memstar Pte. Ltd. and to transfer and/or novate certain other assets to Memstar Pte. Ltd. or United Envirotech Ltd. The shareholders of the Company approved of such a transaction at an extraordinary general meeting of the Company on 12 February 2014, and completion of the above transaction took place on 11 April 2014.

- 2.1.2 Following the Company's disposal of its principal and wholly-owned subsidiary to United Envirotech Ltd in 2014, the Company distributed its total distributable profits and retained earnings and returned its excess capital to the Shareholders such that for every 1,000 shares held in the Company, the Shareholders received S\$24.37 in cash and 75 shares in United Envirotech Ltd.
- 2.1.3 Subsequently, the Company entered into negotiations in relation to the proposed acquisition of the entire issued share capital of Longmen Group Ltd. by way of a proposed reverse takeover of the Company, and entered into a sale and purchase agreement concerning the above on 20 December 2014 (the "**RTO SPA**"). Under the RTO SPA, the Company paid Longmen Group Ltd. a refundable deposit of US\$5 million, which, under the terms of the RTO SPA, was to be refunded in the event that the proposed RTO was left uncomplete by the long stop date defined therein.
- 2.1.4 By 23 February 2016, the Company was aware that Longmen Group Ltd. had failed to fulfil certain deliverables under the RTO SPA. The Company terminated the RTO SPA on 7 April 2016 pursuant to, *inter alia*, breaches of various conditions and/or representations under the RTO SPA, and demanded repayment of the US\$5 million refundable deposit.
- 2.1.5 On 18 May 2016, the Company received a notification of delisting from the Official List of the SGX-ST. The Company's delisting from the Official list of the SGX-ST was deferred several times. Trading in the Company's securities on the SGX-ST was suspended from 20 June 2016.
- 2.1.6 The Company and Longmen Group Ltd. were unable to reach an amicable settlement of the claim, and the Company commenced legal action against Longmen Group Ltd., among others, on 8 March 2018.
- 2.1.7 On 28 July 2018, the Company entered into an implementation agreement (the "**Implementation Agreement**") with a new reverse takeover target, T B N Property Company Limited ("**TBN**"), pursuant to which the Company's listing status on the Main Board of the SGX-ST will be transferred to TBN by way of a scheme of arrangement to be undertaken pursuant to Section 210 of the Companies Act.
- 2.1.8 Notwithstanding the extension of time granted to the Company and TBN by the SGX-ST, the Company and TBN were unable to submit the scheme and pre-admission notification in respect of the transfer of the Company's listing status to TBN, resulting in the long stop date of the Implementation Agreement lapsing, and the Implementation Agreement ceasing to have any further effect.
- 2.1.9 SGX-ST sent the Company a notification of delisting from the Official List of the SGX-ST on 7 February 2020 pursuant to Listing Rule 1018(2), requiring the Company or its controlling shareholders to provide a reasonable exit offer to the Company's shareholders. The Company announced on 8 May 2020 that it was not able to provide a reasonable exit offer due to cash limitations, and the Company's controlling shareholders had not expressed any intention to make an exit offer.
- 2.1.10 In view of the Company's inability to provide a reasonable exit offer, SGX-ST notified the Company on 23 September 2020 that the Company would be delisted on 7 October 2020.
- 2.1.11 In the last announcement made by the Company on 24 September 2020 prior to the Company's delisting from the Official List of the SGX-ST, the Board announced to the

Shareholders that the Company's controlling shareholders had, at that time, expressed no intention to make an exit offer, and that the Company was unable to provide a reasonable exit strategy for the Shareholders. In the time since the announcement made by the Company on 24 September 2020, circumstances have changed such that there is now a reasonable exit strategy for the Shareholders in the form of the Proposed Members' Voluntary Liquidation.

