TT INTERNATIONAL LIMITED
(Company Registration No. 198403771D)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Company will be held at No. 1 Venture Avenue #07-07 Big Box, Singapore 608521 on 31 July 2015 at 11.00 a.m. to transact the following business:

Ordinary Business

1 To receive and consider the audited Financial Statements for the year ended 31 March 2015 and the reports of the Directors and Auditors thereon. (Resolution 1)

2 To approve Directors' Fees of S$150,000 for the year ended 31 March 2015. (Year 2014 : S$150,000) (Resolution 2)

3 To re-elect the following Directors retiring by rotation in accordance with Article 93 of the Company's Articles of Association: [See Explanatory Note (a)]

(a) Mr Ng Leok Cheng (Resolution 3a)
(b) Ms Tong Jia Pi Julia (Resolution 3b)

4 To re-appoint KPMG LLP as Auditors and to authorise the Directors to fix their remuneration. (Resolution 4)

Special Business

5 To consider and, if thought fit, to pass the following as an ordinary resolution, with or without modifications:

(1) That pursuant to Section 161 of the Companies Act (Cap. 50) and the rules of the listing manual ("Listing Manual") of the Singapore Exchange Securities Trading Limited ("SGXST"), authority be and is hereby given to the Directors of the Company to:-

(i) 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 warrants, debentures or other instruments convertible or exchangeable 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

(2) notwithstanding 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 is 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 but excluding Shares which may be issued pursuant to any adjustments effected under any relevant Instrument) does not exceed 50 per cent. of the total number of issued shares (excluding treasury shares) in the capital of the Company (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 shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this resolution but excluding Shares which may be issued pursuant to any adjustments effected under any relevant Instrument) does not exceed 20 per cent. of the total number of issued shares (excluding treasury shares) in the capital of the Company (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 that may be issued under sub-paragraph (i) above:

(a) the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this resolution, after adjusting for:

(aa) new Shares arising from the conversion or exercise of any convertible securities and share options that have been issued pursuant to any previous shareholders' approval and which are outstanding as at the date of the passing of this resolution; and

(bb) any subsequent bonus issue, consolidation or subdivision of Shares; and

(b) in relation to an Instrument, the number of Shares shall be taken to be that number as would have been issued had the rights therein been fully exercised or effected on the date of the making or granting of the Instrument;

(iii) in exercising the authority conferred by this resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and 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 Articles of Association of the Company for the time being; and

(iv) unless revoked or varied by the Company in 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 Note (b)] (Resolution 5)

6. To transact any other business which may properly be transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

KOH SOCK TIN
COMPANY SECRETARY

Singapore,
Date: 15 July 2015

Proxies :-

A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.

An instrument appointing a proxy must be deposited at the Company's registered office at No. 1 Venture Avenue #07-07 Big Box, Singapore 608521 not less than 48 hours before the time appointed for holding the Meeting.

Notes :-

(a) For ordinary resolutions 3(a) and 3(b) above, detailed information on the two Directors can be found on the "Profile of Directors" and "Corporate governance report" sections of the Annual Report 2015.

Mr Ng Leok Cheng, if re-appointed, will remain as Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee and will be considered an Independent Director. Information on Mr Ng's shareholdings can be found in the Directors' report of the Annual Report 2015. There are no other relationships including immediate family relationships between Mr Ng and the other Directors, the Company or its 10% shareholders.

Ms Tong Jia Pi Julia, if re-elected, will remain as Executive Director and a member of each of the Executive Committee, Nominating Committee and Remuneration Committee. Information on Ms Tong's shareholdings can be found in the Directors' report and on the "Statistics of Shareholdings" section of the Annual Report 2015. There are no other relationships including immediate family relationships between Ms Tong and the other Directors, the Company or its 10% shareholders, except for her spouse, Mr Sng Sze Hiang who is the Chairman and CEO as well as a substantial shareholder of the Company.

(b) Ordinary Resolution 5, if passed, will empower the Directors from the date of the above Meeting until the date of the next Annual General Meeting, to issue shares and convertible securities in the Company up to a number not exceeding in total 50 per cent. of the total number of issued shares (excluding treasury shares) in the capital of the Company, with a sub-limit of 20 per cent. for issues other than on a pro-rata basis to shareholders, as more particularly set out in the resolution.