NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-First Annual General Meeting of TEE International Limited (the "**Company**") will be held at by way of electronic means on 28 January 2022, Friday, at 10 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the 16-month financial period ended 30 September 2021 together with the Auditors' Report thereon. **(Resolution 1)**

2. To re-elect Mr. Siow Yuen Khong Alex ("**Mr. Siow**") as Director of the Company who will be retiring pursuant to Article 89 of the Company's Constitution.

   Mr. Siow will, upon re-election as a Director of the Company, remain as an Independent Director of the Company. Detailed information of Mr. Siow required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST can be found in the Annual Report.
   (Resolution 2)

3. To re-elect Mr. Teo Yi-Dar ("**Mr. Teo**") as Director of the Company who will be retiring pursuant to Article 89 of the Company's Constitution.

   Mr. Teo will, upon re-election as a Director of the Company, remain as a Non-Executive, Non-Independent Director of the Company. Detailed information of Mr. Teo required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST can be found in the Annual Report.
   (Resolution 3)

4. To re-elect Mr. Hoon Chee Wai ("**Mr. Hoon**") as Director of the Company who will be retiring pursuant to Article 88 of the Company's Constitution.

   Mr. Hoon will, upon re-election as a Director of the Company, remain as an Independent Director of the Company. Detailed information of Mr. Hoon required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST can be found in the Annual Report.
   (Resolution 4)

5. To re-elect Mr. Yeo Kian Wee Andy ("**Mr. Yeo**") as Director of the Company who will be retiring pursuant to Article 88 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. 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 5)

6. To re-elect Mr. Phua Cher Chuan ("**Mr. Phua**") as Director of the Company who will be retiring pursuant to Article 88 of the Company's Constitution.

   Mr. Phua will, upon re-election as a Director of the Company, remain as an Executive Director of the Company. Detailed information of Mr. Phua required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST can be found in the Annual Report.
   (Resolution 6)

7. To approve the payment of Directors' fees of S$75,000 for the financial period 1 June 2021 to 30 September 2021.
   (Resolution 7)

   [See Explanatory Note i]

8. To approve the payment of Directors' fees of S$220,000 for the financial year ending 30 September 2022 to be paid quarterly in arrears. **(Resolution 8)**

9. 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 9)**

10. 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 resolutions as Ordinary Resolutions, with or without any modifications:

11. **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:

(a) (i) issue shares in 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 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:

(1) 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);

(2) (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:

(a) new Shares arising from the conversion or exercise of any convertible securities;

(b) 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

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

(3) 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

(4) 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 10)**

[See Explanatory Note ii]

By Order of the Board

Ong Beng Hong
Joint Company Secretary

Singapore
13 January 2022

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes on Resolutions to be passed:

(i) At the last annual general meeting of the Company held on 30 October 2020, the Company had sought and obtained shareholders' approval for the payment of directors' fees of S$330,000 for the financial year ended 31 May 2021. In view of the change in financial year end of the Company from 31 May to 30 September (as announced by the Company on 28 April 2021), the Company is now seeking shareholders' approval for the payment of directors' fees of S$75,000 for the period 1 June 2021 to 30 September 2021.

(ii) The Ordinary Resolution 10 proposed in item 11 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:

1. The AGM is being convened, and will be held by way of electronic means pursuant to the COVID-19 (Temporary Measures) Act 2020 passed by Parliament on 7 April 2020 which enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to, inter alia, conduct general meetings, either wholly or partly, by electronic communication, videoconferencing, tele-conferencing or other electronic means and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 which was gazetted on 13 April 2020 and is deemed to have come into operation on 27 March 2020 and shall remain in effect until it is revoked or amended by the Ministry of Law and which sets out the alternative arrangements in respect of, inter alia, general meetings of companies.

2. This Notice of AGM will also be sent to members by way of electronic means via publication on the SGXNet and the Company's website at https://www.teeintl.com/investor-relations

3. The proceedings of this AGM will be broadcasted "live" through an audio-and-video webcast and an audio-only feed. Persons who hold shares and wish to follow the proceedings must pre-register at https://conveneagm.sg/teeintlagm2022 no later than 10 a.m. on 26 January 2022. Following authentication of his/her/its status as a shareholder of the Company, such shareholder will receive an email on their authentication status and will be able to access the Live Webcast using the account created.

