

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Second Annual General Meeting of TEE International Limited (the "**Company**") will be held at by way of electronic means on 30 January 2023, Monday, 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 financial year ended 30 September 2022 together with the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect Mr. Phua Cher Chuan ("**Mr. Phua**") as Director of the Company who will be retiring pursuant to Article 89 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 2)**
3. To approve the payment of Directors' fees of S\$220,000 for the financial year ending 30 September 2023 to be paid quarterly in arrears. **(Resolution 3)**
4. 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 4)**
5. 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:

6. **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);

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- (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 5)**

[See Explanatory Note i]

By Order of the Board

Ong Beng Hong
Joint Company Secretary

Singapore
13 January 2023

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Explanatory Notes on Resolutions to be passed:

- (i) The Ordinary Resolution 5 proposed in item 6 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.

Special Notice Regarding Measures to Minimise Risk of Community Spread of 2019 Novel Coronavirus ("COVID-19")

This Annual General Meeting ("**AGM**") is convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meeting for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 ("**COVID-19 Order 2020**"). Printed copies of the Annual Report 2022 will not be sent to members but will be published on the SGX website at www.sgx.com and on the Company's website: <http://www.teeintl.com>

Alternative arrangements have been made for shareholders to participate in the AGM proceedings via electronic means are set out below.

A. Live AGM Webcast:

1. Shareholders (including CPF and SRS investors) or their duly appointed proxies may participate in the AGM proceedings through the Live AGM Webcast or listen in on the live audio-only stream. To do so, shareholders will need to register via the link: <https://conveneagm.sg/teeintlagn2023> (the "**Registration Link**"). The Registration Link will open for registration at 10 a.m. on 16 January 2023 until 10 a.m. on 28 January 2023 (the "**Registration Deadline**") to enable the Company to verify their status.
2. Following the verification, authenticated shareholders or their duly appointed proxies will receive an email by 10 a.m. on 29 January 2023 containing instructions on how to access the live audio-visual webcast or the live audio- only stream of the AGM proceedings, how to submit questions live and online (in real time) and how to vote live and online (in real time).
3. Shareholders must not forward the abovementioned instructions to other persons who are not shareholders of the Company and who are not entitled to attend the AGM.
4. Shareholders who register by the Registration Deadline but do not receive an email response by 10 a.m. on 29 January 2023 may contact the Company by email at IR@teeintl.com or by phone at (65) 6279 9156

B. Voting at the AGM

1. Voting for all resolutions will be conducted by a poll. Voting at the AGM may be carried out in one of two ways, by:
 - (a) a member or its duly appointed proxy(ies) live and online (in real time) by logging onto the link: <https://conveneagm.sg/teeintlagn2023>
 - (b) submitting a proxy form (in advance of the AGM) appointing the Chairman of the meeting to cast votes, or abstain from voting, on their behalf. Please note that the proxy form appointing the Chairman of the meeting must be directed, i.e., the shareholder must indicate for each Resolution whether the Chairman of the meeting is to vote "for" or "against" or "abstain" from voting.

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2. The proxy form, (which can be accessed on SGXNET or the Company's website at the link: <http://www.teeintl.com>) duly completed and signed, must be submitted in one of the following manner:
 - (a) if submitted by post, be deposited at the Company's Share Registrar Office, B.A.C.S. Private Limited at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or
 - (b) if submitted electronically, be submitted via email to proxyform@teeintl.comin either case, by no later than 10 a.m. on 28 January 2023, being 48 hours before the time fixed for the holding of the AGM at 10 a.m. on 30 January 2023.
3. CPF OR SRS investors may:
 - (a) vote live and online (in real time) at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
 - (b) appoint the Chairman of the meeting as proxy to vote on their behalf at the AGM, in which case they should contact and instruct their respective CPF Agent Banks or SRS Operators at least seven (7) working days before the AGM to allow sufficient time for their respective relevant intermediaries to, in turn, submit a proxy form to appoint the Chairman of the meeting to vote on their behalf by the cut-off date by 10 a.m. on 18 January 2023.

