TIH LIMITED

(Incorporated in the Republic of Singapore)
(Unique Entity Number: 199400941K)

Notice of Twenty-Sixth Annual General Meeting

NOTICE IS HEREBY GIVEN that the Twenty-Sixth Annual General Meeting of TIH Limited (the "**Company**") will be held at Concorde 2, 3rd Level Concorde Hotel Singapore, 100 Orchard Road, Singapore 238840 on the 22nd day of April 2020 at 10.00 a.m. for the following businesses:

ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Accounts for the financial year ended 31 December 2019, together with the Auditors' Report thereon. **(Resolution 1)**
2. To declare a final tax-exempt one-tier ordinary dividend of S$0.01 per share for the financial year ended 31 December 2019. **(Resolution 2)**
3. To re-elect the following Directors, who are retiring by rotation pursuant to Article 107 of the Company's Constitution and who, being eligible, offer themselves for re-election:
   (i) Mr Wang Ya Lun Allen **(Resolution 3)**
   (ii) Mr Liong Tong Kap **(Resolution 4)**
   (iii) Mr Thanathip Vidhayasirinun **(Resolution 5)**
   [See Explanatory Notes]
4. To approve the sum of S$413,000 as Directors' fees for the financial year ended 31 December 2019. **(Resolution 6)**
5. To re-appoint Messrs KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**

SPECIAL BUSINESS

To consider and if thought fit, to pass, with or without any modifications, the following resolutions as Ordinary Resolutions:

6. Authority to allot and issue Shares under the TIH Limited Scrip Dividend Scheme **(Resolution 8)**

   "That, pursuant to Section 161 of the Companies Act, Cap. 50 ("**Companies Act**"), authority be and is hereby given to the Directors of the Company ("**Directors**") to allot and issue from time to time such number of shares in the capital of the Company ("**Shares**") as may be required to be allotted and issued pursuant to the TIH Limited Scrip Dividend Scheme."

   [See Explanatory Notes]

7. Authority to allot and issue Shares **(Resolution 9)**

   "That, pursuant to Section 161 of the Companies Act and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), authority be and is hereby given to the Directors to:

   (a) (i) issue Shares in the capital of the Company 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 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 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 while this Resolution was in force,

   provided 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 50 per cent of the total number of issued Shares excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro rata basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20 per cent of the total number of issued Shares excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (2) below);

   (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares excluding treasury shares that may be issued under sub-paragraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed after adjusting for:

   (i) new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
   (ii) any subsequent bonus issue, consolidation or subdivision of Shares,

   and, in sub-paragraph (1) above and this sub-paragraph (2), "subsidiary holdings" has the meaning given to it in the Listing Manual of the SGX-ST;

   (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and

   (4) (unless revoked or varied by the Company in a general meeting) the authority conferred by this Resolution shall 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 the earlier."

   [See Explanatory Notes]

8. The Proposed Renewal of the Interested Person Transactions Mandate **(Resolution 10)**

   "That:

   (a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual ("**Chapter 9**"), for the Company, its subsidiaries and its associated companies which are entities at risk as defined under Chapter 9, to enter into any of the transactions falling within the types of interested person transactions described in the Appendix to the Company's letter to shareholders dated 1 April 2020 (the "**Appendix**"), with any person who falls within the classes of interested persons described in the Appendix, provided that such transactions are made on normal commercial terms and are not prejudicial to the interests of the Company and its minority shareholders and are in accordance with the review procedures for interested person transactions as set out in the Appendix (the "**IPT Mandate**");

   (b) the IPT Mandate 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;

   (c) the Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of such procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 which may be prescribed by the SGX-ST from time to time; and

   (d) the Independent Directors for the purpose of the IPT Mandate be and are authorised to complete and do all such acts and things (including, without limitation, executing all such documents as may be required) as they may consider expedient or necessary in the interests of the Company to give effect to the IPT Mandate and/or this Resolution."

   [See Explanatory Notes]

9. To transact any other business that may be transacted at an annual general meeting.

BY ORDER OF THE BOARD

Lee Hock Heng
Company Secretary
1 April 2020

Explanatory Notes:

(Resolution 3) Mr Wang Ya Lun Allen, will upon re-election as a Director of the Company, remain as a non-independent and deemed executive Director of the Company. He represents the Investment Manager, TIH Investment Management Pte. Ltd., on the Board of the Company.

Key information on Mr Wang can be found on pages 83, 87 to 88 and 92 to 93 of the Annual Report 2019. Mr Wang does not have any relationships including family relationships with any of the Directors of the Company, the Company or its substantial shareholders. He has been an alternate director of CEI Contract Manufacturing Limited, which is listed on SGX-ST, since 17 April 2015.

(Resolution 4) Mr Liong Tong Kap, will upon re-election as a Director of the Company, remain as an independent and non-executive Director of the Company and he will also continue to be the Lead Independent Director, the Chairman of the Audit Committee as well as a member of the Nominating Committee.

