NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "AGM" or the "Meeting") of NANOFILM TECHNOLOGIES INTERNATIONAL LIMITED (the "Company") will be held by way of electronic means on Thursday, 28 April 2022 at 10.00 a.m. (Singapore time) to transact the following business:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the year ended 31
 December 2021 together with the Auditors' Report thereon.

 Resolution 1
- 2. To declare a final dividend (tax exempt one-tier) of \$\$0.01 per ordinary share for the financial year ended 31 December 2021.

Resolution 2

3. To re-elect the following Directors of the Company who will each retire pursuant to the relevant Regulations of the Company's Constitution, and who each being eligible, offers himself/herself for re-election:

Ms Ong Siew Koon @ Ong Siew Khoon	(Regulation 94)	Resolution 3
Ms Lee Lee Khoon	(Regulation 94)	Resolution 4
Mr Wan Kum Tho	(Regulation 100)	Resolution 5
Mr Gary Ho Hock Yong	(Regulation 100)	Resolution 6
Mr Russell Tham Min Yew	(Regulation 100)	Resolution 7

Ms Ong Siew Koon @ Ong Siew Khoon will, upon re-election as a Director of the Company, remain as the Lead Independent Director, Chairman of the Audit Committee and a member of the Board Risk Committee and Nominating Committee, and will be considered independent. Detailed information of Ms Ong Siew Koon @ Ong Siew Khoon required pursuant to Rule 720(6) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST") can be found in the Annual Report.

Ms Lee Lee Khoon will, upon re-election as a Director of the Company, remain as the Chairman of the Remuneration Committee and a member of the Audit Committee, and will be considered independent. Detailed information of Ms Lee Lee Khoon required pursuant to Rule 720(6) of the Listing Manual of SGX-ST can be found in the Annual Report.

Mr Wan Kum Tho will, upon re-election as a Director of the Company, remain as the Chairman of the Board Risk Committee and a member of the Audit Committee, and will be considered independent. Detailed information of Mr Wan Kum Tho required pursuant to Rule 720(6) of the Listing Manual of SGX-ST can be found in the Annual Report.

Mr Gary Ho Hock Yong will, upon re-election as a Director of the Company, remain as an Executive Director and Chief Executive Officer of the Company and a member of the Board Risk Committee. Detailed information of Mr Gary Ho Hock Yong required pursuant to Rule 720(6) of the Listing Manual of SGX-ST can be found in the Annual Report.

Mr Russell Tham Min Yew will, upon re-election as a Director of the Company, remain as a Non-Executive and Non-Independent Director and a member of the Nominating Committee and Remuneration Committee. Detailed information of Mr Russell Tham Min Yew required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST can be found in the Annual Report.

4. To approve the payment of additional Directors' fees of S\$43,857.53 for the financial year ended 31 December 2021 ("FY2021").

[See Explanatory Note (i)] Resolution 8

5. To approve the payment of Directors' fees of S\$528,000.00 for the financial year ending 31 December 2022, to be paid quarterly in arrears.

Resolution 9

6. To re-appoint Moore Stephens LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration.

Resolution 10

7. To transact any other ordinary business which may be transacted at an AGM.

AS SPECIAL BUSINESS

To consider, and if thought fit, to pass with or without any amendments, the following resolutions which will be proposed as Ordinary Resolutions:

8. SHARE ISSUE MANDATE

That pursuant to Section 161 of the Companies Act 1967 of Singapore ("**Companies Act**"), and listing rules of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), authority be and is hereby given to the Directors to:

- (a) (i) issue ordinary shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise;
 - (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 similar instruments convertible into Shares; and/or
 - (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues,

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

- (b) (notwithstanding the authority conferred by 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; and
- (c) complete and do all such acts and things, including without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give effect to this Resolution,

provided that:

- (1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a *pro-rata* basis to shareholders of the Company ("Shareholders") (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) shall not exceed 20% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the total number of the issued Shares (excluding treasury shares and subsidiary holdings, if any) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) 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 or share options or vesting of share awards which were issued and are outstanding or subsisting at the time of the passing of this Resolution; and
 - (b) any subsequent bonus issue, consolidation or subdivision of Shares,
 - and, in sub-paragraph (1) above and this sub-paragraph (2), "subsidiary holdings" has the meaning given to it in the Listing Manual of the SGX-ST;
- (3) 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 Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company in a general meeting), the authority conferred by this Resolution shall continue in force 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, whichever is the earlier.