   Members are advised to also check the junk / spam folder of their emails in case the emails are directed there instead of the inbox. Members who registered but do not receive an email response by 10 a.m. on 27 January 2022 may contact us, 6697 6589 or by email at IR@teeintl.com.

   Persons who hold shares through relevant intermediaries, including CPF and SRS investors, and who wish to participate in the AGM should approach their respective relevant intermediaries as soon as possible for necessary arrangements to be made for their participation in the AGM.

   Investors holding Shares through relevant intermediaries (as defined in Section 181 of the Companies Act) ("**Investors**") (other than CPF/SRS investors) will not be able to pre-register for the "live" broadcast of the AGM. An Investor (other than CPF/SRS investors) who wish to participate in the "live" broadcast of the AGM should instead approach his/her relevant intermediary as soon as possible but not less than 7 working days before the AGM, i.e. by 10 a.m., 18 January 2022 in order for the relevant intermediary to make the necessary arrangements to pre-register.

4. Due to the current Covid-19 restriction orders in Singapore, members will **not** be able to attend the AGM in person. Members will also not be able to vote online on the resolutions tabled for approval at the AGM.

5. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to vote in his/her/its stead at the AGM if such member wishes to exercise his/her/its voting rights at the AGM. The Chairman of the AGM, as a proxy, need not be a member of the Company.

6. The accompanying proxy form for the AGM may be accessed on the SGXNet and the Company's website at https://www.teeintl.com/investor-relations In addition, where a member (whether individual or corporate) appoints the Chairman of the AGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

7. If a member of the Company, being a Depositor whose name appears in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore) wishes to appoint the Chairman of the AGM as his/her/its proxy to vote in his/her/its stead at the AGM, he/she/its must be shown to have shares entered against his/her/its name in the Depository Register, as certified by The Central Depository (Pte) Limited, at least seventy-two (72) hours before the time of the Meeting.

8. CPF/SRS investors should be informed that if they wish to vote, they 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 a.m., 18 January 2022. Investors who have deposited their shares into a nominee account should also approach their depository agent and relevant intermediaries at least 7 working days, i.e. by 10 a.m., 18 January 2022 before the AGM if they wish to vote. Proxy forms appointing such person other than the Chairman of the Meeting shall be deemed to appoint the Chairman of the Meeting as proxy.

9. The Proxy Form must be submitted in the following manner:

   (a) if submitted by post, be deposited at the Registered Office of the Company's Share Registrar, B.A.C.S. Private Limited at 8 Robinson Road, #03-00 ASO Building, Singapore 048544 or the Company's registered office at 25 Bukit Batok Street 22, Singapore 659591; or

   (b) if submitted electronically, be sent via email to *proxyform@teeintl.com*;

   in either case, by 10 a.m. on 26 January 2022, being not less than forty-eight (48) hours before the time appointed for the AGM.

   A member who wishes to submit the Proxy Form 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 via email.

NOTICE OF ANNUAL GENERAL MEETING

10. Members and Investors will not be able to ask questions "live" during the "live" broadcast of the AGM. All members may submit questions relating to the business of the AGM within seven days of the date of this Notice of AGM, i.e. by 10 a.m., 20 January 2022:

    (a) via the pre-registration website at https://conveneagm.sg/teeintlagm2022

    (b) by email to *IR@teeintl.com*; or

    (c) by post to the Registered Office of the Company's Share Registrar, B.A.C.S. Private Limited at 8 Robinson Road, #03-00 ASO Building, Singapore 048544 or the Company's registered office at 25 Bukit Batok Street 22, Singapore 659591.

    When sending in your questions, please also provide us with the following details:

    (a) your full name;

    (b) your address;

    (c) number of shares held; and

    (d) the manner in which you hold shares (e.g., via CDP, CPF or SRS).

    The Company will endeavour to address all relevant questions at least forty-eight (48) hours prior to the closing date and time for the lodgement of the proxy forms, and subsequent to the AGM, will also post such questions from Shareholders and responses by the Company as well as minutes of the AGM proceedings on SGXNET.

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.