NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting ("**AGM**") of TrickleStar Limited ("**Company**") will be convened and held by way of electronic means on Friday, 26 March 2021 at 10.30 a.m. (Singapore time) to transact the following business:

Ordinary Business

1. To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2020 together with the Auditors' Report thereon.
(Resolution 1)

2. To approve a final dividend of 0.45 US cents (US$0.0045) per ordinary share for the financial year ended 31 December 2020. **(Resolution 2)**

3. To approve the payment of Directors' fees of S$155,436 for the financial year ending 31 December 2021 payable monthly in arrears. **(Resolution 3)**

4. To re-elect Mr. Bernard Christopher Emby who is retiring pursuant to Regulation 89 of the Constitution.
(Resolution 4)

   Mr. Emby will, upon re-election as a Director, remain as Executive Chairman and is also Chief Executive Officer. He is not independent for the purpose of Rule 704(7) of the Catalist Rules.

   Further information on Mr. Emby can be found in the Company's FY2020 annual report.

5. To re-elect Mr. Jeremy John Figgins who is retiring pursuant to Regulation 89 of the Constitution.
(Resolution 5)

   Mr. Figgins will, upon re-election as a Director, remain as Lead Independent Director, Chairman of the Audit Committee and a member of the Nomination Committee. The Board considers him to be independent for the purpose of Rule 704(7) of the Catalist Rules.

   There are no relationships including family relationships between Mr. Figgins and the other Directors, the Company and its 10% shareholders. Further information on Mr. Figgins can be found in the Company's FY2020 annual report.

6. To re-appoint Messrs Paul Wan & Co as the Company's auditors for the financial year ending 31 December 2021 and to authorise the Directors to fix their remuneration. **(Resolution 6)**

7. To transact any other ordinary business which may be properly transacted at the AGM.

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Special Business

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

8. *Authority to allot and issue shares*

THAT pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore ("**Act**") and Rule 806 of the Catalist Rules and the Constitution, the Directors be and hereby authorised 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) 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 may in their absolute discretion deem fit; and

B. (notwithstanding that 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 that:

(i) 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), shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to the existing shareholders of the Company ("**Shareholders**") shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (ii) below);

(ii) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this resolution) that may be issued under sub-paragraph (i) above, the percentage of the issued Shares 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:

(a) new Shares arising from the conversion or exercise of convertible securities;
(b) new Shares arising from exercising of share options or vesting of share awards provided the options or share 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;

(iii) in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), and all applicable legal requirements under the Act and the Constitution for the time being; and

(iv) the authority conferred by this resolution shall, unless revoked or varied by the Company in a general meeting, continue to be in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier.

(See Explanatory Note 1)

(Resolution 7)

9. *Authority to grant awards and to allot and issue Shares pursuant to the TrickleStar Performance Share Plan*

THAT pursuant to Section 161 of the Act, authority be and is hereby given to the Directors to:

(i) offer and grant awards ("**Awards**") from time to time in accordance with the provisions of the TrickleStar Performance Share Plan ("**PSP**"); and

(ii) allot and issue from time to time such number of new Shares as may be required to be issued pursuant to the vesting of Awards granted under the PSP,

provided always that the aggregate number of Shares issued and issuable pursuant to the Awards granted under the PSP, when added to (a) the number of Shares issued and issuable and/or transferred or transferable in respect of all Awards granted thereunder; and (b) all other Shares issued and issuable and/or transferred or transferable in respect of all share options granted or share awards granted under any other share incentive schemes or share plans adopted by the Company, shall not exceed 15% of the total issued share capital (excluding treasury shares and subsidiary holdings) 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 or the date by which the next AGM is required by law to be held, whichever is earlier.

(See Explanatory Note 2)

(Resolution 8)

10. *Authority To Repurchase Shares Under A Share Buyback Mandate*

THAT:–

(i) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 of Singapore, (the "**Act**"), the exercise by the Directors of the Company of all the powers of the Company to purchase or acquire issued ordinary shares fully paid in the capital of the Company ("**Shares**") not exceeding in aggregate the Maximum Percentage (as defined below), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as defined below), whether by way of:

(a) on market purchases on the Singapore Exchange Securities Trading Limited ("**SGX-ST**") ("**Market Purchase**"); and/or

(b) off-market purchases (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Act ("**Off-Market Purchase**"),

and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Buy-back Mandate**");

(ii) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buy-back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this ordinary resolution and expiring on the earliest of:

(a) the date on which the next annual general meeting of the Company is held;
(b) the date by which the next annual general meeting of the Company is required by law to be held;
(c) the date when such mandate is revoked or varied by the Shareholders of the Company in general meeting; or
(d) the date on which the share buy-back is carried out to the full extent mandated,

whichever is earliest;

(iii) in this ordinary resolution:

"**Maximum Percentage**" means that number of issued Shares representing 10.0% of the total number of issued Shares as at the date of the passing of this Ordinary Resolution (excluding any Shares which are held as treasury shares or subsidiary holdings as at that date); and

"**Maximum Price**" in relation to a Share to be purchased, means the purchase price as determined by the Directors and not exceeding:

(a) in the case of a Market Purchase, 105.0% of the average closing market price. For this purpose, the average closing market price is:

(1) the average of the closing market prices of the Shares over the last five (5) Market Days on the SGX-ST (on which transactions in the Shares were recorded) immediately before the day on which the Market Purchases were made by the Company; and
(2) deemed to be adjusted for any corporate action that occurs during the relevant five (5) Market Day period and the day on which the Market Purchases were made by the Company; and

(b) in the case of an Off-Market Purchase, 105.0% of the highest price at which a Share is transacted on the SGX-ST on the Market Day (when transactions in the Shares are recorded) immediately preceding the date on which the Company announces an Off-Market Purchase offer stating the purchase price and the relevant terms of the equal access scheme,

(the "**Maximum Price**") in either case, excluding related expenses of the Share Purchase.

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(iv) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this ordinary resolution.

(See Explanatory Note 3)

(Resolution 9)

11. *Participation of Bernard Christopher Emby in the TrickleStar Performance Share Plan*

THAT the participation of Bernard Christopher Emby, Executive Chairman and CEO and a controlling shareholder of the Company in the TrickleStar Share Performance Plan be approved.

(Resolution 10)

12. Award of Share to Bernard Christopher Emby under the TrickleStar Performance Share Plan

THAT the award of 88,494 Shares to Bernard Christopher Emby under the TrickleStar Performance Share Plan be approved AND THAT authority be given to the Directors to allot and issue the Shares upon the vesting of the Awards.

(See Explanatory Note 4)

(Resolution 11)

13. *Participation of Gunananthan Nithyanantham in the TrickleStar Performance Share Plan*

THAT the participation of Gunananthan Nithyanantham, Non-Executive and Non-Independent Director and a controlling shareholder of the Company in the TrickleStar Share Performance Plan be approved.

(Resolution 12)

14. *Award of Share to Gunananthan Nithyanantham under the TrickleStar Performance Share Plan*

THAT the award of 30,852 Shares to Gunananthan Nithyanantham under the TrickleStar Performance Share Plan be approved AND THAT authority be given to the Directors to allot and issue the Shares upon the vesting of the Awards.

(See Explanatory Note 5)

(Resolution 13)

By Order of the Board

Goh Siew Geok
Company Secretary

Singapore
11 March 2021

NOTICE OF ANNUAL GENERAL MEETING

NOTES:

1. A member of the Company (who is not a relevant intermediary as defined in Section 181 of the Act) entitled to attend and vote at the AGM is entitled to appoint not more than two proxies to attend and vote instead of the member. A proxy need not be a member of the Company.

   A member who is a relevant intermediary (as defined in Section 181 of the Act) is entitled to appoint more than two proxies to attend and vote at the AGM.

2. Where a member appoints more than one proxy, the appointment shall be invalid unless the member specifies the proportion of his/her shareholding to be represented by each proxy in the instrument appointing the proxies.

3. Each of the resolutions to be put to the vote of shareholders at the AGM (and at any adjournment thereof) will be voted on by way of a poll.

4. If the member is a corporation, the instrument appointing the proxy must be given under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation.

5. The instrument appointing a proxy or proxies, duly executed, must be deposited at the office of the Company's polling agent, Complete Corporate Services Pte Ltd either by hand or by post at 10 Anson Road, #29-07 International Plaza, Singapore 079903 not less than 72 hours before the time appointed for holding the AGM.

6. A depositor shall not be regarded as a member of the Company entitled to attend and vote at the AGM unless his/her name appears on the Depository Register not less than 72 hours before the time of the AGM.

EXPLANATORY NOTES

1. The resolution no. 7 in item 8 above, if passed, will empower the Directors, from the date of the AGM until the conclusion of the next AGM, or the date by which the next AGM is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to allot and issue Shares, make or grant Instruments and to issue Shares pursuant to such Instruments, without seeking any further approval from Shareholders in a general meeting but within the limitation imposed by this resolution, for such purposes as the Directors may consider would be in the best interests of the Company. The aggregate number of Shares (including Shares to be made in pursuance of Instruments made or granted pursuant to this resolution) to be allotted and issued would not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of passing of this resolution. For issue of Shares (including Shares to be made in pursuance of instruments made or granted pursuant to this resolution) other than on a pro-rata basis to all Shareholders shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of the passing of this resolution.