- 2.1.12 At the time of the announcement made by the Company on 24 September 2020, the Company was understood to be in a net liability position, and it was unlikely that there would be cash available for distribution upon realisation of the Company's assets in a voluntary liquidation of the Company. In addition to the above, the Company was at the time engaged in legal proceedings against Longmen Group Ltd. As a result of the above, the Company did not undergo winding-up proceedings at the time of the 24 September 2020 announcement.
- 2.1.13 The Company was delisted from the Official List of the SGX-ST on 7 October 2020.
- 2.1.14 Subsequent to the delisting of the Company from the Official List of the SGX-ST on 7 October 2020, the legal proceedings against Longmen Group Ltd. concluded in favour of the Company, and the Company recovered the debts owed to it by Longmen Group Ltd. As a result of the recovery of such a debt, the Company is currently in a position in which its assets exceed its liabilities, and there will be cash available for distribution upon realisation of the Company's assets in a voluntary liquidation of the Company.

2.2 Rationale

- 2.2.1 The Board is of the view that it is in the best interests of the shareholders of the Company that the Company be voluntarily liquidated and the remaining cash distributed to Shareholders, having taken into consideration the following factors, amongst others:
- (a) the Company has not had business operations since the completion of the disposal of its principal and wholly-owned subsidiary on 11 April 2014, and no revenue has been generated and no assets were acquired by the Company;
 - (b) all efforts to engage in a reverse takeover or to find new business have failed;
 - (c) the controlling shareholders if the Company do not wish to make an exit offer to the Company's Shareholders;
 - (d) the Company is in a net cash position; and
 - (e) there is no other feasible exit strategy immediately available to the Company.

2.3 Commencement and Effect of the Proposed Members' Voluntary Liquidation

- 2.3.1 The Proposed Members' Voluntary Liquidation, which will be conducted in accordance with the Companies Act and the Insolvency, Restructuring and Dissolution Act 2018, shall be subject to the approval of Shareholders by way of Special Resolution 1 and Ordinary Resolution 1 as set out in the Notice of EGM being passed at the EGM.
- 2.3.2 Special resolutions require on a poll, not less than 75% of the total number of Shares held by the Shareholders present and voting, either in person or by proxy, at the EGM to be cast in favour of the resolutions. Ordinary resolutions require on a poll, more than 50% of the total number of Shares held by the Shareholders present and voting, either in person or by proxy, at the EGM to be cast in favour of the resolutions.

- 2.3.3 Under the Insolvency, Restructuring and Dissolution Act 2018, the Proposed Members' Voluntary Liquidation is deemed to and shall commence at the time of the passing of the Proposed Members' Voluntary Liquidation resolutions. The powers of the Directors will cease from the time the Proposed Members' Voluntary Liquidation commences. The Company shall from the commencement of the winding up cease to carry on its business, except so far as is required, in the opinion of the Liquidators, for the beneficial winding up thereof.
- 2.3.4 In addition, under the Insolvency, Restructuring and Dissolution Act 2018, any transfer of Shares made after the commencement of the Proposed Members' Voluntary Liquidation is void, unless the transfer is made with the sanction of the Liquidators.
- 2.3.5 The corporate state and corporate powers of the Company shall, notwithstanding anything to the contrary in the Constitution, continue until it is dissolved.
- 2.3.6 A brief description of the process of and the indicative timetable for the Proposed Members' Voluntary Liquidation is set out in Appendix 1 to this Circular.

2.4 **Details of the Liquidators**

- 2.4.1 The proposed Liquidators are Mr Bernard Juay Sze Sin ("**Mr Juay**") and Ms Shirley Lim Guat Hua ("**Ms Lim**") of Complete Corporate Services Pte Ltd (UEN: 198500617M) of 10 Anson Road, #29-07, International Plaza, Singapore 079903 ("**Complete Corporate Services**").
- 2.4.2 Complete Corporate Services is an integrated business solutions and corporate service provider offering a comprehensive list of services in business advisory, accounting and payroll, taxation and corporate secretarial including members' voluntary liquidation and striking off.
- 2.4.3 Mr Juay is a licensed insolvency practitioner registered with the Ministry of Law, with more than 20 years of experience in the areas of corporate finance and corporate restructuring and insolvency. He has handled various corporate insolvency engagements in compulsory court winding up, creditors' and members' voluntary liquidation and judicial management as well as the administration of individual bankruptcy proceedings. He has also been involved in a number of special engagements including forensic investigation, litigation support, expert witness in court proceedings involving commercial dispute, valuation of shares and businesses, corporate restructuring and financial due diligence. Mr Juay is a Chartered Accountant of Singapore (CA), a Chartered Valuer and Appraiser (CVA) and a member of Insolvency Practitioners Association of Singapore Limited (IPAS).
- 2.4.4 Ms Lim is a director of Complete Corporate Services Pte. Ltd. and has over 30 years of experience in conducting corporate secretarial matters in the United Kingdom and Singapore. She has extensive experience handling corporate secretarial matters for both international and local public listed and private clients in a wide variety of industries, particularly in shipping, manufacturing, engineering, retail, trading, financial institutions, fund management and service companies. In her years of experience, she has acted as liquidator for numerous companies that has commenced members' voluntary liquidation proceedings. Ms Lim is a Practising Chartered Secretary of Chartered Secretaries Institute of Singapore (CSIS).

