

TRITECH GROUP LIMITED

(Company Registration No. 200809330R)
(Incorporated in the Republic of Singapore on 13 May 2008)

NOTICE OF EXTRAORDINARY GENERAL MEETING

All capitalised terms used in this notice of EGM which are not defined herein shall have the same meanings ascribed to them in the circular dated 5 December 2014 ("Circular") to shareholders of the Company.

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting ("EGM") of Trittech Group Limited (the "**Company**") will be held at 31 Changi South Avenue 2, Singapore 486478 on 22 December 2014 at 9.00 a.m., for the purpose of considering and, if thought fit, passing (with or without any modifications) the following resolutions:

AS ORDINARY RESOLUTIONS

ORDINARY RESOLUTION 1 – PROPOSED CHANGE OF AUDITORS

Resolved that:

- (a) approval be and is hereby given for:
 - (i) the appointment of Ernst & Young LLP as Auditors of the Company in place of BDO LLP with effect from the date of approval of Shareholders of this resolution; and
 - (ii) Ernst & Young LLP to hold office until the conclusion of the next annual general meeting of the Company, at a remuneration to be determined by the Directors; and
- (b) the Directors and each of them be and are hereby authorised, empowered to complete and do all such acts and things, and to approve and execute all such documents as they or he may consider necessary, desirable, expedient or appropriate to give effect to this resolution, with such modifications thereto (if any) as they or he may think fit in the interests of the Company.

ORDINARY RESOLUTION 2 – THE PROPOSED PARTICIPATION OF DR WANG XIAONING, A CONTROLLING SHAREHOLDER OF THE COMPANY, IN THE TRITECH GROUP PERFORMANCE SHARE PLAN

Resolved that:

- (a) approval be and is hereby given for the participation of Dr Wang Xiaoning, a Controlling Shareholder of the Company, in the Trittech Group Performance Share Plan; and
- (b) the Directors and each of them be and are hereby authorised, empowered to complete and do all such acts and things, and to approve and execute all such documents as they or he may consider necessary, desirable, expedient or appropriate to give effect to this resolution, with such modifications thereto (if any) as they or he may think fit in the interests of the Company.

ORDINARY RESOLUTION 3 – THE PROPOSED GRANT OF AWARDS TO DR WANG XIAONING, A CONTROLLING SHAREHOLDER OF THE COMPANY, UNDER THE TRITECH GROUP PERFORMANCE SHARE PLAN

Resolved that:

- (a) approval be and is hereby given for the grant of Awards to Dr Wang Xiaoning, a Controlling Shareholder of the Company, in accordance with the Rules of the Trittech Group Performance Share Plan, on the following terms and conditions:

Date of grant of the Awards to Dr Wang Xiaoning	26 November 2014
Consideration payable for the grant of Awards to Dr Wang Xiaoning	None
Number of Shares under the Awards granted to Dr Wang Xiaoning	500,000
Market price (last done price) of Shares on the date of grant of Awards to Dr Wang Xiaoning	S\$0.143 per share (as at 26 November 2014)
Vesting period of the Awards to Dr Wang Xiaoning	The Awards will be vested without any further performance target(s) and/or condition(s) to be met, provided that Dr Wang Xiaoning (who, as Managing Director, is a Group Executive Director) remains in the employment of the Group up to the end of the financial year ending 31 March 2015

- (b) the Directors be and are hereby authorised to issue and allot new Shares and/or transfer existing Shares to Dr Wang Xiaoning pursuant to the Awards, in accordance with the Rules of the Trittech Group Performance Share Plan and the terms and conditions of the Awards as set out above; and
- (c) the Directors and each of them be and are hereby authorised, empowered to complete and do all such acts and things, and to approve and execute all such documents as they or he may consider necessary, desirable, expedient or appropriate to give effect to this resolution, with such modifications thereto (if any) as they or he may think fit in the interests of the Company.

BY ORDER OF THE BOARD

Lee Pih Peng
Company Secretary

Singapore
5 December 2014

Notes:

1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint one or two proxies to attend and vote instead of him. A proxy needs not be a member of the Company.
2. Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies.
3. The instrument appointing a proxy or proxies must be deposited together with the power of attorney (if any) under which it is signed or a notarially certified or office copy thereof must be lodged at the Registered Office of the Company at 2 Kaki Bukit Place, #07-00 Trittech Building, Singapore 416180, not less than 48 hours before the time for holding the EGM.
4. The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of an officer or attorney duly authorised.
5. A corporation which is a member may, by resolution of its directors or other governing body, appoint such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore

Personal Data Privacy

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) for the purpose of the processing and administration by the Company (or its agents) 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 in order for the Company (or its agents) 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), 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) 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.