2. The resolution no. 8 in item 9 above, if passed, will empower the Directors to offer and grant Awards under the PSP, and to allot and issue Shares pursuant to the vesting of Awards granted under the PSP, provided that the aggregate number of Shares issued and issuable pursuant to the PSP, when added to (a) the number of Shares issued and issuable and/or transferred or transferable in respect of all awards granted thereunder; and (b) all other Shares issued and issuable and/or transferred or transferable in respect of all share options granted or share awards granted under any other share incentive schemes or share plans adopted by the Company, shall not exceed 15% of the total number of issued share capital (excluding treasury shares and subsidiary holdings) of the Company from time to time.

3. Ordinary resolution no. 9 in item 10 above, if passed, will renew the mandate to allow the Company to purchase or otherwise acquire its issued ordinary shares, on the terms and subject to the conditions set out in the Resolution. The Company may use internal or external sources of funds to finance the purchase or acquisition of its ordinary shares. The amount of financing required for the Company to purchase or acquire

its ordinary shares, and the impact on the Company's financial position, cannot be ascertained as at the date of this Notice as these will depend on the number of ordinary shares purchased or acquired, the price at which such ordinary shares were purchased or acquired and whether the ordinary shares purchased or acquired are held in treasury or cancelled.

The financial effects of the purchase or acquisition of such ordinary shares by the Company pursuant to the proposed Share Buy Back Mandate on the audited financial statements of the Company and the Company and its subsidiaries for the financial year ended 31 December 2020, based on certain assumptions, are set out in the Letter to Shareholders dated 11 March 2021 ("**Letter**").

Please refer to the Letter for more details.

4. Details of the award to Mr Emby and the reasons for them are set out in the Letter.

5. Details of the award to Mr Gunananthan and the reasons for them are set out in the Letter.

RECORD DATE

Subject to approval of members at the Annual General Meeting, the book closure date and payment date of the Proposed Dividend will be announced in due course.

Notes:

1. The Annual General Meeting ("**AGM**") is being convened, and will be held, by 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. Printed copies of this Notice will not be sent to members. Instead, this Notice will be sent to members by electronic means via publication on the Company's website at the URL https://www.tricklestar.com/investors.html/. This Notice will also be made available on the SGX website at the URL https://www.sgx.com/securities/company-announcements?value=TRICKLESTAR%20LIMITED&type=company. **Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the AGM in person.**

   Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of the AGM, addressing of substantial and relevant questions at the AGM and voting by appointing the Chairman of the Meeting as proxy at the AGM, are set out in the Company's announcement dated 11 March 2021. This notice may be accessed at the Company's website at the URL https://www.tricklestar.com/investors.html and will also be made available on the SGX website at the URL https://www.sgx.com/securities/company-announcements?value=TRICKLESTAR%20LIMITED&type=company

   For the avoidance of doubt, the aforesaid section is circulated together with and forms part of this Notice of AGM.

2. The Chairman of the AGM, as proxy, need not be a member of the Company.

   A shareholder of the Company or their corporate representatives (in the case of a member which is a legal entity) will be able to watch or listen to the proceedings of the AGM through a "live" webcast via mobile phone, tablet or computer ("**Live Webcast**"). In order to do so, the member must pre-register by 10.00 a.m. on 23 March 2021 ("**Registration Deadline**"), at the URL https://complete-corp.com/tricklestar-agm/ ("**AGM Website**"). A member of the Company (whether individual or corporate and including a Relevant Intermediary*) must appoint the Chairman of the AGM in as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM, if such member wishes to exercise his/her/its voting rights at the AGM. In appointing the Chairman of the AGM as proxy, a member of the Company (whether individual or corporate and including a Relevant Intermediary*) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.

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3. CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent, Banks or SRS Operators to submit their votes at least 7 working days before the AGM (i.e. by 10.30 a.m. on 17 March 2021).
4. Shareholders (including Relevant Intermediary*) who wish to vote on any or all of the resolutions at the AGM must submit a proxy form to appoint the Chairman of the Meeting as their proxy to do so on their behalf.
5. The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
   (a) if submitted by post, be lodged with the Company's polling agent, Complete Corporate Services Pte Ltd at 10 Anson Road, #29-07 International Plaza, Singapore 079903; or
   (b) if submitted electronically, be submitted via email to the Company's polling agent at tricklestar-agm@complete-corp.com, in either case, by no later than 10.00 a.m. on 23 March 2021, being 72 hours before the time fixed for the AGM.

   In the case of submission of the Proxy Form other than via the AGM Website, a member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above. In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically.

   "**Relevant Intermediary**" means:

   (a) a banking corporation licensed under the Banking Act (Chapter 19) of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
   (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Chapter 289) of Singapore and who holds shares in that capacity; or
   (c) the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act (Chapter 36) of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

PERSONAL DATA PRIVACY

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (a) 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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**"), (b) 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 (c) 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.