- 2.4.5 The Liquidators have, on 17 August 2021, given their consent to act as Liquidators, jointly and severally, subject to the Shareholders' approval being obtained at the EGM in respect of their proposed appointment.
- 2.4.6 Subject to the approval of the Shareholders being obtained at the EGM, the remuneration of the Liquidators shall be S\$70,000 (excluding disbursements and GST). The Liquidators' remuneration and disbursements reasonably and properly incurred are to be paid out of the Company's assets.
- 2.4.7 Upon the appointment of the Liquidators, all the powers of the Directors will cease, and the Liquidators will be responsible for the affairs of the Company until the Company is wound up and dissolved. Pursuant to the Companies Act, the Insolvency, Restructuring and Dissolution Act 2018 and the laws of Singapore, the Liquidators will wind up the affairs of the Company, discharge the liabilities of the Company and, following satisfaction of all the creditors of the Company, distribute the surplus assets of the Company among the Shareholders in proportion to their respective rights and interests in the Company.

3 DISTRIBUTION OF ASSETS

3.1 Amount to be Distributed

- 3.1.1 The Liquidators will attend to and wind up the affairs of the Company by realising its assets and discharging its liabilities in accordance with the laws of Singapore. The amount of distribution the Shareholders will receive pursuant to the Proposed Members' Voluntary Liquidation will depend on the following, amongst others:
- (a) the amount of the Company's remaining liabilities to be settled; and
 - (b) the costs and expenses to be incurred in connection with the Proposed Members' Voluntary Liquidation up to the date of the Company's dissolution.

3.2 Net Cash per Share

- 3.2.1 Based on the management accounts of the Company as at 30 June 2021, the cash and cash equivalent standing to the credit of the Company is approximately S\$6,136,000.
- 3.2.2 Taking into account the Company's existing liabilities, the estimated costs arising from the liquidation to be incurred up to the date of dissolution, and based on the issued and paid up share capital of the Company of S\$6,884,000 comprising 3,157,407,337 Shares as at the Latest Practicable Date, the estimated net cash per share that can be distributed to Shareholders is approximately S\$0.00178 per Share. The net cash per Share is estimated on the basis that the management has identified all claims against the Company and assumes that there will be no additional or new claims made against the Company during the liquidation period.

3.2.3 A computation of the estimated net cash per Share that is available for distribution to Shareholders is as follows:

	S\$'000
Cash as at 30 June 2021	6,136
Less liabilities	(405) ¹
Less liquidation expenses	(113)
Estimated Net Cash	5,618
No of shares	3,157,407,337
Estimated cash distribution per share	S\$0.00178

¹ Includes expenses to convene AGM and EGM

3.2.4 Shareholders should note that the said figures above are estimates and that the actual amount available for distribution, if any, may vary depending upon the actual realisation of the assets, after deducting the Company's existing and any contingent liabilities and the costs and expenses to be incurred in connection with the Proposed Members' Voluntary Liquidation.

3.2.5 Upon the appointment of the Liquidators, the Liquidators will oversee the payments of the Company and final distribution to be made. Following the satisfaction of all claims of creditors of the Company (including and not limited to obtaining the necessary tax clearances), and the estimated expenses above, the Liquidators will distribute the surplus cash assets of the Company to and among the Shareholders according to their respective rights and interests in the Company.