[See Explanatory Note (ii)] Resolution 11

9. AUTHORITY TO ISSUE SHARES UNDER THE NANOFILM EMPLOYEE SHARE OPTION SCHEME 2017 ("ESOS 2017")

That pursuant to Section 161 of the Companies Act, authority be and is hereby given to the Directors to allot and issue new Shares from time to time as may be required to be issued pursuant to the exercise of the options granted under the ESOS 2017 and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force 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, whichever is earlier.

[See Explanatory Note (iii)]

10. AUTHORITY TO GRANT OPTIONS AND ISSUE SHARES UNDER THE NANOFILM EMPLOYEE SHARE OPTION SCHEME 2020 (THE "ESOS 2020")

That pursuant to Section 161 of the Companies Act, authority be and is hereby given to the Directors to:

- (a) offer and grant options pursuant to the rules of the ESOS 2020 and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force 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, whichever is earlier ("Relevant Period"); and
- (b) allot and issue new Shares as may be required to be issued pursuant to the exercise of options granted during the Relevant Period specified in sub-paragraph (a) above,

provided that the total number of Shares over which options may be granted under the ESOS 2020 on any date, when added to the total number of 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 (1) options already granted under the ESOS 2020; (2) the RSP 2021 (as defined in paragraph 11 below); and (3) any options and awards already granted under the Company's other share options or share schemes adopted post the initial public offering of the Shares on the SGX-ST ("Listing"), shall not exceed 5% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) on the date preceding the date of grant of the relevant new option, and in this paragraph 10, "subsidiary holdings" has the meaning given to it in the Listing Manual of the SGX-ST.

[See Explanatory Note (iv)] Resolution 13

11. AUTHORITY TO GRANT AWARDS AND ISSUE SHARES UNDER THE NANOFILM RESTRICTED SHARE PLAN (THE "RSP 2021")

That pursuant to Section 161 of the Companies Act, authority be and is hereby given to the Directors to:

- (a) offer and grant awards ("Awards") in accordance with the provisions of the RSP 2021; and
- (b) 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 RSP 2021,

provided that the total number of Shares which may be delivered pursuant to Awards granted under the RSP 2021, 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 RSP 2021; (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 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, shall not exceed 5% of the total number of issued Shares (excluding Shares held by the Company as treasury shares and subsidiary holdings, if any) from time to time, and in this paragraph 11, "subsidiary holdings" has the meaning given to it in the Listing Manual of the SGX-ST.

[See Explanatory Note (v)] Resolution 14

12. RENEWAL OF SHARE PURCHASE MANDATE

That.

- (a) for the purposes of Section 76C and 76E of the Companies Act, the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire Shares not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
 - (i) on-market purchase(s) ("Market Purchases"), transacted through the SGX-ST trading system and/or on any other securities exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed dealers appointed by the Company for the purpose; and/or
 - (ii) off-market purchase(s) ("**Off-Market Purchase**"), if effected otherwise than on the SGX-ST or a securities exchange in accordance with an equal access scheme(s) (as defined in Section 76C of the Companies Act) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with the Companies Act and all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Purchase Mandate");

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing on and from the date of the passing of this Resolution and expiring on the earlier of:
 - (i) the date on which the next AGM of the Company is held or required by law to be held; or
 - (ii) the date on which purchases and acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated;
- (c) for purposes of this Resolution:-
 - "Average Closing Price" means the average of the closing market prices of the Shares over the last five (5) consecutive market days on which Shares are transacted on the SGX-ST or, as the case may be, such other securities exchange on which the Shares may for the time being be listed or quoted, immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted in accordance with the Listing Manual of the SGX-ST for any corporate action which occurs during the relevant five-day (5) market days period and the date on which the Market Purchase is made or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase;
 - "date of the making of the offer" means the day on which the Company announces its intention to make an offer for an Off-Market Purchase or acquisition of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase calculated on the basis set out below) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;
 - "Maximum Limit" means that number of issued Shares representing 10% of the total issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares and subsidiary holdings as at that date);
 - "Maximum Price" in relation to a Share to be purchased or acquired, means the purchase price (excluding related brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) which shall not exceed, in the case of a Market Purchase, 105% of the Average Closing Price of the Shares and, in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price of the Shares; and
- (d) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.

