

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 12th Annual General Meeting (“**AGM**”) of the Company will be held by way of electronic means on Thursday, 29 July 2021 at 10.30 a.m. for the purposes of considering and, if thought fit, passing with or without modifications the following resolutions:

Ordinary Business

AS ORDINARY RESOLUTIONS

1. To receive and adopt the Directors’ Statement and Audited Financial Statements for the financial year ended 31 March 2021 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To approve the payment of Directors’ fees of S\$190,000 for the financial year ended 31 March 2021 (FY2020: S\$190,000). **(Resolution 2)**
3. To re-elect Professor Yong Kwet Yew retiring pursuant to Regulation 99 of the Constitution of the Company. **(See Explanatory Notes)** **(Resolution 3)**
4. To re-elect Mr Aw Eng Hai retiring pursuant to Regulation 99 of the Constitution of the Company. **(See Explanatory Notes)** **(Resolution 4)**
5. Contingent upon the passing of Ordinary Resolution 3 and pursuant to Rule 406(3)(d)(iii)(A) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (“**Catalist Rules**”) which will take effect from 1 January 2022, Shareholders to approve the continued appointment of Professor Yong Kwet Yew as an Independent Director, and that upon due approval, the approval shall remain in force until the earlier of: (a) the retirement or resignation of the Director; or (b) the conclusion of the third AGM from the aforesaid approval. **(Resolution 5)**
(See Explanatory Notes)
6. Contingent upon the passing of Ordinary Resolutions 3 and 5 and pursuant to Rule 406(3)(d)(iii)(B) of the Catalist Rules which will take effect from 1 January 2022, Shareholders, excluding the directors, the chief executive officer and their associates, to approve the continued appointment of Professor Yong Kwet Yew as an Independent Director, and that upon due approval, the approval shall remain in force until the earlier of: (a) the retirement or resignation of the Director; or (b) the conclusion of the third AGM from the aforesaid approval. **(Resolution 6)**
(See Explanatory Notes)
7. Contingent upon the passing of Ordinary Resolution 4 and pursuant to Rule 406(3)(d)(iii)(A) of the Catalist Rules which will take effect from 1 January 2022, Shareholders to approve the continued appointment of Mr Aw Eng Hai as an Independent Director, and that upon due approval, the approval shall remain in force until the earlier of: (a) the retirement or resignation of the Director; or (b) the conclusion of the third AGM from the aforesaid approval. **(Resolution 7)**
(See Explanatory Notes)
8. Contingent upon the passing of Ordinary Resolutions 4 and 7 and pursuant to Rule 406(3)(d)(iii)(B) of the Catalist Rules which will take effect from 1 January 2022, Shareholders, excluding the directors, the chief executive officer and their associates, to approve the continued appointment of Mr Aw Eng Hai as an Independent Director, and that upon due approval, the approval shall remain in force until the earlier of: (a) the retirement or resignation of the Director; or (b) the conclusion of the third AGM from the aforesaid approval. **(Resolution 8)**
(See Explanatory Notes)

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9. To re-appoint Messrs Ernst & Young LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.

(Resolution 9)

Special Business

AS ORDINARY RESOLUTION

10. General Authority to Allot and Issue Shares

That, pursuant to Section 161 of the Companies Act, Chapter 50 ("**Companies Act**") and Rule 806(2) of the Catalist Rules, authority be and is hereby given to the Directors to:

- (a) (i) allot and issue shares in the capital of the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or;
- (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) warrants, debentures, convertible securities or other instruments convertible into shares;

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

- (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,

provided always that:

- (1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed one hundred per cent. (100%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), provided that 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 Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent. (50%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company;
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares and Instruments that may be issued under sub-paragraph (1) above, the percentage of issued shares and Instruments shall be based on the number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company 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 outstanding at the time this authority is given;
- (b) (where applicable) new Shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
- (c) any subsequent bonus issue, consolidation or subdivision of Shares;

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any adjustments made in accordance with sub-paragraphs (2)(a) or (2)(b) are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of the Resolution approving the mandate.

