



**TEE**

**TEE INTERNATIONAL LIMITED**

Company Registration No. 200007107D  
(Incorporated In The Republic of Singapore)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Twenty-Third Annual General Meeting of TEE International Limited (the "Company") will be held at Level 5 of TEE Building (address : 25 Bukit Batok Street 22, Singapore 659591) on 26 January 2024, Friday, at 10:30 am for the following purposes:

**AS ORDINARY BUSINESS**

- To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 30 September 2023 together with the Auditors' Report thereon. **(Resolution 1)**
- To re-elect Mr. Yeo Kian Wee Andy ("Mr. Yeo") as Director of the Company who will be retiring pursuant to Article 89 of the Company's Constitution.  
*Mr. Yeo will, upon re-election as a Director of the Company, remain as an Independent Director of the Company as well as the Chairman of the Board, Chairman of the Nominating Committee and a member of each of the Audit Committee and Remuneration Committee and will be considered independent of Management. Detailed information of Mr. Yeo required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST can be found in the Annual Report.* **(Resolution 2)**
- To re-elect Mr. Chin Sek Peng ("Mr. Chin") as Director of the Company who will be retiring pursuant to Article 88 of the Company's Constitution.  
*Mr. Chin will, upon re-election as a Director of the Company, remain as an Independent Director of the Company as well as the Chairman of the Audit Committee and a member of each of the Nominating Committee and Remuneration Committee and will be considered independent of Management. Detailed information of Mr. Chin required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST can be found in the Annual Report.* **(Resolution 3)**
- To re-elect Mr. Zheng Le ("Mr. Zheng") as Director of the Company who will be retiring pursuant to Article 88 of the Company's Constitution.  
*Mr. Zheng will, upon re-election as a Director of the Company, remain as an Executive Director of the Company. Detailed information of Mr. Zheng required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST can be found in the Annual Report.* **(Resolution 4)**
- To approve the payment of Directors' fees of S\$220,000 for the financial year ending 30 September 2024 to be paid quarterly in arrears. **(Resolution 5)**
- To re-appoint M/s Foo Kon Tan LLP as the Auditors of the Company, and to authorise the Directors of the Company to fix their remuneration. **(Resolution 6)**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

**AS SPECIAL BUSINESS**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution, with or without any modifications:

**8. Authority to issue new shares**

That pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors of the Company be authorised and empowered to:

- issue shares in the Company ("Shares") whether by way of rights, bonus or otherwise; and/or
  - make or grant offers, agreements or adjustments (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 of the Company 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 of the Company while this Resolution was in force, provided that:
- the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (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 shall not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
  - (subject to such 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 (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) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
    - new Shares arising from the conversion or exercise of any convertible securities;
    - new Shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
    - any subsequent bonus issue, consolidation or subdivision of Shares;
  - 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 of the Company; and
  - unless revoked or varied by the Company in a general meeting, such authority 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 earlier. **(Resolution 7)**

[See Explanatory Note i]

By Order of the Board

Ong Beng Hong

Joint Company Secretary

Singapore

11 January 2024

**Explanatory Note on Resolution to be passed:**

- The Ordinary Resolution 7 proposed in item 8 above, if passed, will empower the Directors of the Company, effective 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to twenty per centum (20%) may be issued other than on a pro-rata basis to shareholders.  
For determining the aggregate number of Shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for 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 when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