[See Explanatory Note (vi)] Resolution 15

By Order of the Board

Josephine Toh Company Secretary

Singapore 13 April 2022

Explanatory Notes on Resolutions to be passed

- (i) The additional Directors' fees are due to the change of Directors in FY2021.
- (iii) Ordinary Resolution 11 proposed in paragraph 8 above, if passed, will empower the Directors, 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 revoked or varied 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, 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any), of which up to 20% may be issued other than on a pro-rata basis to Shareholders.

For the purpose of determining the aggregate number of Shares that may be issued, the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time Ordinary Resolution 11 is passed, after adjusting for new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and outstanding or subsisting at the time when this Resolution is passed, and any subsequent bonus issue, consolidation or subdivision of Shares.

- (iii) Ordinary Resolution 12 proposed in paragraph 9 above, if passed, will empower the Directors of the Company to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of options already granted under the ESOS 2017.
- (iv) Ordinary Resolution 13 proposed in paragraph 10 above, if passed, will empower the Directors of the Company to offer and grant options pursuant to the rules of the ESOS 2020 from the date of the passing of Ordinary Resolution 13 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, whichever is the earlier and to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of options granted or to be granted under the ESOS 2020. The aggregate number of shares which may be issued pursuant to the ESOS 2020, the RSP 2021 and any other share option or share schemes adopted by the Company post-Listing, shall not exceed 5% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) on the date preceding the date of grant of the relevant new option.
- (v) Ordinary Resolution 14 proposed in paragraph 11 above, if passed, will empower the Directors of the Company to offer and grant Awards in accordance with the provisions of the RSP 2021 from the date of the passing of Ordinary Resolution 14 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, whichever is the earlier, and to allot and issue from time to time such number of fully-paid new Shares as may be required to be delivered from time to time pursuant to the vesting of Awards under the RSP 2021. The aggregate number of shares which may be delivered pursuant to Awards granted under the RSP 2021 on any date, when added to 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 RSP 2021, 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 granted under the ESOS 2020 and the total number of Shares subject to any other share option or share schemes adopted by the Company post-Listing, shall not exceed 5% of the total number of issued Shares (excluding Shares held by the Company as treasury shares and subsidiary holdings, if any) on the date preceding the date of the relevant Award.
- (vi) Ordinary Resolution 15 proposed in paragraph 12 above, is to renew the mandate approved by Shareholders at the last AGM held on 28 April 2021 to enable the Directors to purchase or otherwise acquire Shares on the terms and subject to the conditions of this Resolution. If passed, Ordinary Resolution 15 will empower the Directors 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, whichever is the earlier, to repurchase Shares by way of Market Purchases or Off-Market Purchases of up to 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) as at the date of the AGM at which the Resolution is passed. The rationale for, the authority and limitation on, the sources of funds to be used for the purchase or acquisition including the amount of financing and the financial effects of the purchase or acquisition of Shares by the Company pursuant to the proposed renewal of the Share Purchase Mandate on the audited consolidated financial statements of the Company and its subsidiaries for the financial year ended 31 December 2021 are set out in greater detail in the Addendum released to SGX-ST together with the Annual Report 2021.

PERSONAL DATA PRIVACY

By (a) submitting an instrument appointing the Chairman of the Meeting as a proxy to vote at the AGM and/or any adjournment thereof, or (b) completing the preregistration in accordance with this Notice, or (c) submitting any question prior to the AGM 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 Meeting as a proxy for the AGM (including any adjournment thereof);
- the processing of the pre-registration for purposes 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 AGM proceedings and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from members received before the AGM 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 AGM (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.

