



NANOFILM TECHNOLOGIES INTERNATIONAL LIMITED

(Company Registration Number: 199902564C)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting ("EGM") of the shareholders ("Shareholders") of Nanofilm Technologies International Limited ("Company") will be convened and held by way of electronic means on **Friday, 29 October 2021 at 2.00 p.m. (Singapore time)** for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolution:

Unless otherwise defined or the context otherwise requires, all capitalised terms herein shall bear the same meaning as used in the circular dated 14 October 2021 issued by the Company ("Circular").

ORDINARY RESOLUTION – THE PROPOSED ADOPTION OF THE NANOFILM RESTRICTED SHARE PLAN

THAT:

- (1) a new restricted share plan to be known as the "Nanofilm Restricted Share Plan" ("**Nanofilm Restricted Share Plan**"), the details of and rules of which are set out in the Circular and under which awards ("**Awards**") of fully paid-up Shares, their equivalent cash value or combinations thereof will be granted, free of payment, to eligible participants under the Nanofilm Restricted Share Plan, details of which are set out in the Circular, be and is hereby approved;
- (2) the Directors of the Company be and are hereby authorised to:
 - (a) establish and administer the Nanofilm Restricted Share Plan;
 - (b) modify and/or alter the Nanofilm Restricted Share Plan at any time and from time to time, provided that such modification and/or alteration is effected in accordance with the provisions of the Nanofilm Restricted Share Plan, and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Nanofilm Restricted Share Plan; and
 - (c) offer and grant Awards in accordance with the provisions of the Nanofilm Restricted Share Plan and to allot and issue from time to time such number of fully-paid New Shares and/or transfer such number of existing Shares held in treasury, free of charge, as may be required to be delivered from time to time pursuant to the vesting of Awards under the Nanofilm Restricted Share Plan, provided that the total number of Shares which may be delivered pursuant to Awards granted under the Nanofilm Restricted Share Plan, when added to: (i) the total number of New Shares allotted and issued and/or to be allotted and issued, issued Shares (including treasury shares) delivered and/or to be delivered, and Shares Released and/or to be Released in the form of cash in lieu of Shares, pursuant to all Awards granted under the Nanofilm Restricted Share Plan; (ii) the total number of new Shares allotted and issued and/or to be allotted and issued, and issued Shares (including treasury shares) delivered and/or to be delivered, pursuant to options already granted under the Nanofilm ESOS 2020; and (iii) the total number of Shares subject to any other share option or share schemes adopted by the Company after the listing on the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), shall not exceed 5% of the total number of issued shares (excluding Shares held by the Company as treasury shares and subsidiary holdings (as defined in the Listing Manual of the SGX-ST) from time to time; and

- (3) the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents and approving any amendments, alterations or modifications to any documents as may be required) as they may consider expedient or necessary to give effect to this Ordinary Resolution as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.

By Order of the Board

Josephine Toh
Company Secretary

Singapore
14 October 2021

PARTICIPATION IN THE EXTRAORDINARY GENERAL MEETING ("EGM") VIA "LIVE" WEBCAST OR "LIVE" AUDIO FEED

As part of the Company's efforts to minimise the risk of community spread of COVID-19, the EGM will be held by 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, Shareholders will NOT be able to attend the EGM in person. Printed copies of all documents relating to the business of EGM, including this Notice of EGM and Proxy Form, will not be sent to Shareholders of the Company. Instead, this Notice of EGM and Proxy Form will be published on the SGXNET and the Company's website at <http://www.ntinanoilm.com/investors/annual-reports-and-general-meetings>.

Pre-registration

1. The proceedings of the EGM will be broadcasted "live" through an audio-and-video webcast and an audio-only feed. Members and investors holding shares in the Company through the Central Provident Fund ("CPF") or Supplementary Retirement Scheme ("SRS") ("CPF/SRS investors") who wish to follow the proceedings through a "live" webcast via their mobile phones, tablets or computers or listen to the proceedings through a "live" audio feed via telephone must pre-register at <https://smartagm.sg/NANOFILM2021EGM> no later than 2.00 p.m. on 26 October 2021 ("**Registration Cut-Off Time**"). Following verification, an email confirmation containing instructions on how to access the "live" webcast and audio feed of the proceedings of the EGM will be sent to authenticated members and CPF/SRS investors by 12.00 p.m. on 28 October 2021. Members and CPF/SRS investors who do not receive any email by 12.00 p.m. on 28 October 2021, but have registered by the Registration Cut-Off Time, should contact the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., for assistance at +65 6536 5355 or email at SRS.TeamE@boardroomlimited.com. Members and CPF/SRS investors must not forward the abovementioned information to any other persons who are not Shareholders and who are not eligible to attend the EGM. This is to avoid any potential technical disruptions to the "live" webcast or the "live" audio feed due to overloading.