4 FINANCIAL INFORMATION OF THE COMPANY

4.1 Profit and Loss Statement

4.1.1 The unaudited profit and loss statements of the Company for FY2018, FY2019 and FY2020 are as follows:

	FY2018	FY2019	FY2020
	S\$'000	S\$'000	S\$'000
Other income	6,750	-	-
Administrative expenses	(204)	(307)	(255)
Finance costs	-	(4)	(31)
Profit/(loss) before income tax	6,546	(311)	(286)
Income tax	-	-	-
Net profit/(loss) for the year	6,546	(311)	(286)
Other comprehensive income	-	-	-
Total comprehensive income/(loss) for the year	6,546	(311)	(286)

4.2 Balance Sheet

4.2.1 The unaudited balance sheet of the Company as at 30 June 2021 is as follows:

	30 June 2021
	S\$'000
ASSETS	
Current assets	
Cash and cash equivalents	6,136
Total assets	6,136
EQUITY AND LIABILITIES	
Share capital and reserves	
Share capital	6,884
Accumulated losses	(1,103)
Total equity	5,781
Current liabilities	
Other payables	355
Total liabilities	355
Total equity and liabilities	6,136

5 INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

5.1 The interests of the Directors and Substantial Shareholders as at the Latest Practicable Date, as recorded in the Company's Register of Directors' Shareholdings and the Register of Substantial Shareholders respectively, are as follows:

<u>Name</u>	<u>Number of shares</u>		<u>Total Interest</u>	<u>%</u>
	<u>Direct Interest</u>	<u>Deemed Interest</u>		
Pan Shuhong *	256,977,698 ⁽²⁾	563,803,426 ⁽¹⁾	820,781,124	26.00
Joyfield Group Limited	563,803,426		563,803,426	17.86
Yeo Chung Sun	411,176,000		411,176,000	13.02
Ge Hailin *	152,817,724		152,817,724	4.84

* Directors of the Company

⁽¹⁾ Ms Pan Shuhong has a controlling interest in Joyfield Group Limited and pursuant to Section 7(4) of the Companies Act, Cap.50, is deemed to have an interest in the shares.

⁽²⁾ Includes 55,000,000 shares held by Nominee.

5.2 Save as disclosed above, none of the Directors or Substantial Shareholders have any interest, direct or indirect, in the Proposed Members' Voluntary Liquidation (other than through their shareholdings in the Company, if any).

6 DIRECTORS' RECOMMENDATIONS

- 6.1 The Directors are of the opinion that the Proposed Members' Voluntary Liquidation is in the best interests of the Company. Accordingly, they recommend that Shareholders vote in favour of Special Resolution 1 and Ordinary Resolution 1 set out in the Notice of EGM.

7 EXTRAORDINARY GENERAL MEETING

- 7.1 The EGM, notice of which is set out on pages 15 to 18 of this Circular, will be convened on 21 September 2021 at 11.00 a.m. (or immediately after the conclusion of the Annual General Meeting of the Company to be held at 10.00 a.m. on the same day) for the purpose of considering and, if thought fit, passing with or without modifications, Special Resolution 1 and Ordinary Resolution 1 set out in the Notice of EGM.

8 ACTIONS TO BE TAKEN BY SHAREHOLDERS

8.1 Appointment of Chairman of the EGM as proxy

- 8.1.1 Shareholders will find enclosed with this Circular the Notice of EGM and a Proxy Form. Due to current COVID-19 restriction orders in Singapore, shareholders will not be able to attend the EGM in person. A shareholder (whether individual or corporate) must appoint the Chairman of the EGM as his/her/its proxy, to vote on his/her/its behalf at the EGM if such shareholder wishes to exercise his/her/its voting rights at the EGM, in accordance with the instructions printed on the Proxy Form.

9 DOCUMENTS AVAILABLE FOR INSPECTION

- 9.1 A copy of the following documents may be inspected by Shareholders at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, during normal business hours from the date of this Circular up to the date of the EGM:
- 9.1.1 The letter of consent to act from the Liquidators; and
- 9.1.2 The Constitution.

Yours faithfully,

For and on behalf of the Board of

MEMSTAR TECHNOLOGY LTD.

