
NOTICE OF EXTRAORDINARY GENERAL MEETING

TRITECH GROUP LIMITED

(Company Registration Number: 200809330R)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of TRITECH GROUP LIMITED (“**Company**”) and together with its subsidiaries, the “**Group**”) will be held at 31 Changi South Avenue 2, Tritech Building, Singapore 486478, on 23 December 2022 at 10 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the resolutions as set out below (“**Notice**”).

All capitalised terms used in this Notice which are not defined herein shall have the meanings ascribed to them in the accompanying Circular to Shareholders of the Company dated 8 December 2022.

Shareholders should note that Ordinary Resolutions 1, 2, 3 and 4 relating to the Proposed Options Grant are conditional upon the passing of Ordinary Resolution 5 relating to the Proposed Whitewash Resolution. This means that if Ordinary Resolution 5 is not passed, Ordinary Resolutions 1, 2, 3 and 4 would not be passed.

ORDINARY RESOLUTION 1: THE PROPOSED OPTIONS GRANT AND ALLOTMENT AND ISSUANCE OF THE RELEVANT OPTION SHARES TO PROTOCOL CAPITAL PURSUANT TO THE EXERCISE OF THE RELEVANT OPTIONS

RESOLVED THAT:

- (a) approval be given for the purposes of Rules 803, 805(1), 812 and 824 of the Catalist Rules and Section 161 of the Act for the grant of 287,750,000 Options and the allotment and issuance of 287,750,000 Option Shares (assuming the Exercise of the relevant Options) to Protocol Capital; and
- (b) the Directors be authorised to do all such acts and things (including without limitation, entering into all such transactions, arrangements and agreements and executing all such documents) as they may consider necessary or expedient for the purposes of giving effect to this resolution and that authority be and is hereby given for the common seal of the Company to be affixed in accordance with the Company’s Constitution to any document as may be necessary or required.

ORDINARY RESOLUTION 2: THE PROPOSED OPTIONS GRANT AND ALLOTMENT AND ISSUANCE OF THE RELEVANT OPTION SHARES TO ROADS HOLDING PURSUANT TO THE EXERCISE OF THE RELEVANT OPTIONS

RESOLVED THAT:

- (a) approval be given for the purposes of Rules 805 and 824 of the Catalist Rules and Section 161 of the Act for the grant of 86,325,000 Options and the allotment and issuance of 86,325,000 Option Shares (assuming the Exercise of the relevant Options) to Roads Holding; and

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- (b) the Directors be authorised to do all such acts and things (including without limitation, entering into all such transactions, arrangements and agreements and executing all such documents) as they may consider necessary or expedient for the purposes of giving effect to this resolution and that authority be and is hereby given for the common seal of the Company to be affixed in accordance with the Company's Constitution to any document as may be necessary or required.

ORDINARY RESOLUTION 3: THE PROPOSED OPTIONS GRANT AND ALLOTMENT AND ISSUANCE OF THE RELEVANT OPTION SHARES TO JACKIE NG PURSUANT TO THE EXERCISE OF THE RELEVANT OPTIONS

RESOLVED THAT:

- (a) approval be given for the purposes of Rules 805 and 824 of the Catalist Rules and Section 161 of the Act for the grant of 86,325,000 Options and the allotment and issuance of 86,325,000 Option Shares (assuming the Exercise of the relevant Options) to Jackie Ng; and
- (b) the Directors be authorised to do all such acts and things (including without limitation, entering into all such transactions, arrangements and agreements and executing all such documents) as they may consider necessary or expedient for the purposes of giving effect to this resolution and that authority be and is hereby given for the common seal of the Company to be affixed in accordance with the Company's Constitution to any document as may be necessary or required.

ORDINARY RESOLUTION 4: THE PROPOSED OPTIONS GRANT AND ALLOTMENT AND ISSUANCE OF THE RELEVANT OPTION SHARES TO STEPHANIE TAN PURSUANT TO THE EXERCISE OF THE RELEVANT OPTIONS

RESOLVED THAT:

- (a) approval be given for the purposes of Rules 805 and 824 of the Catalist Rules and Section 161 of the Act for the grant of 115,100,000 Options and the allotment and issuance of 115,100,000 Option Shares (assuming the Exercise of the relevant Options) to Stephanie Tan; and
- (b) the Directors be authorised to do all such acts and things (including without limitation, entering into all such transactions, arrangements and agreements and executing all such documents) as they may consider necessary or expedient for the purposes of giving effect to this resolution and that authority be and is hereby given for the common seal of the Company to be affixed in accordance with the Company's Constitution to any document as may be necessary or required.

