

## 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://septusasia.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://septusasia.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](mailto: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](mailto: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.