- (3) in exercising the authority conferred by this Resolution, the Directors shall comply with the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act, and otherwise, and the Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company in 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 earlier.

(Resolution 10)

(See Explanatory Notes)

By Order of the Board

Siau Kuei Lian
Company Secretary

14 July 2021
Singapore

Important notice on AGM arrangements in light of COVID-19

The Notice of AGM has been published on SGXNET and the Company's website at www.tritech.com.sg. A printed copy of this Notice, the proxy form and other documents related to the AGM will **NOT** be despatched to shareholders.

This notice sets out the Company's arrangements relating to, among others, attendance at the AGM via electronic means (including arrangements by which the AGM can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the AGM in advance of the AGM, addressing of substantial and relevant questions prior to the AGM and/or voting by appointing the Chairman of the AGM as proxy for the AGM.

Notes:

1. The AGM is being convened, and 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.
2. Due to the current COVID-19 restriction orders in Singapore, Shareholders are encouraged to attend the AGM via live webcast. Shareholders will be able to watch the proceedings of the AGM through a live webcast ("**LIVE WEBCAST**") via their mobile phones, tablets or computers or listen to these proceedings through a live audio feed ("**AUDIO ONLY MEANS**") via telephone. In order to do so, Shareholders who wish to watch the LIVE WEBCAST or listen via the AUDIO ONLY MEANS must pre-register by 10.30 a.m. on 27 July 2021 at <https://conveneagm.sg/tritechgroupagmandegm>.

Shareholders will receive an email verification authenticating their status as Shareholders shortly upon pre-registration, along with accompanying instructions on accessing the AGM via LIVE WEBCAST and AUDIO ONLY MEANS. Shareholders should use the log-on credentials received to access the LIVE WEBCAST and AUDIO ONLY MEANS of the AGM. Shareholders who do not receive an email 24 hours after pre-registration may contact technical support via email at support@conveneagm.com or through the toll free number at 8008523335.

Persons holding shares through relevant intermediaries, who wish to participate in the AGM via LIVE WEBCAST or through the AUDIO ONLY MEANS, should contact their relevant intermediaries through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.

3. Shareholders who pre-register to watch the LIVE WEBCAST or listen via the AUDIO ONLY MEANS may also submit questions relating to the resolutions to be tabled for approval at the AGM. Please note that Shareholders will not be able to ask questions at the AGM "live" during the webcast and the audio feed.

All questions must be submitted by 10.30 a.m. on 19 July 2021 ("**Questions Cut-Off Date**") via the pre-registration website at <https://conveneagm.sg/tritechgroupagmandegm>.

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The Company will address substantial questions relevant to the resolutions to be tabled for approval at the AGM as received from Shareholders before the Questions Cut-Off Date, by publishing the answers on SGXNET, at or prior to the AGM. The Company will, within one month after the date of the AGM, publish the minutes of the AGM, together with responses to subsequent clarifications sought or follow-up questions raised by Shareholders in respect of substantial and relevant matters on SGXNET and the Company's website at www.tritech.com.sg.

4. Shareholders (whether individuals or corporates) who wish to exercise their voting rights at the AGM must appoint the Chairman of the AGM as their proxy to attend, speak and vote on their behalf at the AGM. In appointing the Chairman of the AGM as proxy, Shareholders (whether individuals or corporates) 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.
5. The Chairman of the AGM, as proxy, need not be a member of the Company.
6. The proxy form appointing the Chairman of the AGM must be downloaded, printed, completed and signed by Shareholders and sent to the Company in the following manner:
 - (a) if sent personally or by post, be received by the Company's Share Registrar, In.Corp Corporate Services Pte. Ltd. at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712; or
 - (b) if submitted by email, be sent as a clearly readable image via email to the Company's Share Registrar, In.Corp Corporate Services Pte. Ltd. at shareregistry@incorp.asia,
 in either case no later than 10.30 a.m. on 27 July 2021 and in default the proxy form shall not be treated as valid.
7. The proxy form appointing the Chairman of the AGM as proxy must be signed by the appointor or his attorney duly authorised in writing. Where the proxy form appointing the Chairman of the AGM as proxy is executed by a corporation, it must be either under its common seal or signed on its behalf by a duly authorised officer or attorney.
8. Where the proxy form appointing the Chairman of the AGM as proxy is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be attached to the proxy form, failing which the proxy form may be treated as invalid.
9. The Company shall be entitled to reject the proxy form appointing the Chairman of the AGM as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the proxy form appointing the Chairman of the AGM as proxy.
10. In the case of shares entered in the Depository Register, the Company may reject the proxy form if the shareholder, 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 meeting, as certified by The Central Depository (Pte) Limited to the Company.