Investors holding Shares through relevant intermediaries (as defined in Section 181 of the Companies Act) ("**Investors**") (other than CPF/SRS investors) will not be able to pre-register at <https://smartagm.sg/NANOFILM2021EGM> for the "live" broadcast of the EGM. An Investor (other than CPF/SRS investors) who wishes to participate in the "live" broadcast of the EGM should instead approach his/her relevant intermediary as soon as possible in order for the relevant intermediary to make the necessary arrangements to pre-register. 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.TeamE@boardroomlimited.com no later than 2.00 p.m. on 26 October 2021.

Submission of Proxy Forms to Vote

2. **Due to the current COVID-19 situation and related safe distancing measures in Singapore, a member will not be able to attend the EGM in person. A member will also not be able to vote online on the resolution to be tabled for approval at the EGM. A member (whether individual or corporate) must appoint the Chairman of the EGM ("Chairman") 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 Chairman, as proxy, need not be a member of the Company.** The instrument for the appointment of proxy ("**proxy form**") may be accessed at the Company's website at <http://www.ntinanoilm.com/investors/annual-reports-and-general-meetings> or the SGXNET. Where a member (whether individual or corporate) appoints the Chairman as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of the resolution in the proxy form, failing which the appointment of the Chairman as proxy for that resolution will be treated as invalid.
3. The proxy form is not valid for use by Investors and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor who wishes to vote should instead approach his/her relevant intermediary as soon as possible to specify his/her voting instructions. A CPF/SRS investor who wishes to vote by appointing the Chairman as proxy should approach his/her CPF Agent Bank or SRS Operator at least 7 working days before the date of the EGM (i.e., by 2.00 p.m. on 20 October 2021) to submit his/her voting instructions. This is so as to allow sufficient time for the respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman to vote on their behalf by 2.00 p.m. on 26 October 2021.
4. **The duly executed proxy form must be submitted to the Company in the following manner:**
 - (a) if submitted by post, be lodged with 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 SRS.TeamE@boardroomlimited.com, in either case, by 2.00 p.m. on 26 October 2021 (being 72 hours before the time fixed for the EGM).

A member who wishes to submit the proxy form must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation and the related safe distancing measures in Singapore which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

5. In the case of members of the Company whose Shares are entered against their names in the Depository Register, the Company may reject any proxy form lodged if such members are not shown to have Shares entered against their names in the Depository Register (as defined in Part IIIA of the Securities and Futures Act, Chapter 289 of Singapore), as at 72 hours before the time appointed for holding the EGM as certified by The Central Depository (Pte) Limited to the Company.

Submission of Questions

6. Members and Investors will not be able to ask questions “live” during the broadcast of the EGM. All members and Investors may submit questions relating to the business of the EGM no later than 2.00 p.m. on 26 October 2021:

(a) via the pre-registration website at <https://smartagm.sg/NANOFILM2021EGM>;

(b) by email to SRS.TeamE@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.

In view of the current COVID-19 situation and the related safe distancing measures in Singapore which may make it difficult to submit questions by post, members and Investors are strongly encouraged to submit their questions via the pre-registration website or by email. The Company will address substantial and relevant questions received from Shareholders, in advance of (through the publication of the Company’s response on the SGXNET and the Company’s website) or during the EGM.

The Company will, within one (1) month after the date of the EGM, publish the minutes of the EGM on SGXNet and the Company’s website, and the minutes will include the responses to the questions referred to above.

7. All documents (including the Circular, proxy form and this Notice of EGM) or information relating to the business of the EGM have been, or will be, published on SGXNET and/or the Company’s website at <http://www.nti-nanofilm.com/investors/annual-reports-and-general-meetings>. **Printed copies of the documents will not be despatched to members.** Members and CPF/SRS investors are advised to check SGXNET and/or the Company’s website regularly for updates.

PERSONAL DATA PRIVACY

By (a) submitting an instrument appointing the Chairman of the EGM as a proxy to vote at the EGM and/or any adjournment thereof, or (b) completing the pre-registration in accordance with this Notice, or (c) submitting any question prior to the EGM in accordance with this Notice, a member of the Company consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents or service providers) for the following purposes:

- (i) the processing and administration by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the EGM as a proxy for the EGM (including any adjournment thereof);
- (ii) the processing of the pre-registration for the purpose of granting access to members (or their corporate representatives in the case of members which are legal entities) to the live webcast or live audio feed of the EGM proceedings and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from members received before the EGM and if necessary, following up with the relevant members in relation to such questions;

- (iv) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof); and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.