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ORDINARY RESOLUTION 5: THE PROPOSED WHITEWASH RESOLUTION FOR THE WAIVER BY INDEPENDENT SHAREHOLDERS OF THEIR RIGHT TO RECEIVE A MANDATORY TAKEOVER OFFER FROM THE PLACEES PURSUANT TO THE EXERCISE OF THE RELEVANT OPTIONS IN RESPECT OF ALL OF THE OPTION SHARES

RESOLVED THAT:

The Independent Shareholders of the Company, hereby, on a poll taken, unconditionally and irrevocably waive their rights under Rule 14 of the Singapore Code on Take-overs and Mergers to receive a mandatory general offer from the Placees, for all the Shares in the capital of the Company in issue not already owned, controlled or agreed to be acquired by the Placees, as a result of the allotment and issuance of the Option Shares (assuming the Exercise of the relevant Options in respect of all of the Option Shares).

Dr Wang Xiaoning
Managing Director
Tritech Group Limited

8 December 2022

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Notes:

1. Printed copies of this Notice, the Circular and the Proxy Form will not be sent to members. Instead, this Notice, the Circular and the Proxy Form will be made available to members on the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements> and may be accessed at the Company's website at the URL: www.tritech.com.sg.
2. A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies. Where such member's instrument appointing a proxy(ies) appoints more than one (1) proxy, the appointment shall be invalid unless the proportion of the shareholding concerned to be represented by each proxy is specified in the instrument.
3. A member who is a relevant intermediary is entitled to appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's instrument appointing proxy(ies) appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument. Where a relevant intermediary appoints more than 2 proxies, separate proxy forms should be used.
4. **"Relevant intermediary"** has the meaning ascribed to it in Section 181(6) of the Companies Act 1967 of Singapore.
5. SRS Investors may attend and cast their vote(s) at the EGM in person. SRS Investors who wish to appoint a proxy(ies) should approach their respective SRS Approved Nominees to submit their votes by 10 a.m. (Singapore Time) on 13 December 2022 in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to appoint the proxy(ies) to vote on their behalf by the cut-off date.
6. A proxy need not be a member of the Company.
7. The duly executed instrument appointing a proxy must be sent to the Company's Share Registrar, In.Corp Corporate Services Pte. Ltd. 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 to the Company's Share Registrar, In.Corp Corporate Services Pte. Ltd. by email at shareregistry@incorp.asia,
in either case, by no later than 10 a.m. (Singapore Time) on 20 December 2022, and in default the Proxy Form shall not be treated as valid. A member who wishes to submit the Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or by scanning and submitting it by way of electronic means via email to the email address provided above. Members are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email.
8. The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised. A copy of the power of attorney or such other authority must be submitted together with the instrument appointing a proxy.
9. The Company shall be entitled to reject a Proxy Form which is invalid, incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form.
10. A Depositor shall not be regarded as a member of the Company entitled to attend, speak and vote at the EGM unless his name appears on the Depository Register 72 hours before the time fixed for holding the EGM. A depositor's name must appear in the Depository Register (as defined in Section 81SF of the Securities and Futures 2001) maintained by The Central Depository (Pte) Limited not later than seventy-two (72) hours before the time set for the EGM for the depositor to be entitled to attend and vote at the EGM.
11. Shareholders may submit questions in relation to the proposed resolutions tabled for approval at the EGM by writing to the Company in advance of the EGM. Alternatively, Shareholders may also pose such questions during the EGM.
12. Questions related to the agenda of the EGM may be submitted in the following manner:
 - (a) if sent personally or by post, be received by the Company at 31 Changi South Avenue 2, Tritech Building, Singapore 486478; or
 - (b) by email to the Company at shareholder@tritech.com.sg,
in either case, by 10 a.m. (Singapore Time) on 15 December 2022 for the purposes of the EGM.
13. For verification purposes, when submitting any questions via email, members MUST provide the Company with their particulars (comprising full name (for individuals)/company name (for corporates), email address, contact number, NRIC/passport number/company registration number, shareholding type and number of shares held), failing which the submission will be treated as invalid.

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14. Due to the current COVID-19 situation in Singapore and the related safe distancing measures which may make it difficult for shareholders to submit their questions by post, Shareholders are strongly encouraged to submit their questions electronically via email.
15. For questions submitted in advance of the EGM, the Company will endeavour to address the questions which are substantial and relevant to the agenda of the EGM prior to the EGM and by publication on the SGXNET and the Company's website at www.tritech.com.sg by 16 December 2022. Where substantial and relevant questions submitted by Shareholders are unable to be addressed prior to the EGM, including any questions received by the Company after 10 a.m. on 15 December 2022, the Company will address them during the EGM.
16. The Directors will endeavour to address as many substantial and relevant questions as possible during the EGM. However, Shareholders should note that there may not be sufficient time available at the EGM to address all questions raised. Please note that individual responses will not be sent to Shareholders.
17. The Company will also publish the minutes of the EGM on SGXNET and the Company's website within one month after the date of the EGM.

Personal Data Privacy Terms:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and for the Company (or its agents or service providers) 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 the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.