

TRITECH GROUP LIMITED
(Company Registration No. 200809330R)
(Incorporated in the Republic of Singapore)
(the “**Company**”)

MINUTES OF ANNUAL GENERAL MEETING

PLACE : By way of electronic means
DATE : Friday, 29 July 2022
TIME : 10.30 a.m.
CHAIRMAN OF THE MEETING : Professor Yong Kwet Yew

QUORUM

There being a quorum present, Professor Yong Kwet Yew, Chairman of the meeting (the “**Chairman**”) called the Annual General Meeting (the “**Meeting**” or “**AGM**”) to order at 10.30 a.m.

The Meeting was convened 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. In view of the Company’s efforts to minimise physical interactions and the transmission risk to a minimum, shareholders who had pre-registered online, together with the Board of Directors of the Company, had attended the Meeting via webcast. As shareholders will not be allowed to attend this Meeting physically, they had to appoint the Chairman of the Meeting as proxy to attend and vote on their behalf.

INTRODUCTION

The Chairman proceeded to introduce the members of the Board, Company Secretary, External Auditors, Share Registrar, Scrutineer and Sponsor who were present at the Meeting through webcast to the shareholders.

NOTICE

All pertinent information relating to the proposed Resolutions are set out in the Notice of this Meeting dated 14 July 2022 together with the Annual Report for the financial year ended 31 March 2022 which have been circulated to the shareholders. The Notice convening the Meeting was taken as read.

The Chairman of the Meeting thanked the shareholders who have submitted their votes to appoint him as proxy to vote on their behalf. All the proxy forms submitted at least 72 hours before the Meeting have been checked, counted and verified by the Scrutineer and found to be in order.

The Chairman also informed the shareholders that the Company had not received any questions from shareholders in relation to the resolutions to be tabled for approval at the AGM.

ORDINARY BUSINESS:

ORDINARY RESOLUTION 1 – ADOPTION OF DIRECTORS’ STATEMENT, AUDITED FINANCIAL STATEMENTS AND AUDITOR’S REPORT FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

The Meeting proceeded to receive and adopt the Directors’ Statement and Audited Financial Statements for the financial year ended 31 March 2022 together with the Auditor’s Report thereon.

The voting result of the poll was as follows:

	Total Votes	Percentage of Total Votes (%)
For the Resolution	621,107,707	100.00
Against the Resolution	0	0.00

Based on the above result, the Chairman of the Meeting declared the motion carried and it was **RESOLVED**:

“That the Directors’ Statement and Audited Financial Statements for the financial year ended 31 March 2022 together with the Auditor’s Report thereon be and are hereby received and adopted.”

ORDINARY RESOLUTION 2 – DIRECTORS’ FEES OF S\$191,250 FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022

The Board had recommended the payment of Directors’ fees of S\$191,250 for the financial year ended 31 March 2022.

The voting result of the poll was as follows:

	Total Votes	Percentage of Total Votes (%)
For the Resolution	621,107,707	100.00
Against the Resolution	0	0.00

Based on the above result, the Chairman of the Meeting declared the motion carried and it was **RESOLVED**:

“That the payment of Directors’ fees of S\$191,250 for the financial year ended 31 March 2022 be approved.”

ORDINARY RESOLUTION 3 – RE-ELECTION OF DR WANG XIAONING AS DIRECTOR OF THE COMPANY

Dr Wang Xiaoning (“**Dr Wang**”) who was retiring as a Director of the Company pursuant to Regulation 117 of the Constitution of the Company had signified his consent to continue in office.

The voting result of the poll was as follows:

	Total Votes	Percentage of Total Votes (%)
For the Resolution	621,107,707	100.00
Against the Resolution	0	0.00

Based on the above result, the Chairman of the Meeting declared the motion carried and it was **RESOLVED**:

“That Dr Wang, who retired from the office in accordance with the Regulation 117 of the Constitution of the Company and being eligible, had offered himself for re-election, be and is hereby re-elected as a Director of the Company.”

Dr Wang who was re-elected as a Director of the Company, remains as the Managing Director of the Company and a member of the Nominating Committee (“**NC**”).