Important Reminders:

Due to the current COVID-19 situation, the Company may be required to change its AGM arrangements at short notice. Shareholders are advised to regularly check the Company's website or announcements released on SGXNET for updates on the AGM. Further, in view of the current COVID-19 measures which may make it difficult for Shareholders to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

Personal Data Privacy:

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

- (i) processing, administration and analysis by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the AGM as proxy for the AGM (including any adjournment thereof);
- (ii) processing of the pre-registration for purposes of granting access to Shareholders to the LIVE WEBCAST or AUDIO ONLY MEANS of the AGM proceedings and providing them with any technical assistance where necessary;
- (iii) addressing substantial and relevant questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions;
- (iv) 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, take-over rules, regulations and/or guidelines.

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In addition, the personal data of a Shareholder (such as name, presence at the AGM and any questions raised or motions proposed/seconded) may be recorded by the Company during sounds and/or video recordings of the AGM which may be made by the Company for record keeping and to ensure the accuracy of the minutes of the AGM and a Shareholder of the Company consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for such purpose.

Explanatory Notes on Ordinary Business to be transacted:

Resolution 3

Professor Yong Kwet Yew will, upon re-appointment as a Director of the Company remain as the Non-Executive Chairman and Independent Director of the Company, Chairman of Nominating Committee and Remuneration Committee and a member of Audit Committee. The Board considers Professor Yong Kwet Yew to be independent for the purpose of Rule 704(7) of the Catalist Rules.

Resolution 5 and Resolution 6

Contingent upon the passing of Ordinary Resolution 3 and pursuant to Rule 406(3)(d)(iii) of the Catalist Rules of the SGX-ST which will take effect from 1 January 2022, Professor Yong Kwet Yew, having served on the Board beyond nine (9) years from the date of his first appointment, will not be considered as an Independent Director on 1 January 2022 unless his appointment as an Independent Director is approved in separate resolutions by (A) all Shareholders and (B) Shareholders, excluding the directors, the chief executive officer and their associates. The Company is seeking at this AGM to obtain the required approval in separate resolutions by (A) by all Shareholders and (B) Shareholders, excluding the directors, the chief executive officer and their associates prior to 1 January 2022 as required for his continued appointment as an Independent Director. Ordinary Resolutions 5 and 6, if passed, will enable Professor Yong Kwet Yew to continue his appointment as an Independent Director (unless the appointment has been changed subsequent to the AGM) pursuant to Rule 406(3)(d)(iii) of the Catalist Rules of the SGX-ST and to Provision 2.1 of the Code of Corporate Governance 2018 and the approval shall remain in force until the earlier of (a) his retirement or resignation; or (b) the conclusion of the third AGM of the Company. Ordinary Resolution 6 is conditional upon Ordinary Resolutions 3 and 5 being duly approved, else the aforesaid director will be designated as Non-Independent Director with effect from 1 January 2022 and the Company will consider other alternative including refreshment of the Board.