**Notes:**

- The members of the Company are invited to attend physically at the Annual General Meeting (the "Meeting" or "AGM"). **There will be no option for shareholders to participate virtually.** This Notice, Proxy Form and Annual Report are available to members in physical copies and by electronic means via publication on SGXNet at the URL at <https://www.sgx.com/securities/company-announcements> or at the Company's website at the URL at <https://www.teeintl.com>. A member will need an internet browser and PDF reader to view these documents.
- Arrangements for participation in the AGM physically  
Members (including CPFIS and SRS investors) may participate in the AGM by:
  - attending the AGM in person;
  - submitting questions to the Chairman of the Meeting in advance of, or at, the AGM; and/or
  - voting at the AGM
    - themselves personally; or
    - through their duly appointed proxy(ies).CPFIS and SRS investors who wish to appoint the Chairman of the Meeting (and not third party prox(ies)) as proxy to approach their respective CPF Agent Banks or SRS Operators to submit their votes. Please see item 6 below for details.  
In the event members encounter Covid-19 like symptoms prior to the Meeting, members are strongly encouraged to exercise social responsibility to rest at home and consider appointing a proxy(ies) to attend the Meeting. We encourage members to mask up when attending the Meeting.
- Relevant Intermediary
  - A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote in his/her stead at the AGM.
  - A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member."Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.
- A proxy need not be a member of the Company.
- A member can appoint the Chairman of the Meeting as his/her/it proxy, **but this is not mandatory.**  
If a member wishes to appoint the Chairman of the Meeting as proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the Meeting as proxy. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.
- CPFIS/SRS investors who hold shares in the Company through CPF Agent Banks/SRS Operators:
  - may vote at the Meeting if they are appointed as proxies by their respective CPF Agent Banks/SRS Operators, and should contact their respective CPF Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies; or
  - may appoint the Chairman of the Meeting as proxy to vote on their behalf at the Meeting, in which case they should approach their CPF Agent Banks/SRS Operators to submit their votes at least 7 working days prior to the date of AGM i.e. **by 10:30am on 16 January 2024.**
- Submission of instrument of proxy or proxy ("Proxy Form") – **by 10:30am on 24 January 2024**  
The Proxy Form must be submitted either personally or by post, and be deposited at the Company's Share Registrar Office, B.A.C.S. Private Limited at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, not less than 48 hours before the time appointed for holding the Meeting i.e. **by 10:30am on 24 January 2024**, and failing which, the Proxy Form will not be treated as valid.
- The Company shall be entitled to, and will, treat any valid Proxy Form which was delivered by a member to the Company **before 10:30am on 24 January 2024** as a valid instrument as the member's proxy to attend, speak and vote at the Meeting if: (a) the member had indicated how he/she/it wished to vote for or vote against or abstain from voting on each resolution; and (b) the member has not withdrawn the appointment by **10:30am on 24 January 2024.**
- If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.
- Completion and return of the Proxy Form by a member will not prevent him/her from attending, speaking and voting at the Meeting if he/she so wishes. The appointment of the proxy(ies) for the Meeting will be deemed to be revoked if the member attends the Meeting in person and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies) to the Meeting.
- Submission of questions by members in advance of the Meeting – **by 18 January 2024**
  - Members may, in advance of the Meeting, submit questions related to the resolutions to be tabled for approval at the Meeting. All questions, together with the members' full names, identification numbers, contact numbers and email addresses and manner in which they hold shares in the Company ("Shares"), must be submitted **by 18 January 2024** via email to [proxyform@teeintl.com](mailto:proxyform@teeintl.com) or by post to the Company's Share Registrar Office, B.A.C.S. Private Limited at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896.
  - The Company will publish the responses to substantial and relevant questions on the SGX website at <https://www.sgx.com/securities/company-announcements> or at the Company's website at the URL at <http://www.teeintl.com> by **10:30am on 22 January 2024.**
  - The Company endeavours to address (i) subsequent clarifications sought (ii) follow-up questions or (iii) subsequent substantial and relevant questions which are received after its responses referred to at (b) above, at the Meeting itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.
  - Minutes of AGM** – The Company will, within one month after the date of the AGM, publish the minutes of the AGM on SGXNet, and the minutes will include the responses to the questions which are addressed during the AGM, if any.

**Personal data privacy:**

By submitting an instrument appointing the Chairman of the meeting as proxy to vote at the Meeting 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 Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (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.