ORDINARY RESOLUTION 4 – RE-ELECTION OF MR ONG ENG KEANG AS DIRECTOR OF THE COMPANY

Mr Ong Eng Keang (“**Mr Ong**”) who was retiring as a Director of the Company pursuant to Regulation 122 of the Constitution of the Company had signified his consent to continue in office.

The voting result of the poll was as follows:

	Total Votes	Percentage of Total Votes (%)
For the Resolution	621,107,707	100.00
Against the Resolution	0	0.00

Based on the above result, the Chairman of the Meeting declared the motion carried and it was **RESOLVED**:

“That Mr Ong, who retired from the office in accordance with the Regulation 122 of the Constitution of the Company and being eligible, had offered himself for re-election, be and is hereby re-elected as a Director of the Company.”

Mr Ong who was re-elected as a Director of the Company, remains as an Independent Director of the Company and a member of the Audit Committee, NC and Remuneration Committee and is considered independent for the purpose of Rule 704(7) of the Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”).

ORDINARY RESOLUTION 5 – RE-ELECTION OF MR ZHOU XINPING AS DIRECTOR OF THE COMPANY

Mr Zhou Xinping (“**Mr Zhou**”) who was retiring as a Director of the Company pursuant to Regulation 122 of the Constitution of the Company had signified his consent to continue in office.

The voting result of the poll was as follows:

	Total Votes	Percentage of Total Votes (%)
For the Resolution	621,107,707	100.00
Against the Resolution	0	0.00

Based on the above result, the Chairman of the Meeting declared the motion carried and it was **RESOLVED**:

“That Mr Zhou, who retired from the office in accordance with the Regulation 122 of the Constitution of the Company and being eligible, had offered himself for re-election, be and is hereby re-elected as a Director of the Company.”

Mr Zhou who was re-elected as a Director of the Company, remains as an Executive Director of the Company.

ORDINARY RESOLUTION 6 – RE-APPOINTMENT OF MESSRS ERNST & YOUNG LLP AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

The retiring auditors, Messrs Ernst & Young LLP, had expressed their consent to act as Auditors of the Company for the ensuing year.

The voting result of the poll was as follows:

	Total Votes	Percentage of Total Votes (%)
For the Resolution	621,107,707	100.00
Against the Resolution	0	0.00

Based on the above result, the Chairman of the Meeting declared the motion carried and it was **RESOLVED**:

“That Messrs Ernst & Young LLP, who have expressed their consent to continue in office, be and is hereby re-appointed as Auditors of the Company until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Directors.”

SPECIAL BUSINESS:

ORDINARY RESOLUTION 7 – GENERAL AUTHORITY TO ALLOT AND ISSUE SHARES

Resolution 7 was to authorise the Directors to issue and allot shares pursuant to Section 161 of the Companies Act 1967 (“**Companies Act**”) and Rule 806 of the Catalist Rules.

The voting result of the poll was as follows:

	Total Votes	Percentage of Total Votes (%)
For the Resolution	621,107,707	100.00
Against the Resolution	0	0.00

Based on the above result, the Chairman of the Meeting declared the motion carried and it was **RESOLVED**:

“That, pursuant to Section 161 of the 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 subparagraph (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;*

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.”*

ORDINARY RESOLUTION 8 – AUTHORITY TO GRANT AWARDS AND ISSUE SHARES UNDER TRITECH GROUP PERFORMANCE SHARE PLAN 2021

Resolution 8 was to authorise the Directors to grant awards and issue shares pursuant to the Trittech Group Performance Share Plan 2021 (“**Trittech PSP 2021**”).

The voting result of the poll was as follows:

	Total Votes	Percentage of Total Votes (%)
For the Resolution	426,980,789	100.00
Against the Resolution	0	0.00

Based on the above result, the Chairman of the Meeting declared the motion carried and it was **RESOLVED:**

“That pursuant to Section 161 of the Companies Act, the Directors of the Company be authorised and empowered to offer and grant options under the Trittech PSP 2021 and to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of share options granted by the Company under the Trittech PSP 2021, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the Scheme shall not exceed fifteen per cent. (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time 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.”

CONCLUSION

The Chairman of the Meeting closed the AGM of the Company at 10.40 a.m. and thanked everyone for their attendance.

CONFIRMED AS A TRUE RECORD OF THE PROCEEDINGS OF THE MEETING

PROFESSOR YONG KWET YEW
CHAIRMAN OF THE MEETING