

## **DYNA-MAC HOLDINGS LTD.**

(Incorporated in the Republic of Singapore)  
(Company Registration No.: 200305693E)

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (the “**EGM**”) of Dyna-Mac Holdings Ltd. (the “**Company**”) will be held by electronic means on 29 April 2021 at 4.00 p.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at 3.30 p.m. on the same day), for the purpose of considering and, if thought fit, passing (with or without any modifications) the following resolutions.

All capitalised terms in this Notice which are not defined herein shall have the same meanings ascribed to them in the circular to shareholders of the Company dated 7 April 2021 (the “**Circular**”).

This Notice has been made available on SGXNet and the Company’s website and may be accessed at the URL <https://investor.dyna-mac.com/annual-general-meeting.html>. A printed copy of this Notice will NOT be despatched to shareholders.

#### **ORDINARY RESOLUTION 1: THE PROPOSED ADOPTION OF THE DYNA-MAC SHARE AWARD SCHEME 2021**

THAT:

the share award scheme to be known as the Dyna-Mac Share Award Scheme 2021 (“**DMSAS 2021**”), the rules of which have been set out in the Circular be and is hereby approved and adopted substantially in the form set out in the rules of the DMSAS 2021, and the Directors of the Company be and are hereby authorised:

- (a) to establish and administer the DMSAS 2021;
- (b) to modify and/or amend the DMSAS 2021 from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the DMSAS 2021 and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the DMSAS 2021;
- (c) to grant Awards in accordance with the provisions of the DMSAS 2021 and pursuant to Section 161 of the Companies Act (Cap. 50) of Singapore to allot and issue, transfer and/or deliver from time to time such number of fully paid-up Shares, or pay the aggregate Market Price of the Shares in cash in lieu of the allotment or transfer of Shares, as may be required pursuant to the vesting of Awards provided that the aggregate number of new Shares available pursuant to the DMSAS 2021, and any other share-based schemes of the Company, shall not exceed fifteen per cent. (15%) of the total issued Shares of the Company (excluding treasury shares and subsidiary holdings) from time to time; and
- (d) to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this resolution.

**ORDINARY RESOLUTION 2: THE PROPOSED ADOPTION OF THE DYNA-MAC SHARE OPTION SCHEME 2021**

THAT:

the share option scheme to be known as the Dyna-Mac Share Option Scheme 2021 (“**DMSOS 2021**”), the rules of which have been set out in the Circular be and is hereby approved and adopted substantially in the form set out in the rules of the DMSOS 2021, and the Directors of the Company be and are hereby authorised:

- (a) to establish and administer the DMSOS 2021;
- (b) to modify and/or amend the DMSOS 2021 from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the DMSOS 2021 and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the DMSOS 2021;
- (c) to offer and grant Options in accordance with the provisions of the DMSOS 2021 and pursuant to Section 161 of the Companies Act (Cap. 50) of Singapore to allot and issue and/or deliver from time to time such number of fully paid-up Shares as may be required to be issued or delivered pursuant to the exercise of Options provided that the aggregate number of new Shares available pursuant to the DMSOS 2021, and any other share-based schemes of the Company, shall not exceed fifteen per cent. (15%) of the total issued Shares of the Company (excluding treasury shares and subsidiary holdings) from time to time; and
- (d) to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this resolution.

**ORDINARY RESOLUTION 3: THE PROPOSED GRANT OF AUTHORITY TO OFFER AND GRANT OPTIONS AT A DISCOUNT OF UP TO 20% TO MARKET PRICE UNDER THE DYNA-MAC SHARE OPTION SCHEME 2021 (“DMSOS 2021”)**

THAT:

subject to and contingent upon the passing of Ordinary Resolution 2,

- (a) the maximum discount that may be given under the DMSOS 2021 be up to twenty per cent. (20%) to the Market Price (as defined hereinbelow) for the Shares at the time of the grant of the Option; and
- (b) the Directors of the Company be and are hereby authorised to offer and grant Options in accordance with the rules of the DMSOS 2021 with exercise prices set at a discount to the market price (being a price equal to the average of the last dealt prices for a Share, as determined by reference to the daily official list or other publication published by the SGX-ST for the five (5) consecutive Market Days immediately preceding the Offer Date on which there was trading in the Shares, rounded up to the nearest whole cent in the event of fractional prices) (“Market Price”).

