

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of T T J Holdings Limited will be held by electronic means on 30 November 2021 at 2.30 p.m. for the following purposes:

This notice has been made available on SGXNet and the Company's website, and may be accessed at the URL www.ttj.com.sg.

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the reporting year ended 31 July 2021 together with the Statement by Directors and the Auditors' Report. **(Resolution 1)**
2. To declare a final dividend of 0.8 Singapore cent per ordinary share (tax exempt one tier) for the reporting year ended 31 July 2021. **(Resolution 2)**
3. To re-elect Mr Teo Hock Chwee who is retiring pursuant to Regulation 90 of the Constitution of the Company. **(Resolution 3)**
[See Explanatory Note (i)]
4. To re-elect Mr Lim Yian Poh who is retiring pursuant to Regulation 90 of the Constitution of the Company. **(Resolution 4)**
[See Explanatory Note (ii)]
5. That contingent upon the passing of Ordinary Resolution 4 above, and in accordance with Rule 210(5)(d)(iii) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "**Listing Manual**") which will take effect on 1 January 2022, shareholders to approve Mr Lim Yian Poh's continued appointment as an Independent Director of the Company, this Resolution to remain in force until the earlier of Mr Lim Yian Poh's retirement or resignation; or the conclusion of the third Annual General Meeting following the passing of this resolution. **(Resolution 5)**
[See Explanatory Note (ii)]
6. That contingent upon the passing of Ordinary Resolution 5 above, and in accordance with Rule 210(5)(d)(iii) of the Listing Manual which will take effect on 1 January 2022, shareholders (excluding directors, the chief executive officer, and their associates) to approve Mr Lim Yian Poh's continued appointment as an Independent Director of the Company, this Resolution to remain in force until the earlier of Mr Lim Yian Poh's retirement or resignation; or the conclusion of the third Annual General Meeting following the passing this resolution. **(Resolution 6)**
[See Explanatory Note (ii)]
7. To approve the payment of Directors' fees of S\$147,000 to the Directors of the Company for the reporting year ending 31 July 2022. **(Resolution 7)**
8. To re-appoint Messrs RSM Chio Lim LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 8)**

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9. To transact any other business that may be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

10. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modifications: **(Resolution 9)**

“Resolved that

- (a) pursuant to Section 161 of the Companies Act, Cap. 50 (the “**Companies Act**”) and Rule 806(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), authority be and is hereby given to the Directors of the Company to allot and issue shares (“**Shares**”) and convertible securities in the Company 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 provided that the aggregate number of Shares and convertibles securities to be issued pursuant to this Resolution does not exceed more than 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings), of which the aggregate number of Shares and convertible securities issued other than on a pro-rata basis to existing shareholders must be not more than 20% of the total number of issued Shares (excluding treasury shares and subsidiary holdings);
- (b) for the purpose of determining the aggregate number of Shares that may be issued under (a) above, the percentage of issued share capital is based on the issued share capital of the Company (excluding treasury shares and subsidiary holdings) at the time of the passing of this Resolution after adjusting for:
- (i) new Shares arising from the conversion or exercise of convertible securities;
- (ii) 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 Listing Manual; and
- (iii) any subsequent bonus issue, consolidation or subdivision of Shares.

Adjustments in accordance with (b)(i) and (b)(ii) above 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 this resolution is passed; and

- (c) unless revoked or varied by the Company in 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 the earlier.”

