TEE INTERNATIONAL LIMITED
(Incorporated in the Republic of Singapore with limited liability)
(Company Registration No. 200007107D)

UPDATE ON THE STATUS OF SUBSCRIPTION AGREEMENT WITH META5 PTE. LTD.

1. INTRODUCTION

The board of directors (the "**Board**") of TEE International Limited (the "**Company**" and together with its subsidiaries, the "**Group**") refers to its announcements on:

(a) 18 August 2022 in relation to the entry into the conditional subscription agreement (the "**Subscription Agreement**") between the Company and Meta5 Pte. Ltd. (the "**Subscriber**") for the (i) the subscription by the Subscriber of S$7,500,000 in new ordinary shares in the Company; and (ii) the grant of S$7,500,000 in principal amount of unlisted and non-transferable share options to the Subscriber by the Company, on the terms and conditions of the Subscription Agreement;

(b) 9 January 2023 in relation to the entry into a non-binding term sheet with the Subscriber in view of obtaining the funding required to complete the Subscription Agreement and expediting the progress of the restructuring exercise;

(c) 20 January 2023 in relation to the entry into Loan Agreement and Supplemental Agreement to the subscription agreement with the Subscriber;

(d) 31 March 2023 in relation to the proposed share consolidation and the proposed renounceable non-underwritten rights issue as well as update on the resumption proposal, and

(e) 18 August 2023 in relation to an update announcement on the status of the Subscription Agreement with the Subscriber.

(collectively, the "**Previous Announcements**").

Unless otherwise defined, capitalised terms used herein shall have the meanings ascribed to them in the Previous Announcements.

2. UPDATE ON CURRENT STATUS

The Board wishes to announce that the Company has on 6 October 2023, entered into a second supplemental agreement to the Subscription Agreement (the "**Second Supplemental Agreement**"), to amend, modify and/or supplement certain terms and conditions of the Subscription Agreement.

Save as amended by the Second Supplemental Agreement, all other terms and conditions of the Subscription Agreement and Supplemental Agreement remain in full force and effect.

In the meanwhile, the Company and the Subscriber are working on the funding support arrangement.

3. AMENDMENTS AND RESTATEMENTS TO THE SUBSCRIPTION AGREEMENT

3.1 Pursuant to the Second Supplemental Agreement, the Parties have agreed to extend the Longstop Date to 31 March 2024 (whereby the Longstop Date shall be further extended by another six (6) months if the Company is still in the process of fulfilling the conditions precedent as set out in Clause 4.1 of the Subscription Agreement).

3.2 The Parties further agreed to finalise the terms and conditions for a further bridging loan to be extended by the Subscriber to the Company for its short-term funding requirements and endeavour to execute a definitive loan agreement in relation to such a loan.

4. RATIONALE FOR ENTRY INTO THE SUPPLEMENTAL AGREEMENT

4.1. The Second Supplemental Agreement was entered into by the Company and the Subscriber to supplement the Subscription Agreement for the purposes of, *inter alia*, stipulating a new Longstop Date, so that the Company will have adequate time to fulfil the conditions precedent that remain unfulfilled.

4.2. The following are the remaining unfulfilled conditions which the Company is working on (which are referenced from Clause 4.1 of the Subscription Agreement):

*"4.1(f) Shareholders' approval being obtained at an extraordinary general meeting to be convened ("**EGM**") to be duly convened for, inter alia, the Proposed Subscriber Transactions, the allotment and issue of the Subscription Shares and the Option Shares (pursuant to the exercise of the Options), the transfer of controlling interest to the Subscriber, the Whitewash Resolution (as defined below), the Proposed Debt Restructuring (specifically the allotment and issue of the Settlement Shares) and the Proposed Issue of Management Reward Shares, the Proposed Issue of RSM Shares and the allotment and issue of Rights Shares pursuant to the completion of the Proposed Rights Issue (collectively, the "**Resolutions**");*

4.1(g) the in-principle approval of SGX-ST being obtained for the listing and quotation of the Subscription Shares, the Settlement Shares, the Management Reward Shares, the RSM Shares, the Rights Shares and the Option Shares;

*4.1(h) the grant by the Securities Industry Council of Singapore ("**SIC**") (and the SIC not having revoked or repealed such grant) of the waiver of the obligation of the Subscriber to make a mandatory general offer under Rule 14 of the Singapore Code on Take-overs and Mergers (the "**Code**") for the Shares not held by the Subscriber following the issue of the Subscription Shares pursuant to the Proposed Subscription under the Subscription Agreement and the Option Shares pursuant to the exercise of the Options under the Subscription Agreement, subject to (i) any conditions that the SIC may impose, provided that such conditions are reasonably acceptable to the Subscriber (the "**Whitewash Waiver**"); and (ii) the independent Shareholders approving at a general meeting of the Company the proposed ordinary resolution of the Company which if passed by the independent Shareholders would result in a waiver by the independent Shareholders of their right to receive a mandatory general offer from the Subscriber in connection with the issue of the Subscription Shares and the Option Shares (the "**Whitewash Resolution**");*

*4.1(j) the submission of a proposal for the resumption of trading of the Shares on the Mainboard of the SGX-ST taking into account, amongst others, the Proposed Subscriber Transactions and the Proposed Debt Restructuring (the "**Resumption Proposal**"), and receipt of a no-objection letter from the SGX-ST indicating that has no objection to the Resumption Proposal;*

4.1(m) execution of the Service Agreements on terms satisfactory to the Company and the Subscriber; "

5. OTHER UPDATES

The Company will submit an application for a further extension of time to submit its Revised Resumption Proposal as the Company expects that it will require more time to be able to prepare a viable Resumption Proposal to be submitted to the SGX-ST.

6. TRADING CAUTION

Notwithstanding that the trading of the Company's shares is suspended, shareholders and potential investors are advised to read this announcement and any further announcements by the Company carefully. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company. Shareholders and potential investors who are in doubt as to the action they should take should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers.

By Order of the Board

Phua Cher Chuan
Chief Group Executive and Managing Director

7 October 2023