

TRITECH GROUP LIMITED
(Company Registration No. 200809330R)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 14th Annual General Meeting ("**AGM**") of the Company will be held at 31 Changi South Avenue 2, Trittech Building, Singapore 486478 on Thursday, 14 September 2023 at 10.30 a.m. (Singapore Time) for the purposes of considering and, if thought fit, passing with or without modifications the following resolutions:

Ordinary Business

AS ORDINARY RESOLUTIONS

1. To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 March 2023 together with the Auditors' Report thereon. **(Resolution 1)**

2. To approve the payment of Directors' fees of S\$202,000 for the financial year ended 31 March 2023 (FY2022: S\$191,250). **(Resolution 2)**

3. To re-elect Mr Zhou Xinping retiring pursuant to Regulation 117 of the Constitution of the Company. **(Resolution 3)**
(See Explanatory Notes)

4. To re-elect Mr Ong Eng Keang retiring pursuant to Regulation 117 of the Constitution of the Company. **(Resolution 4)**
(See Explanatory Notes)

5. To re-appoint Messrs Ernst & Young LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**

Special Business

AS ORDINARY RESOLUTIONS

6. **General Authority to Allot and Issue Shares**

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

- (a) (i) allot and 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,

(the "**Share Issue Mandate**")

provided always that:

- (1) 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) does not exceed one hundred per cent (100%) 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), provided that the aggregate number of Shares to be issued other than on a *pro rata* basis to shareholders of the Company ("**Shareholders**") (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company;
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares and Instruments that may be issued under sub-paragraph (1) above, the percentage of issued shares and Instruments shall be based on the 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 outstanding at the time this authority is given;

- (b) (where applicable) new Shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
- (c) any subsequent bonus issue, consolidation or subdivision of Shares;

any adjustments made in accordance with sub-paragraphs (2)(a) or (2)(b) are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of the Resolution approving the mandate.

- (3) in exercising the authority conferred by this Resolution, the Directors shall comply with the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act, and otherwise, and the Constitution for the time being of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, the Share Issue Mandate shall continue in force (i) 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 and the Catalist Rules to be held, whichever is earlier or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments.

(Resolution 6)

(See Explanatory Notes)

7. Authority to grant awards and issue shares under the Trittech Group Performance Share Plan 2021

That pursuant to Section 161 of the Companies Act, the Directors of the Company be authorised and empowered to offer and grant awards under the Trittech Group Performance Share Plan 2021 (the "**Trittech PSP 2021**") and to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of awards granted by the Company under the Trittech PSP 2021, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the Scheme shall not exceed fifteen per cent (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, 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 Notes)

By Order of the Board

Siau Kuei Lian
Company Secretary

30 August 2023
Singapore

Notes:

1. Printed copies of the Annual Report for the financial year 2023 ("**Annual Report**") will not be sent to members. However, printed copies of this Notice, Proxy Form and the Request Form will be sent to members via postal mail. The Notice, Proxy Form and the Annual Report will also be made available to members on the website of the SGXNET at the URL <https://www.sgx.com/securities/company-announcements> and may be accessed at the Company's website at the URL <https://www.tritech.com.sg>. Shareholders who wish to receive a printed copy of the Annual Report are required to complete the Request Form and return it to us by post at 31 Changi South Avenue 2, Trittech Building, Singapore 486478 or by email to shareholder@tritech.com.sg, no later than 5 September 2023.
2. A member who is not a relevant intermediary is entitled to appoint not more than two proxies. A member shall specify the proportion of his/her/its shareholding to be represented by each proxy in the instrument appointing the proxies, failing which the nomination shall be deemed to be alternative. A proxy need not be a member of the Company.
3. A Relevant Intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him/her (which number and class of shares shall be specified). Where the number and class of shares in relation to each proxy is not specified, it will be assumed that each proxy is appointed in relation to an equal number of shares divided amongst the proxies.
4. "**Relevant intermediary**" has the meaning ascribed to it in Section 181(6) of the Companies Act 1967 of Singapore.
5. The duly executed instrument appointing a proxy must be sent in the following manner:
 - (a) if sent personally or by post, be received at the Company's Share Registrar, In.Corp Corporate Services Pte. Ltd. at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712; or
 - (b) if submitted by email, be sent as a clearly readable image to the Company's Share Registrar, In.Corp Corporate Services Pte. Ltd. at shareregistry@incorp.asia,in either case, no later than 10.30 a.m. (Singapore Time) on 11 September 2023, and in default the Proxy Form shall not be treated as valid.
6. The instrument appointing a proxy must be signed by the appointor or his/her attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised. A copy of the power of attorney or such other authority must be submitted together with the instrument appointing a proxy.
7. The Company shall be entitled to reject a Proxy Form which is invalid, incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form.

