

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

MINUTES OF ANNUAL GENERAL MEETING

PLACE : 31 Changi South Avenue 2, Trittech Building, Singapore 486478
DATE : Thursday, 14 September 2023
TIME : 10.30 a.m.
CHAIRMAN OF THE MEETING : Mr Aw Eng Hai

QUORUM

There being a quorum present, Mr Aw Eng Hai (“**Mr Aw**”), Chairman of the meeting (the “**Chairman**”) called the Annual General Meeting (the “**Meeting**” or “**AGM**”) to order at 10.30 a.m.

INTRODUCTION

The Chairman called the Meeting to order after ascertaining that a quorum was present.

The Chairman of the Meeting introduced the members of the Board of Directors, the Company Secretary, External Auditors, Share Registrar, Scrutineer and Sponsor to the shareholders present at the Meeting. The Chairman informed that Professor Yong Kwet Yew and Mr Zhou Xinping sent their apologies for not being able to attend the Meeting.

NOTICE OF THE MEETING

All pertinent information relating to the proposed Resolutions are set out in the Notice of this Meeting dated 30 August 2023 together with the Annual Report for the financial year ended 31 March 2023 which have been circulated to the shareholders. The Notice convening the Meeting was taken as read.

The Chairman thanked the shareholders who had submitted their votes to appoint himself as proxy to vote on their behalf. Therefore, in the course of the Meeting, he would vote in accordance with the wishes of the shareholders who had appointed him as proxy. All the proxy forms submitted at least 72 hours before the Meeting had been checked, counted and verified by the polling agent and scrutineer and found to be in order. All resolutions are deemed to be duly proposed and seconded.

The Chairman informed the shareholders that In.Corp Corporate Services Pte. Ltd. had been appointed as Polling Agent and Agile 8 Advisory Pte. Ltd. had been appointed as Scrutineer for the Meeting.

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 as of the cut-off date on 6 September 2023.

ORDINARY BUSINESS:

ORDINARY RESOLUTION 1 – ADOPTION OF DIRECTORS’ STATEMENT, AUDITED FINANCIAL STATEMENTS AND AUDITOR’S REPORT FOR THE FINANCIAL YEAR ENDED 31 MARCH 2023

The Meeting proceeded to receive and adopt the Directors’ Statement and Audited Financial Statements for the financial year ended 31 March 2023 together with the Auditor’s Report thereon.

During the questions and answers session, questions raised by the shareholder of the Company were responded by the Chairman of the Meeting. The details of the questions and answers are attached as **Annexure A**.

The voting result of the poll was as follows:

	Total Votes	Percentage of Total Votes (%)
For the Resolution	540,085,031	99.99
Against the Resolution	36,800	0.01

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 2023 together with the Auditor’s Report thereon be and are hereby received and adopted.”

ORDINARY RESOLUTION 2 – DIRECTORS’ FEES OF S\$202,000 FOR THE FINANCIAL YEAR ENDED 31 MARCH 2023

The Board had recommended the payment of Directors’ fees of S\$202,000 for the financial year ended 31 March 2023.

The voting result of the poll was as follows:

	Total Votes	Percentage of Total Votes (%)
For the Resolution	539,985,031	99.97
Against the Resolution	136,800	0.03

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\$202,000 for the financial year ended 31 March 2023 be approved.”

ORDINARY RESOLUTION 3 – RE-ELECTION OF MR ZHOU XINPING AS DIRECTOR OF THE COMPANY

Mr Zhou Xinping (“**Mr Zhou**”) who was retiring as 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	540,085,031	99.99
Against the Resolution	36,800	0.01

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 117 of the Constitution of the Company and being eligible, had offered himself for re-election, be and is hereby re-elected as Director of the Company.”

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

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 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	540,085,031	99.99
Against the Resolution	36,800	0.01

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 117 of the Constitution of the Company and being eligible, had offered himself for re-election, be and is hereby re-elected as Director of the Company.”

Mr Ong, who was re-elected as Director of the Company, remains as an Independent Director of the Company and a member of the Audit Committee, Nominating Committee 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-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	540,085,031	99.99
Against the Resolution	36,800	0.01

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.”

As no notice of any other ordinary business to be transacted at the Meeting had been received by the Company Secretary, the Meeting proceeded to deal with the special business outlined in the Notice convening the Meeting.

SPECIAL BUSINESS:

ORDINARY RESOLUTION 6 – GENERAL AUTHORITY TO ALLOT AND ISSUE SHARES

Resolution 6 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 of the SGX-ST.

The voting result of the poll was as follows:

	Total Votes	Percentage of Total Votes (%)
For the Resolution	539,985,031	99.97
Against the Resolution	136,800	0.03

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 1967 (the "**Companies Act**") and Rule 806 of the Catalist Rules of the SGX-ST, the Directors of the Company be authorised and empowered to:*

- (a) (i) *allot and issue shares in 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) options, warrants, debentures 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 of the Company may 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 Instruments made or granted by the Directors of the Company while this Resolution was in force,*

*(the "**Share Issue Mandate**")*

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 and subsidiary holdings) 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 and subsidiary holdings) 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 a general meeting, the Share Issue Mandate shall continue in force (i) until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law and the Catalist Rules to be held, whichever is earlier or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments.”*

ORDINARY RESOLUTION 7 – AUTHORITY TO GRANT AWARDS AND ISSUE SHARES UNDER TRITECH GROUP PERFORMANCE SHARE PLAN 2021

Resolution 7 was to authorise the Directors to grant awards and issue shares pursuant to 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	355,958,113	99.99
Against the Resolution	36,800	0.01

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 awards under the Trittech Group Performance Share Plan 2021 (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 awards 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 Annual General Meeting of the Company or the date by which the next Annual General Meeting 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 11.15 a.m. and thanked everyone for their attendance.

CONFIRMED AS A TRUE RECORD OF THE PROCEEDINGS OF THE MEETING

**AW ENG HAI
CHAIRMAN OF THE MEETING**

Annexure A

Questions and Answers Session

Question 1 : Mr Ho Hai Pang (“**Mr Ho**”) inquired about the possibility for the Company to prepare the presentation slides to provide the outlook of the Company’s business and ongoing projects during the AGM.

Mr Aw responded that the Company would consider the request to have a short presentation next year. He added that shareholders may refer to the Company’s website for more information on the business of the Group.

Question 2 : Mr Ho noted that the Company is making losses in this financial year and inquired if the Company would make a profit at the next financial year.

Mr Aw explained that the Management is working hard on the business to generate profit despite the competitive market challenges. He added that the Management is also trying to reduce unnecessary costs for long term profitability and sustainability.