Key information on Mr Liong can be found on pages 84, 88 to 89 and 92 to 93 of the Annual Report 2019. Mr Liong does not have (i) any relationships including family relationships with any of the Directors of the Company, the Company or its substantial shareholders; and (ii) any directorships in other listed companies.

(Resolution 5) Mr Thanathip Vidhayasirinun, will upon re-election as a Director of the Company, remain as an independent and non-executive Director of the Company, the Chairman of the Nominating Committee as well as a member of the Audit Committee.

Key information on Mr Vidhayasirinun can be found on pages 85 and 90 to 93 of the Annual Report 2019. Mr Vidhayasirinun does not have any relationships including family relationships with any of the Directors of the Company, the Company or its substantial shareholders. He is an independent director of Sino-Thai Engineering & Construction Public Company Limited, a company listed on the Stock Exchange of Thailand.

(Resolution 8) The TIH Limited Scrip Dividend Scheme ("Scrip Dividend Scheme") was approved by shareholders of the Company ("Shareholders") at the extraordinary general meeting of the Company held on 26 April 2007. The proposed Resolution 8, if passed, will empower the Directors to allot and issue Shares in the Company pursuant to the Scrip Dividend Scheme to eligible Shareholders who, in respect of a qualifying dividend, have elected to receive scrip in lieu of the cash amount of that qualifying dividend.

(Resolution 9) The Ordinary Resolution 9, if passed, will empower the Directors from the date of this Meeting until the date of the next Annual General Meeting, or the date by which the next Annual General Meeting is required by law to be held or when varied or revoked by the Company in general meeting, whichever is the earlier, to allot and issue Shares and convertible securities in the Company. The number of Shares and convertible securities that the Directors may allot and issue under this Resolution would not exceed fifty per centum (50%) of the issued Shares in the Company at the time of the passing of this Resolution. 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 twenty per centum (20%) of the issued Shares in the Company at the time of the passing of this Resolution.

For the purpose of this Resolution, the percentage of issued Shares is based on the Company's issued Shares at the time this proposed Ordinary Resolution is passed after adjusting for new Shares arising from the conversion or exercise of convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this proposed Ordinary Resolution is passed and any subsequent bonus issue or consolidation or subdivision of Shares.

(Resolution 10) The Ordinary Resolution 10, if passed, will renew the IPT Mandate to enable the Company, its subsidiaries and associated companies which are entities at risk as defined under Chapter 9, or any of them, to enter into any of the transactions falling within the types of interested person transactions described in the Appendix to the Company's letter to shareholders dated 1 April 2020. The authority under the renewed IPT Mandate will, unless revoked or varied by the Company in general meeting, expire at the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting is required by law to be held, whichever is the earlier.

Notes:

1. (a) A member of the Company entitled to attend and vote at this meeting is entitled to appoint not more than two proxies to attend, speak and vote in his/her stead. Where such member's instrument of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument of proxy. If no such proportion or number is specified, the first named proxy may be treated as representing 100 per cent of the shareholding and any second named proxy as an alternate to the first named.
   (b) Where a member of the Company is a relevant intermediary as defined in Section 181 of the Companies Act, the member is entitled to appoint more than two proxies to exercise all or any of his rights to attend and to speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by him (which number and class of Shares shall be specified).
   (c) A proxy need not be a member of the Company.
2. The instrument of proxy shall be under the hand of the Member, or by its attorney duly authorized in writing, or if the Member is a corporation, under seal or under the hand of its attorney duly authorized in writing. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the Member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company), shall be attached to the instrument of proxy.
3. A body corporate which is a member may also appoint by resolution of its directors or other governing body, such person as it thinks fit to act as its authorized representative in accordance with its constitution and Section 179 of the Companies Act, Chapter 50 of Singapore.
4. The instrument appointing a proxy or proxies, (together with the power of attorney (if any) under which it is signed or a certified copy thereof), must be deposited at the registered office of the Company at 137 Telok Ayer Street #03-07 Singapore 068602 **not less than 72 hours** before the time appointed for holding the meeting.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or 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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over 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 its 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 its 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.

MEASURES TO MINIMISE RISK OF COMMUNITY SPREAD OF CORONAVIRUS DISEASE 2019 ("COVID-19")

In view of the evolving COVID-19 situation, the Company reserves the right to take such precautionary measures as may be appropriate at the Annual General Meeting ("**AGM**"), including any precautionary measures as may be required or recommended by government agencies, in order to minimise the risk of community spread of COVID-19.

Such measures may include the following:

1. All persons attending the AGM will be required to undergo a temperature check and sign a health declaration form (which may also be used for the purposes of contact tracing, if required).
2. Any person who has a fever or is exhibiting flu-like symptoms will be declined entry to the AGM.

Shareholders and other attendees who are feeling unwell on the date of the AGM are advised not to attend the AGM. Shareholders and other attendees are also advised to arrive at the AGM venue early given that the above-mentioned measures may cause delay in the registration process.

The Company seeks the understanding and cooperation of all shareholders and other attendees.