Dr. Ge Hailin

Non-Executive Director

APPENDIX 1

The key steps of the Proposed Members' Voluntary Liquidation are as follows:

No.	Event	Tentative timeline
1	Directors' declaration of solvency and statement of assets and liabilities of the Company	To be made by a majority of the Directors at a meeting of Directors held before the issuance of the Notice of EGM and within five weeks immediately preceding the passing of Special Resolution 1 and Ordinary Resolution 1
2	Lodgement of the declaration of solvency and statement of assets, liabilities and estimated expenses of winding up, of the Company with ACRA	Before the date on which the Notice of EGM is to be issued
3	Issuance of the Notice of EGM	At least 21 days before the EGM and at least one day after Step 2
4	Date of the EGM	21 September 2021
5	Commencement of the Proposed Members' Voluntary Liquidation	21 September 2021
6	Lodgement of notice of passing of the Proposed Members' Voluntary Liquidation resolutions with ACRA and the Official Receiver	Within 7 days after the EGM
7	Notice to creditors for proof of debts by way of advertisement of the notice of passing of the Proposed Members' Voluntary Liquidation resolutions in the Gazette and at least one English local daily newspaper circulating in Singapore	Within 10 days after the EGM
8	Lodgement of notice of appointment of the Liquidators and the situation of their office with ACRA and the Official Receiver	Within 14 days after the EGM
9	Liquidators' disposal of all assets, settlement of liabilities and finalisation of tax clearance	
10	On completion of the liquidation, publication of a notice of the Final General Meeting in the Gazette and at least one English local daily newspaper regarding time, place and object of the Final General Meeting.	At least one month before the Final General Meeting

11	Final General Meeting to table a report giving an account of the entire winding up process	One month after Step 10
12	Lodgement with ACRA and the Official Receiver the notice of the holding of the Final General Meeting and a copy of the Liquidators' accounts	Within seven days after Step 11
13	Dissolution of the Company	Three months after completion of Step 12
14	Storage and destruction of all records of the Company	Records will be retained for five years from the date of the dissolution of the Company and destroyed at the expiration of the said period

NOTICE OF EXTRAORDINARY GENERAL MEETING

MEMSTAR TECHNOLOGY LTD.
(UEN No.: 197901641K)
(Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of the Company will be held by way of electronic means on 21 September 2021 at 11.00 a.m. (or immediately after the conclusion of the Annual General Meeting of the Company to be held at 10.00 a.m. on the same day) for the purpose of considering and, if thought fit, passing with or without modification the following Resolutions:

All capitalised terms below and defined in the circular to the shareholders of the Company dated 30 August 2021 (the “**Circular**”) shall, unless otherwise defined in this Notice, bear the respective meanings ascribed thereto in the Circular.

That approval be and is hereby given to the Company for:

SPECIAL RESOLUTION 1: APPROVAL OF THE PROPOSED MEMBERS’ VOLUNTARY LIQUIDATION AND THE APPOINTMENT OF THE LIQUIDATORS

That:

1. the Company be wound up by way of a members’ voluntary liquidation (the “**Members’ Voluntary Liquidation**”) pursuant to Section 160(1)(b) of the Insolvency, Restructuring and Dissolution Act 2018 (No. 40 of 2018) (the “**Insolvency, Restructuring and Dissolution Act 2018**”);
2. Mr Bernard Juay Sze Sin and Ms Shirley Lim Guat Hua be and are hereby appointed as the liquidators of the Company (the “**Liquidators**”), jointly and severally, for the purposes of the Members’ Voluntary Liquidation, such appointment to be effective forthwith following the passing of this Resolution;
3. the Liquidators be and are hereby authorised to take such steps, make such arrangements, do all such acts and things and exercise such discretion in connection with or relating to the matters contemplated herein, as they may from time to time consider fit, necessary, desirable or expedient to fully wind up the affairs of the Company, including but not limited to engaging professionals (including but not limited to solicitors and other service providers as the case may be) to assist in the matters arising over the course of the liquidation, and paying any remuneration, disbursements, fees, costs or other expenses incurred therefrom out of the assets of the Company;
4. the Liquidators be and are hereby authorised under Section 177(1)(a) of the Insolvency, Restructuring and Dissolution Act 2018, to, jointly and severally, exercise any of the powers provided by Sections 144(1)(b), (c), (d) (e) (f) and (g) of the Insolvency, Restructuring and Dissolution Act 2018;
5. the Liquidators be and are hereby authorised to, jointly and severally, distribute and divide amongst the members of the Company in cash or in specie the surplus assets of the Company as the Liquidators may determine;
6. any of the Liquidators and the directors (or any one of them) be authorised to take such steps, make such arrangements, do all such acts and things and exercise such discretion in connection with, relating to or arising from the matters contemplated herein, as they may

from time to time consider fit, necessary, desirable or expedient to give effect to such matters and this Resolution; and