[See Explanatory Note (iii)]

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11. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modifications: **(Resolution 10)**

“That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, the exercise by the Directors of all powers of the Company to purchase or otherwise acquire Shares, not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:

- (i) market purchase(s) (each a **“Market Purchase”**) transacted on the SGX-ST through the ready market or as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted, through 1 or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
- (ii) off-market purchase(s) (each an **“Off-Market Purchase”**) effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the **“Share Purchase Mandate”**);

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:

- (i) the date on which the next Annual General Meeting of the Company is held; or
- (ii) the date by which the next Annual General Meeting of the Company is required by law to be held;

- (c) in this Resolution:

“Prescribed Limit” means 10% of the number of issued Shares as at the date of passing of this Resolution; and

“Maximum Price” in relation to a Share to be purchased or acquired, means an amount (excluding brokerage, commission, stamp duties, applicable goods and services tax, clearance fees and other related expenses) not exceeding:

- (i) in the case of a Market Purchase, 105% of the Average Closing Price (as hereinafter defined) of the Shares; and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 115% of the Average Closing Price of the Shares;

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where:

"Average Closing Price" means the average of the closing market prices of a Share over the last five market days on which transactions in the Shares were recorded on the SGX-ST immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five-day period and the date of the Market Purchase or the Off-Market Purchase, as the case may be; and

"date of the making of the offer" means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from holders of Shares, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

- (d) the Directors and each of them be and are hereby authorised to deal with the shares purchased by the Company, pursuant to the Share Purchase Mandate in any manner as they think fit, which is allowable under the Companies Act.
- (e) the Directors and each of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they or he may consider necessary, desirable or expedient to give effect to the transactions contemplated by this Resolution."

[See Explanatory Note (iv)]

12. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modifications: **(Resolution 11)**

"That pursuant to Section 161 of the Companies Act, the Directors be and are hereby authorised and empowered to grant options over Shares ("**Options**") in accordance with the provisions of the "T T J Employee Share Option Scheme" ("**T T J ESOS**") and to allot and 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 Options under the T T J ESOS, provided that the aggregate nominal amount of shares over which the Committee may grant Options on any date, when added to the nominal amount of Shares issued and issuable in respect of all Options granted under the T T J ESOS (and any other share-based incentive scheme of the Company), shall not exceed 10% of the issued share capital of the Company (excluding treasury shares and subsidiary holdings) on the day preceding that date and unless revoked or varied by the Company in 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 the earlier."

[See Explanatory Note (v)]

By Order of the Board

Tan Swee Gek
Company Secretary

3 November 2021

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Explanatory Notes:

- (i) Mr Teo Hock Chwee, upon re-election, will remain as the Executive Chairman of the Group and a member of the Nominating Committee.
- (ii) Mr Lim Yian Poh, upon re-election, will remain as the Lead Independent Director, the Chairman of the Audit Committee, a member of the Nominating Committee, a member of the Remuneration Committee, and will be considered independent of the Management.

On 6 August 2018, the Singapore Exchange Securities Trading Limited amended the Listing Manual following the publication of the Code of Corporate Governance 2018 by the Monetary Authority of Singapore. As part of the amendments to the Code of Corporate Governance 2018, certain guidelines from the Code of Corporate Governance 2012 were shifted into the Listing Manual for mandatory compliance. On 28 November 2018, the Singapore Exchange Securities Trading Limited issued the Transitional Practice Note 3 to establish transitional arrangements for certain guidelines shifted into the Listing Manual. Pursuant thereto and in respect of Rule 210(5)(d)(iii) of the Listing Manual, to ensure that the independence designation of a Director who has served for more than 9 years as at and from 1 January 2022 is not affected, the Company is seeking to obtain shareholders' approvals for Mr Lim Yian Poh's continued appointment as an Independent Director prior to 1 January 2022, as he has served for more than 9 years on the Board of the Company. Rule 210(5)(d)(iii) provides that continued appointment as Independent Director, after an aggregate period of more than 9 years on the Board, must be sought and approved in separate resolutions by (A) all shareholders and (B) shareholders excluding Directors, Chief Executive Officer, and their associates.