C. Submission of questions

1. Shareholders (or their duly appointed proxies) who participate by way of observing the live audio-visual webcast or live audio-only stream of the AGM proceedings may ask questions live and online (in real time) during the AGM by submitting their questions online via the Registration Link: <https://conveneagm.sg/teeintlagma2023>
2. The directors of the Company will endeavour to address as many substantial and relevant questions submitted online as possible during the AGM. However, Shareholders should note that there may not be sufficient time available at the AGM to address all questions raised. Please note that questions individual responses will not be sent to Shareholders.
3. Alternatively, Shareholders (including CPF and SRS investors) may submit questions relating to any of the resolutions as set out in the Notice of AGM in advance of the AGM via the Registration Link: <https://conveneagm.sg/teeintlagma2023>
4. Questions in advance of the AGM may be submitted via the Registration Link at 10 a.m. on 16 January 2023 until 10 a.m. on 23 January 2023, if they are not exercising their votes live and online during the AGM. Shareholders are requested to submit their questions as early as possible so as to allow the Company sufficient time to respond.
5. For questions submitted in advance of the AGM, the Company will provide replies to all questions which are substantial and relevant to the resolutions as set out in the Notice of AGM by publication on the SGXNET and the Company's website by 10 a.m. on 25 January 2023, which is 72 hours before the commencement of the time period during which Shareholders must submit their proxy forms if they are not exercising their votes live and online during the AGM.
6. The Company will also publish the minutes of the AGM (which will include all responses to questions, which are substantial and relevant to the resolutions as set out in the Notice of the AGM, submitted live and online during the AGM) on the SGXNET and the Company's website within one month after the date of the AGM.

Important Reminder:

Due to the constantly evolving COVID-19 situation (and/or pursuant to any legislative amendments and directives or guidelines from government agencies or regulatory authorities), the Company may be required to change its AGM arrangements at short notice. Shareholders are advised to regularly check the Company's website or announcements released on SGXNET for updates on the AGM.

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Notes on AGM (these notes are to be read in conjunction with the Special Notice Regarding Measures to Minimize Risk of Community Spread of COVID-19):

1. Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act, a member is entitled to appoint not more than two (2) proxies to participate in the AGM to be held electronically via a live-audio visual webcast. Where a member appoints more than one (1) proxy, the proportion of his/her shareholding to be represented by each proxy must be specified in each of the proxy forms. As this AGM is held by electronic means, pursuant to the COVID-19 Order 2020, members should note that if they themselves or their duly appointed proxies are not participating at the AGM to vote live and online, the only person they can appoint as proxy to vote on their behalf at the AGM is the Chairman of the meeting. Please be reminded that in that case, the proxy form appointing the Chairman of the meeting must be directed, i.e., the shareholder must indicate for each resolution whether the Chairman of the meeting is directed to vote "for" or "against" or "abstain".
2. Pursuant to Section 181(1C) of the Companies Act, any member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to participate in the AGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where a member who is a Relevant Intermediary appoints more than two (2) proxies, the number and class of Shares in relation to which each proxy has been appointed must be specified in the relevant proxy form. As this AGM is held by electronic means, pursuant to the COVID-19 Order 2020, members who are Relevant Intermediaries should note that if the relevant CPR and or SRS investors have not requested for themselves to be appointed proxies to participate in the AGM and vote live and online, the only person Relevant Intermediaries can appoint as proxy to vote on their behalf at the AGM is the Chairman of the meeting. Please be reminded that in that case, the proxy form appointing the Chairman of the meeting must be directed, i.e., the shareholder must indicate for each Resolution whether the Chairman of the meeting is directed to vote "for" or "against" or "abstain".
3. The duly executed proxy form appointing a proxy(ies) must be sent by post to B.A.C.S. Private Limited at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896 or submitted via email to proxyform@teeintl.com by 10 a.m. on 28 January 2023.
4. The proxy form appointing a proxy(ies) must be signed by the appointor or his attorney duly authorised in writing. Where a proxy form 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 duly executed proxy form(s).
5. A depositor's name must appear in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore) maintained by The Central Depository (Pte) Limited not later than seventy-two (72) hours before the time set for the AGM in order for the depositor to be entitled to participate and vote at the AGM either live and online or by proxy.

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.