7. any of the Liquidators and the directors (or any one of them) be and are hereby authorised to execute and deliver any agreements, forms, instruments and other documents, and do any other things, as such person shall in his absolute discretion deem necessary or desirable in connection with any of the matters contemplated by the foregoing.

ORDINARY RESOLUTION 1: APPROVAL OF LIQUIDATORS' REMUNERATION

That, subject to and contingent upon the passing of Special Resolution 1 above:

1. approval be and is hereby given for the remuneration of the Liquidators (estimated to be S\$70,000 (excluding disbursements and GST)), and that the said remuneration and disbursements incurred be and are hereby paid out of the assets of the Company;
2. the Liquidators be and are hereby authorised to take such steps, make such arrangements, do all such acts and things and exercise such discretion in connection with, relating to or arising from the matters contemplated herein, as they or he may from time to time consider fit, necessary, desirable or expedient to give effect to such matters and this resolution as they or he may deem fit; and
3. the Liquidators be and are hereby authorised to destroy the books, accounts and documents of the Company and of the Liquidators after expiration of five years from the date of dissolution of the Company pursuant to Section 195(2) of the Insolvency, Restructuring and Dissolution Act 2018.

BY ORDER OF THE BOARD

LEE SIN SWAN @ LEE SENG SUAN

Company Secretary

Singapore

30 August 2021

Notes:

1. This EGM is being convened and will be held by way of electronic means 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. Copies of this Notice will also be made available at the following URL: <https://septusiasia.com/memstar-agm-registration/>
2. Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the EGM can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the EGM in advance of the EGM, addressing of substantial and relevant questions at the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out in the accompanying Company's Notice dated 30 August 2021. Copies of this Notice will also be made available at the following URL: <https://septusiasia.com/memstar-agm-registration/>.

3. Due to current COVID-19 restriction orders in Singapore, a member will not be able to attend the EGM in person. A member (whether individual or corporate) must appoint the Chairman of the EGM as his/her/its proxy, to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his /her/its voting rights at the EGM. The accompanying proxy form for the EGM will be sent to members and will also be available at the following URL: <https://septusiasia.com/memstar-agm-registration/>.
4. The instrument appointing the Chairman of the EGM as the 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 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or (b) if submitted electronically, be submitted via email to the Company's Share Registrar at srs.teamc@boardroomlimited.com, no later than forty-eight (48) hours before the time appointed for holding the EGM. Any incomplete proxy forms will be treated invalid and rejected by the Company.
5. The instrument appointing the Chairman of the EGM must be 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 seal or under the hand of an officer or attorney duly authorised. Where the proxy form is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument, failing which the instrument may be treated as invalid.
6. The Proxy Form is not applicable to investors holding shares through Relevant Intermediaries (as defined in Section 181 of the Companies Act). Should such investors wish to vote, they should approach their Relevant Intermediaries soonest to specify their voting instructions. CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 pm on 10 September 2021.
7. Investors holding shares through Relevant Intermediaries other than CPF or SRS investors, who wish to participate in the "live" broadcast of the EGM, should approach their Relevant Intermediary as soon as possible in order to make the necessary arrangements, as they will not be able to pre-register online for the "live" broadcast of the EGM. The Relevant Intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/ passport number) to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., via email to srs.teamc@boardroomlimited.com, no later than 11.00 a.m. on 18 September 2021.
8. The Company will endeavour to respond to substantial and relevant questions received from Shareholders prior to the EGM. The Company's responses, along with copies of the minutes of the EGM, will be published on the website at the following URL: <https://septusiasia.com/memstar-gna>.