If only Ordinary Resolution 3 is passed, Professor Yong Kwet Yew shall continue as an Independent Director of the Company up to and including 31 December 2021, and shall thereafter be re-designated as a Non-Executive and Non-Independent Director as of and from 1 January 2022. If Ordinary Resolution 3 is not passed, Ordinary Resolutions 5 and 6 will be withdrawn. The Company shall endeavor to search for suitable candidate(s) and fill the vacancies of the independent director(s) within two, but no later than three months to fulfill the requirements of the Catalist Rules and Code of Corporate Governance, where applicable.

Resolution 4

Mr Aw Eng Hai will, upon re-appointment as a Director of the Company, remain as the Independent Director of the Company, Chairman of Audit Committee and a member of Nominating Committee and Remuneration Committee. The Board considers Mr Aw Eng Hai to be independent for the purpose of Rule 704(7) of the Catalist Rules.

Resolution 7 and Resolution 8

Contingent upon the passing of Ordinary Resolution 4 and pursuant to Rule 406(3)(d)(iii) of the Catalist Rules of the SGX-ST which will take effect from 1 January 2022, Mr Aw Eng Hai, having served on the Board beyond nine (9) years from the date of his first appointment, will not be considered as an Independent Director on 1 January 2022 unless his appointment as an Independent Director is approved in separate resolutions by (A) all Shareholders and (B) Shareholders, excluding the directors, the chief executive officer and their associates. The Company is seeking at this AGM to obtain the required approval in separate resolutions by (A) by all Shareholders and (B) Shareholders, excluding the directors, the chief executive officer and their associates prior to 1 January 2022 as required for his continued appointment as an Independent Director. Ordinary Resolutions 7 and 8, if passed, will enable Mr Aw Eng Hai to continue his appointment as an Independent Director (unless the appointment has been changed subsequent to the AGM) pursuant to Rule 406(3)(d)(iii) of the Catalist Rules of the SGX-ST and to Provision 2.1 of the Code of Corporate Governance 2018 and the approval shall remain in force until the earlier of (a) his retirement or resignation; or (b) the conclusion of the third AGM of the Company. Ordinary Resolution 8 is conditional upon Ordinary Resolutions 4 and 7 being duly approved, else the aforesaid director will be designated as Non-Independent Director with effect from 1 January 2022 and the Company will consider other alternative including refreshment of the Board.

If only Ordinary Resolution 4 is passed, Mr Aw Eng Hai shall continue as an Independent Director of the Company up to and including 31 December 2021, and shall thereafter be re-designated as a Non-Executive and Non-Independent Director as of and from 1 January 2022. If Ordinary Resolution 4 is not passed, Ordinary Resolutions 7 and 8 will be withdrawn. The Company shall endeavor to search for suitable candidate(s) and fill the vacancies of the independent director(s) within two, but no later than three months to fulfill the requirements of the Catalist Rules and Code of Corporate Governance, where applicable.

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Explanatory Note on Special Business to be transacted:

Resolution 10

The Ordinary Resolution 10 proposed in item 10 above, if passed, will empower the Directors of the Company, from the date of the forthcoming AGM of the Company until the next AGM of the Company, to allot and issue Shares and convertible securities in the Company, without seeking any further approval from Shareholders in a general meeting but within the limitation imposed by Ordinary Resolution 10, for such purposes as the Directors may consider would be in the best interests of the Company. The number of Shares and convertible securities that the Directors may allot and issue under Ordinary Resolution 10 would not exceed one hundred per cent (100%) of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) at the time of the passing of Ordinary Resolution 10. For issue of Shares and convertible securities other than on a *pro rata* basis to all Shareholders, the aggregate number of Shares and convertible securities to be issued shall not exceed fifty per cent (50%) of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) at the time of the passing of Ordinary Resolution 10.

The one hundred per cent (100%) limit and the fifty per cent (50%) limit will be calculated based on the Company's issued share capital at the time of the passing of Ordinary Resolution 10, after adjusting for:

- (i) new Shares arising from the conversion or exercise of convertible securities;
- (ii) new Shares arising from the exercise of share options or vesting of share awards; and
- (iii) any subsequent bonus issue, consolidation or subdivision of Shares.