PARTICIPATION IN THE ANNUAL GENERAL MEETING ("AGM") 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 AGM 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, and Shareholders will NOT be able to attend the AGM in person. Printed copies of all documents relating to the business of AGM, including this Notice of AGM and Proxy Form will not be sent to Shareholders of the Company. Instead, this Notice of AGM and Proxy Form will be published on the SGX website at the URL https://www.sgx.com/securities/company-announcements and the Company's website at the URL https://www.nti-nanofilm.com/investors/announcements.

All Shareholders or their corporate representatives (in the case of Shareholders which are legal entities) will be able to participate in the AGM proceedings by watching a "live" webcast (the "Live AGM Webcast") or listen to a "live" audio feed (the "Live AGM Audio Feed").

PRE-REGISTRATION

- [i] In order to observe and/or listen to the AGM proceedings through the Live AGM Webcast or Live AGM Audio Feed, Shareholders will need to register at https://smartagm.sg/NANOFILMAGM2022 https://smartagmas.sg/NANOFILMAGM2022</a
- (ii) Following successful verification, each such Shareholder or its corporate representative(s) will receive an email confirmation ("Confirmation Email") by 5.00 p.m. on 27 April 2022 containing instructions on how to access the live AGM proceedings through the Live AGM Webcast or Live AGM Audio Feed.
- (iii) Shareholders or their corporate representative(s) **must not** forward the abovementioned information to any other persons who are not Shareholders and who are not eligible to attend the AGM. This is also to avoid any potential technical disruptions to the Live AGM Webcast or Live AGM Audio Feed due to overloading.
- (iv) Shareholders or their corporate representatives who have registered by the Registration Deadline but do not receive the Confirmation Email by 5.00 p.m. on 27

 April 2022 may contact the Company's Share Registrar Office at Boardroom Corporate & Advisory Services Pte. Ltd. at +65 6536 5355 for assistance or email AGM.TeamE@boardroomlimited.com.

SUBMISSION OF PROXY FORMS TO VOTE

- (i) Shareholders (whether individual or corporate) who pre-register to observe and/or listen to the AGM proceedings and wish to vote on the resolutions to be tabled at the AGM must appoint the Chairman of the Meeting as their proxy to attend, speak and vote on their behalf at the AGM, in accordance with the instructions on the proxy form. Where Shareholders or their corporate representative(s) appoint the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of each resolution in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
- (iii) The duly executed Proxy Form must be deposited at or returned to the Company's Share Registrar Office at Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632 or emailed to <u>AGM.TeamE@boardroomlimited.com</u> **by 10:00 a.m. on 25 April 2022**, being 72 hours before the commencement of the AGM.

Shareholders are strongly encouraged to submit completed proxy forms electronically via email.

(iii) CPF or SRS investors who wish to vote should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM (i.e. by 5:00 p.m. on 19 April 2022) in order to allow sufficient time for their respective intermediaries to in turn submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf by the cut-off date. Other investors holding shares through other relevant intermediaries who wish to vote should approach his/her relevant intermediary as soon as possible to specify voting instructions.

SUBMISSION OF QUESTIONS

- (i) Shareholders will not be able to ask questions at the AGM live during the webcast or audio-stream, and therefore it is important for shareholders to pre-register at https://smartagm.sg/NANOFILMAGM2022 and submit their questions in advance of the AGM.
 - Shareholders may submit questions relating to the resolutions to be tabled for approval at the AGM to the Chairman of the Meeting via <u>AGM.TeamE@boardroomlimited.com</u> or in respect of Shareholders who pre-register to observe and/or listen to the AGM proceedings, at the pre-registration website at https://smartagm.sg/NANOFILMAGM2022, so that these questions may be addressed in advance of, or during the AGM proceedings. **All questions must be submitted by 8.00 am on 20 April 2022.**
- (ii) The Company will endeavour to address substantial and relevant questions received from Shareholders by 10.00 am on 23 April 2022 and this will be posted on SGXNet and the Company's corporate website.
- (iii) Minutes of the AGM will be posted on SGXNet and the Company's corporate website within one month from the date of the AGM.