Personal Data Protection and Privacy

Where a member of the Company submits an instrument of proxy appointing the Chairman of the EGM as the proxy 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) for the purpose of the processing and administration by the Company (or its agents) of proxy(ies) and/or representative(s) appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any

adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, 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), 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) 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.

MEMSTAR TECHNOLOGY LTD. PROXY FORM

(Please see notes overleaf before completing this Proxy Form)

*I/We, _____ (Name) _____ (NRIC/Passport No./Company Registration No.) of _____ (Address) being a *member/members of Memstar Technology Ltd. (the “**Company**”), hereby appoint:

Chairman of the Meeting	Proportion of Shareholdings	
	No. of Shares	%
	Total Number of Shares Held	

as *my/our proxy to attend and vote for *me/us on *my/our behalf at the Extraordinary General Meeting (“**EGM**”) of the Company to be held on 21 September 2021 at 11.00 a.m. (or immediately after the conclusion of the Annual General Meeting of the Company to be held at 10.00 a.m. on the same day) and at any adjournment thereof. *I/We direct the Chairman of the EGM to vote for or against, or to abstain from voting the Resolutions proposed at the EGM as indicated hereunder. 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, then the Chairman of the EGM will vote or abstain from voting at *his/her discretion.

* Delete where inapplicable.

No.	Resolutions relating to:	No. of votes “For”***	No. of votes “Against”***	No. of votes “Abstain”***
Special Resolution				
1.	To approve the Proposed Members Voluntary Liquidation and the Appointment of the Liquidators.			
Ordinary Resolution				
2.	To approve the Liquidators’ Remuneration.			

** If you wish to exercise all your votes ‘For’ or ‘Against’ or to ‘Abstain’ from voting, please indicate with a tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate. If you mark the abstain box for a particular resolution, you are directing your proxy not to vote on that resolution on a poll and your votes will not be counted in computing the required majority on a poll.

Dated this _____ day of _____ 2021

Signature of Shareholder(s)

Or Common Seal of Corporate Shareholder

Notes:

1. Full name(s) and address(es) are to be inserted in block capitals as shown in the register of members of the Company. The names of all joint registered holders should be stated.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. A proxy need not be a shareholder of the Company.
4. A member of the Company entitled to attend and vote at the EGM of the Company must appoint the Chairman of the EGM to act as the member's proxy and attend and be directed to vote at the EGM of the Company.
5. The instrument appointing the Chairman of the EGM as the 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 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or (b) if submitted electronically, be submitted via email to the Company's Share Registrar at srs.teamc@boardroomlimited.com, no later than forty-eight (48) hours before the time appointed for holding the EGM.
6. The Company shall be entitled to reject the instrument appointing the Chairman of the EGM as the proxy if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the EGM as the proxy.
7. The instrument appointing the Chairman of the EGM must be 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 seal or under the hand of an officer or attorney duly authorised. Where the proxy form is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument, failing which the instrument may be treated as invalid.
8. Any alterations made to this form should be initialled by the person who signed the form.
9. The Proxy Form is not applicable to investors holding shares through Relevant Intermediaries (within the meaning of the Companies Act). Should such investors wish to vote, they should approach their Relevant Intermediary(s) as soon as possible to specify their voting instructions.
10. CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 pm on 10 September 2021.

Personal Data Protection and Privacy

Where a member of the Company submits an instrument of proxy appointing the Chairman of the EGM as the proxy 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) for the purpose of the processing and administration by the Company (or its agents) of proxy(ies) and/or representative(s) appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any

applicable laws, 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), 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) 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.

NOTICE TO SHAREHOLDERS REGARDING THE COMPANY'S EXTRAORDINARY GENERAL MEETING TO BE HELD ON 21 SEPTEMBER 2021

MEMSTAR TECHNOLOGY LTD.

(UEN No.: 197901641K)

(Incorporated in the Republic of Singapore)

1. Introduction

The Board of Directors (the "**Board**") of Memstar Technology Ltd. (the "**Company**") refers to:

- (a) the COVID-19 (Temporary Measures) Act 2020 (the "**Act**") which enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to, inter alia, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means;
- (b) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the "**Order**"), which sets out the alternative arrangements in respect of, inter alia, general meetings of companies; and
- (c) the Joint Statement by Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation issued on 1 October 2020 providing a checklist (which provides further guidance on the Act and the Order) to guide listed and non-listed entities on the conduct of general meetings during the period when elevated safe distancing measures are in place.