8. An investor who holds shares under the Supplementary Retirement Scheme ("**SRS Investors**") (as may be applicable) may attend and cast his/her vote(s) at the AGM in person. SRS Investors who are unable to attend the AGM but would like to vote, may inform their SRS Approved Nominees to appoint the Chairman of the AGM to act as their proxy, at least seven (7) working days before the AGM, in which case, the SRS Investors shall be precluded from attending the AGM.

Submission of questions prior to the AGM

1. Shareholders may submit questions in relation to the proposed resolutions tabled for approval at the AGM by writing to the Company in advance of the AGM. Alternatively, Shareholders may also pose such questions during the AGM.
2. Questions related to the agenda of the AGM may be submitted in the following manner:
 - (a) if sent personally or by post, be received at the registered office of the Company at 31 Changi South Avenue 2, Tritech Building, Singapore 486478; or
 - (b) if submitted by email, be sent as a clearly readable image to the Company at shareholder@tritech.com.sg.in either case, by 6 September 2023 for the purposes of the AGM.
3. For verification purposes, when submitting any questions via email, members MUST provide the Company with their particulars (comprising full name (for individuals)/company name (for corporations), email address, contact number, NRIC/passport number/company registration number, shareholding type and number of shares held), failing which the submission will be treated as invalid.
4. For questions submitted in advance of the AGM, the Company will endeavour to address the questions which are substantial and relevant to the agenda of the AGM prior to the AGM and by publication on the SGXNET at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <https://www.tritech.com.sg> by 8 September 2023. Where substantial and relevant questions submitted by Shareholders are unable to be addressed prior to the AGM, including any questions received by the Company after 6 September 2023, the Company will address them during the AGM.
5. The minutes of the AGM, shall thereafter be published on the SGXNET within one month from the conclusion of the AGM, and the minutes would include the responses to the substantial and relevant questions addressed at the AGM.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) 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 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.

Explanatory Notes on Ordinary Business to be transacted:

Resolution 3

Mr Zhou Xinping, upon re-election as a Director of the Company, will remain as the Executive Director of the Company.

Resolution 4

Mr Ong Eng Keang, upon re-election as a Director of the Company, will remain as an Independent Director of the Company and a member of the Audit Committee, Nominating Committee and Remuneration Committee. The Board considers Mr Ong Eng Keang to be independent for the purpose of Rule 704(7) of the Catalyst Rules.

Explanatory Note on Special Business to be transacted:

Resolution 6

The Ordinary Resolution 6 proposed in item 6 above, if passed, will empower the Directors of the Company, from the date of the forthcoming AGM of the Company until the next AGM of the Company, to allot and issue Shares and convertible securities in the Company, without seeking any further approval from Shareholders in a general meeting but within the limitation imposed by Ordinary Resolution 6, for such purposes as the Directors may consider would be in the best interests of the Company. The number of Shares and convertible securities that the Directors may allot and issue under Ordinary Resolution 6 would not exceed one hundred per cent (100%) of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) at the time of the passing of Ordinary Resolution 6. For issue of Shares and convertible securities other than on a *pro rata* basis to all Shareholders, the aggregate number of Shares and convertible securities to be issued shall not exceed fifty per cent (50%) of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) at the time of the passing of Ordinary Resolution 6.

The one hundred per cent (100%) limit and the fifty per cent (50%) limit will be calculated based on the Company's issued share capital at the time of the passing of Ordinary Resolution 6, after adjusting for:

- (i) new Shares arising from the conversion or exercise of convertible securities;
- (ii) new Shares arising from the exercise of share options or vesting of share awards; and
- (iii) any subsequent bonus issue, consolidation or subdivision of Shares.

Resolution 7

The Ordinary Resolution 7 proposed in item 7 above, if passed, will empower the Directors of the Company from the date of this AGM until the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or the date which such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to offer and grant awards under the Tritech PSP 2021 and to allot and issue shares in the Company pursuant to the exercise of awards granted or to be granted under the Tritech PSP 2021 up to a number not exceeding in aggregate (for the entire duration of the Tritech PSP 2021) fifteen per cent (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time.