**By Order of the Board**

Liew Meng Ling  
Company Secretary

Date: 7 April 2021  
Singapore

**Notes:**

1. The 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. This Notice will accordingly be sent to members by electronic means via publication on the Company's website at the URL <https://investor.dyna-mac.com/annual-general-meeting.html> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
2. Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the EGM are set out in the Company's announcement dated 7 April 2021 titled "Instructions to Shareholders Regarding the Company's EGM on 29 April 2021" which has been uploaded together with the Notice of EGM on SGXNet on the same day. This announcement may also be accessed at the URL <https://investor.dyna-mac.com/annual-general-meeting.html>.
3. A member not be able to attend the EGM in person but will be able to watch the proceedings of the EGM through a "live" webcast via his/her/its mobile phones, tablets or computers or listen to the proceedings through a "live" audio feed via telephone. In order to do so a member who wishes to watch the "live" audio feed must pre-register by 4.00 p.m. on 26 April 2021 at the URL <https://investor.dyna-mac.com/annual-general-meeting.html>. Following authentication of his/her/its status as members, authenticated members will receive email instructions on how to access the webcast and audio feed of the proceedings of the EGM by 12.00 p.m. on 28 April 2021. Members who have received the email instructions must not forward the email instructions to other persons who are not members or who are not entitled to attend the EGM. This is to avoid any technical disruption or overload to the "live" webcast or "live" audio feed.

Members may also submit questions related to the resolutions to be tabled for approval at the EGM. To do so, all questions must be submitted by 4.00 p.m. on 26 April 2021:

- (a) via the pre-registration website at the URL <https://investor.dyna-mac.com/annual-general-meeting.html>
- (b) by email to [dyna-mac-agm@complete-corp.com.sg](mailto:dyna-mac-agm@complete-corp.com.sg).

Members will need to identify themselves when posing questions by email by providing the following details:

- (a) the member's full name as it appears on his/her/its CDP/CPF/SRS share records;
- (b) the member's NRIC/Passport/UEN number;
- (c) the member's contact number and email address; and
- (d) the manner in which the member holds his/her/its share in the Company (e.g. via CDP, CPF or SRS).

The Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.

The Company will address substantial and relevant questions relating to the resolutions to be tabled for approval at the EGM as received from members either before or during the EGM.

4. A member will not be able to attend the EGM in person. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it 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. In appointing the Chairman of the EGM as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid. The accompanying proxy form for the EGM may be accessed at the Company's website at the URL <https://investor.dyna-mac.com/annual-general-meeting.html> and has also been made available on SGXNet.
5. The Chairman of the EGM, as proxy, need not be a member of the Company. The instrument appointing the Chairman of the EGM as proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarially certified copy thereof, must:
  - (a) If sent by post, be deposited with the Polling Agent of the Company at 10 Anson Road, #29-07 International Plaza, Singapore 079903; or
  - (b) If submitted by email, be received by the Company at [dyna-mac-agm@complete-corp.com.sg](mailto:dyna-mac-agm@complete-corp.com.sg),  
in either case, not less than 72 hours before the time for holding the EGM, and in default the instrument of proxy shall not be treated as valid.

A member who wishes to submit an instrument of proxy 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 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.

6. The instrument appointing the Chairman of the EGM as proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing the Chairman of the EGM as proxy is executed by a Company, it must be either under its common seal (or by the signatures of authorised persons in the manner set out under the Companies Act, Cap. 50 as an alternative to sealing) or signed on its behalf by a duly authorised officer or attorney.

7. In the case of a member whose shares are entered against his/her/its name in the Depository Register, the Company may reject any instrument appointing the Chairman of the EGM as proxy lodged if such member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the EGM as certified by The Central Depository (Pte) Limited to the Company.
8. Persons who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act, Cap. 50 of Singapore), including CPF and SRS investors, and who wish to participate in the EGM ("**Relevant Intermediary Participants**") by (a) observing and/or listening to the EGM proceedings via the "live" webcast or the "live" audio feed in the manner provided in Note 3 above; (b) submitting questions in advance of the EGM in the manner provided in Note 3 above; and/or (c) appointing the Chairman of the EGM as proxy to attend, speak and vote on their behalf at the EGM, should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operations) through which they hold such shares as soon as possible in order to facilitate the necessary arrangements for them to participate in the EGM. CPF or SRS investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 19 April 2021.

**Personal Data Privacy:**

By submitting an instrument appointing Chairman of the EGM as proxy to attend, speak and vote at the EGM and/or any adjournment thereof or submitting any details of Relevant Intermediary Participants in connection with the EGM, 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 the Chairman of the EGM as proxy for the EGM (including any adjournment thereof) and the preparation, compilation and publication of the attendance 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, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of Relevant Intermediary Participants to the Company (or its agents), the member has obtained the prior consent of such Relevant Intermediary Participants for the collection, use and disclosure by the Company (or its agents) of the personal data of such Relevant Intermediary Participants for the Purposes.