2. Date of Extraordinary General Meeting

The Board wishes to inform shareholders that the Company has issued the Notice of Extraordinary General Meeting ("**EGM**") dated 30 August 2021. The EGM will be held by way of electronic means on 21 September 2021 at 11:00 a.m. (or immediately after the conclusion of the Annual General Meeting of the Company to be held at 10.00 a.m. on the same day).

3. No Physical Attendance at Extraordinary General Meeting

Due to current Covid-19 restriction orders in Singapore, the Company has made arrangements to facilitate a live webcast of the EGM ("**Live Webcast**") in place a physical meeting. Shareholders will be able to participate at the EGM by:

- (a) watching the EGM proceedings via Live Webcast;
- (b) submitting questions in advance of the EGM; and
- (c) voting by proxy at the EGM.

Shareholders will not be allowed to attend the EGM physically. Details of the steps for registration, submission of questions and voting at the EGM are set out below in this Notice.

4. Registration Process for Live Webcast

Shareholders, including CPF/SRS investors, who wish to participate in the EGM proceedings through the Live Webcast via their mobile phones, tablets or computers must pre-register at the following URL: <https://septusiasia.com/memstar-agm-registration/> no later than 11:00 a.m.

on 18 September 2021 (the “**Registration Deadline**”) to enable the Company to verify their status as shareholders.

Following the verification, an email will be sent to authenticated Shareholders by 11:00 a.m. on 20 September 2021. The email will contain instructions and details to access the “live” audio-visual webcast and “live” audio-only stream of the EGM proceedings.

Shareholders who register by the Registration Deadline but do not receive an email response to access the Live Webcast may contact the company’s Share Registrar on 20 September 2021 for assistance at srs.teamc@boardroomlimited.com or call the general telephone number at +65 6536 5355 between 8:30 a.m. to 5:30 p.m. (Singapore Time), with the full name of the shareholder and his/her/its identification number.

5. Submissions of questions in advance of Extraordinary General Meeting

Shareholders will not be able to ask questions during the Live Webcast. Shareholders may submit questions relating to the items on the agenda of the EGM in advance, no later than 13 September 2021 at 11:00 a.m.:

- (a) via the pre-registration website at the following URL: <https://septusiasia.com/memstar-agm-registration/>;
- (b) by email to the following email address: srs.teamc@boardroomlimited.com; or
- (c) by post to the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623.

For questions submitted by email or post, shareholders are to provide their full names, NRIC and shareholdings.

The Company will endeavour to respond to substantial and relevant questions received from Shareholders prior to the EGM. The Company’s responses, along with copies of the minutes of the EGM, will be published on the website at the following URL: <https://septusiasia.com/memstar-qna>.

6. Submission of Proxy Forms

Shareholders who wish to vote on any or all of the resolutions at the EGM must submit a proxy form to appoint the Chairman of the EGM as proxy to cast votes on their behalf by completing the proxy form attached to the Notice of EGM.

The completed and signed proxy form must:

- (a) be deposited at the office of the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at the following address: 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or
- (b) be submitted digitally via email at: srs.teamc@boardroomlimited.com

no later than forty-eight (48) hours before the time appointed for holding the EGM. Any incomplete proxy forms will be treated invalid and rejected by the Company.

The Proxy Form is not applicable to investors holding shares through Relevant Intermediaries (within the meaning of the Companies Act). Should such investors wish to vote, they should approach their Relevant Intermediary(s) as soon as possible to specify their voting instructions.

CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 pm on 10 September 2021.

7. Documents for the Extraordinary General Meeting

Printed copies of the Notice of EGM and the proxy form will be sent to members of the Company. Copies of the Notice of EGM, the proxy form and the Circular to Shareholders in relation to the proposed members' voluntary winding up and liquidation of the Company will also be made available at the following URL: <https://septusiasia.com/memstar-agm-registration/>.

BY ORDER OF THE BOARD

LEE SIN SWAN @ LEE SENG SUAN

Company Secretary

Singapore

30 August 2021