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

Minutes of the Annual General Meeting of the Company held by way of electronic means on Saturday, 28 November 2020 at 1.00 p.m.

PRESENT

Directors

Mr Sng Sze Hiang	– Chairman and Chief Executive Officer
Ms Tong Jia Pi Julia	– Executive Director
Mr Yap Hock Soon	– Executive Director
Mr Koh Bock Swi, Raymond	– Independent Director
Mr Ng Leok Cheng	– Independent Director

Members

As per attendance record maintained by the Company.

In Attendance

As per attendance record maintained by the Company.

CHAIRMAN

Mr Sng Sze Hiang chaired the meeting. On behalf of the Board, Mr Sng extended a warm welcome to members who attended the meeting which was held via webcast in view of the COVID-19 control measures. As a quorum was present, the Chairman declared the meeting open.

NOTICE OF MEETING

The Notice of the meeting was published on SGXNET and the Company's website. The Notice was taken as read.

The meeting was informed that voting would be by poll. Members, who wished to vote on the resolutions, had appointed the Chairman of the meeting as their proxy to vote on their behalf, in accordance with the COVID-19 alternative arrangements for meetings. Based on the proxy forms received by the Company, the votes were counted and verified by Moore Stephens LLP, the scrutineer for this AGM.

QUESTIONS FROM MEMBERS

The Company did not receive any questions from members.

ORDINARY RESOLUTIONS

The Chairman proceeded to the items on the agenda for the meeting.

AS ORDINARY BUSINESS

Ordinary resolution 1 – Adoption of Directors' Statement and Audited Financial Statements

The Chairman proposed the following resolution which was put to vote by poll:

'That the Directors' Statement and Audited Financial Statements for the year ended 31 March 2020 and the Auditors' Report thereon be received and adopted."

The Chairman announced the results as follows and declared Ordinary Resolution 1 carried:

	For		Against	
Ordinary Resolution 1	Number of votes	(%)	Number of votes	(%)
	398,284,131	94.95	21,199,000	5.05

It was resolved that the Directors' Statement and Audited Financial Statements for the year ended 31 March 2020 and the Auditors' Report thereon be received and adopted.

Ordinary resolution 2 – Approval of Directors' Fees

The Chairman proposed the following resolution which was put to vote by poll:

"That a sum of S$120,000/- be approved for payment as directors' fees for the year ended 31 March 2020."

The Chairman announced the results as follows and declared Ordinary Resolution 2 carried:

	For		Against	
Ordinary Resolution 2	Number of votes	(%)	Number of votes	(%)
	398,284,131	94.95	21,199,000	5.05

It was resolved that a sum of S$120,000/- be approved for payment as directors' fees for the year ended 31 March 2020.

Ordinary resolution 3a - Re-Election of Mr Sng Sze Hiang

The Chairman informed that resolution 3a related to his re-election as director of the Company and invited Ms Julia Tong to chair the meeting for resolution 3a.

Ms Julia Tong proposed the following resolution which was put to vote by poll:

"That Mr Sng Sze Hiang, retiring by rotation pursuant to Article 93 of the Company's Constitution but being eligible and offering himself for re-election, be re-elected as director of the Company."

Ms Julia Tong announced the results as follows and declared Ordinary Resolution 3a carried:

	For		Against	
Ordinary Resolution 3a	Number of votes	(%)	Number of votes	(%)
	138,116,356	100	0	0

It was resolved that Mr Sng Sze Hiang, retiring by rotation pursuant to Article 93 of the Company's Constitution but being eligible and offering himself for re-election, be re-elected as director of the Company.

Ms Julia Tong handed the meeting back to the Chairman.

Ordinary resolution 3b - Re-Election of Mr Yap Hock Soon

The Chairman proposed the following resolution which was put to vote by poll:

"That Mr Yap Hock Soon, retiring by rotation pursuant to Article 93 of the Company's Constitution but being eligible and offering himself for re-election, be re-elected as director of the Company."

The Chairman announced the results as follows and declared Ordinary Resolution 3b carried:

	For		Against	
Ordinary Resolution 3b	Number of votes	(%)	Number of votes	(%)
	397,344,131	94.94	21,199,000	5.06

It was resolved that Mr Yap Hock Soon, retiring by rotation pursuant to Article 93 of the Company's Constitution but being eligible and offering himself for re-election, be re-elected as director of the Company.

Ordinary resolution 4 – Re-appointment of Auditors

The Chairman proposed the following resolution which was put to vote by poll:

"That Foo Kon Tan LLP be re-appointed Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and that the directors be authorised to fix their remuneration."

The Chairman announced the results as follows and declared Ordinary Resolution 4 carried:

	For		Against	
Ordinary Resolution 4	Number of votes	(%)	Number of votes	(%)
	419,483,131	100	0	0

It was resolved that Foo Kon Tan LLP be re-appointed Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and that the directors be authorised to fix their remuneration.

AS SPECIAL BUSINESS

Ordinary resolution 5 - Authority for directors to issue shares

The Chairman proposed the resolution set out under item 5 of the Notice of AGM dated 14 November 2020 which was put to vote by poll:

The Chairman announced the results as follows and declared Ordinary Resolution 5 carried:

	For		Against	
Ordinary Resolution 5	Number of votes	(%)	Number of votes	(%)
	398,284,131	94.95	21,199,000	5.05

It was resolved:-

(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 ("SGX-ST"), 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 placements, 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 any 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 and subsidiary holdings, if any) 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 and subsidiary holdings, if any) 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 and subsidiary holdings, if any) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) 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 Constitution 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.

CLOSING

The Chairman thanked the members for their attendance and declared the meeting closed. The AGM ended at 1:10 p.m.

Approved by
Sng Sze Hiang
Chairman