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 49 Sungei Kadut Avenue #03-01 Singapore 729673 on 31 December 2019 at 11.00 a.m. to transact the following business:

Ordinary Business

1 To receive and adopt the directors' statement and audited financial statements for the year ended 31 March 2019 and the auditors' report thereon. (Resolution 1)

2 To approve directors' fees of S$120,000 for the year ended 31 March 2019. [Year 2018 : S$150,000/-] (Resolution 2)

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

(a) Mr Raymond Koh Bock Swi (Resolution 3a)
(b) Mr Yo Nagasue (Resolution 3b)

4 To appoint Foo Kon Tan LLP as the Company's Auditors in place of KPMG LLP to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Directors to fix their remuneration. [See Explanatory Note (b)] (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 ("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.
[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: 16 December 2019

Notes

1 (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the annual general meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.

(b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the annual general meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Cap 50.

2 A proxy need not be a member of the Company.

3 An instrument appointing a proxy must be deposited at the Company's registered office at 49 Sungei Kadut Avenue #03-01 Singapore 729673 not less than 48 hours before the time appointed for holding the annual general meeting.

Explanatory 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 2019.

Mr Raymond Koh Bock Swi, if re-appointed, will remain as Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee and will be considered an Independent Director. Information on Mr Koh's shareholdings can be found in the Directors' Statement of the Annual Report 2019. There are no other relationships including immediate family relationships between Mr Koh and the other Directors, the Company or its 10% shareholders.

Mr Yo Nagasue, if re-elected, will remain as Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee. Mr Nagasue has no shareholdings in the Company and has no relationship with the Company, its 10% shareholders or its directors.

(b) Ordinary resolution 4 above relates to the appointment of Foo Kon Tan LLP as the auditors of the Company, in place of the retiring auditors, KPMG LLP, and to hold office until the conclusion of the next annual general meeting of the Company ("**Proposed Change of Auditors**"). In accordance with Rule 1203(5) of the Listing Manual of the SGX-ST:

(i) the outgoing auditors of the Company, KPMG LLP, have confirmed in writing that they are not aware of any professional reasons why the new auditors, Foo Kon Tan LLP, should not accept appointment as auditors of the Company;

(ii) the Company confirms that there were no disagreements with the KPMG LLP on accounting treatments within the last 12 months;

(iii) the Company confirms that, saved as disclosed in the Appendix to the 2019 Annual Report in relation to the Proposed Change of Auditors ("**Appendix**"), it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the shareholders of the Company;

(iv) the specific reasons for the Proposed Change of Auditors are set out in the Appendix; and

(v) the Company confirmed that it has complied with Rule 712 and Rule 715 of the Listing Manual in relation to the proposed appointment of Foo Kon Tan LLP as its new auditors.

For further information in relation to the Proposed Change of Auditors, please refer to the Appendix which is circulated to Shareholders together with the Company's 2019 Annual Report.

(c) 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 and subsidiary holdings, if any) 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.

Personal data privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the annual general 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 or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the annual general meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the annual general meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) 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 or service providers), 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 or service providers) 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.