- (iii) The Ordinary Resolution 9 proposed in item 10 above, if passed, will empower the Directors from the date of this Annual General Meeting until the date of the next Annual General Meeting, to allot and issue shares and convertible securities in the Company up to an amount not exceeding, in total, 50% of the issued share capital of the Company (excluding treasury shares); at the time of passing of this resolution, of which up to 20% may be issued other than on a pro-rata basis to shareholders. For the purpose of determining the aggregate number of shares which may be issued, the percentage of share capital shall be based on the Company's issued share capital (excluding treasury shares) at the time this Ordinary Resolution is passed, after adjusting for (a) new shares arising from the conversion or exercise of convertible securities, (b) new shares arising from the exercise of share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual and (c) any subsequent consolidation or subdivision of shares. Adjustments in accordance with (a) or (b) above 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 this resolution is passed.
- (iv) The Ordinary Resolution 10 proposed in item 11 above, if passed, will empower the Directors of the Company, from the date of this Annual General Meeting until the date the next Annual General Meeting is to be held or is required by law to be held, whichever is the earlier, to make purchases (whether by way of Market Purchases or Off-Market Purchases on an equal access scheme) from time to time of up to 10 per cent of the total number of issued Shares excluding any Shares which are held as treasury shares by the Company, at prices up to but not exceeding the Maximum Price. The rationale for, the authority and limitation on, the sources of funds to be used for the purchase or acquisition including the amount of financing and the financial effects of the purchase or acquisition of Shares by the Company pursuant to the Share Purchase Mandate are set out in greater detail in the Letter to Shareholders dated 3 November 2021.
- (v) Ordinary Resolution 11 proposed in item 12 above, if passed, will empower the Directors to grant Options under the T T J ESOS and to allot and issue shares as may be required to be issued pursuant to the exercise of Options under the T T J ESOS, provided that the aggregate nominal amount of shares over which the Committee may grant Options on any date, when added to the number of shares issued and issuable in respect of all Options granted under the T T J ESOS (and any other share-based incentive scheme of the Company), shall not exceed 10% of the issued share capital of the Company (excluding treasury shares and subsidiary holdings) on the day preceding that date.

Notes:

- 1) Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the Annual General Meeting ("**AGM**") are set out in the Company's announcement dated 3 November 2021 entitled "Important Notice to Shareholders Regarding the Company's Annual General Meeting on 30 November 2021" which has been uploaded together with this Notice of AGM on SGXNet on the same day. This announcement may also be accessed at the Company's website at the URL www.ttj.com.sg.

In particular, the AGM will be held by way of electronic means and a member will be able to watch the proceedings of the AGM through a "live" webcast via his/her/its mobile phones, tablets or computers or listen to these proceedings through a "live" audio feed via telephone. In order to do so, a member (including CPF or SRS investor) who wishes to watch the "live" webcast or listen to the "live" audio feed must pre-register at the URL <https://septusasia.com/ttj-agm2021-registration> by 26 November 2021. Following authentication of his/her/its status as members or CPF or SRS investors, authenticated members and CPF or SRS investors will receive email instructions on how to access the webcast and audio feed of the proceedings of the AGM by 27 November 2021, 2.30 p.m.. Members who have received the email instructions must not forward the email instructions to other persons who are not members or who are not entitled to attend the AGM.

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Members (including CPF or SRS investors) may also submit questions related to the resolutions to be tabled for approval at the AGM. To do so, all questions must be submitted and received by the Company by 24 November 2021, 2.30 p.m.:

- (a) via the pre-registration website at the URL <https://septusasia.com/ttj-agm2021-registration>; or
- (b) by email to ttjde@ttj.com.sg.

Members (including CPF or SRS investors) will need to identify themselves when posing questions by email and by providing the following details:

- (a) the member's full name as it appears on his/her/its CDP/CPF/SRS share records;
- (b) the member's NRIC/Passport/UEN number;
- (c) the member's contact number and email address; and
- (d) the manner in which the member holds his/her/its Shares in the Company (e.g. via CDP, CPF or SRS).

The Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.

The Company will address substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM as received from members before the AGM by uploading the responses on SGXNet and the Company's website at the URL www.ttj.com.sg on 26 November 2021.

Please note that members will not be able to ask questions at the AGM "live" during the webcast and the audio feed, and therefore it is important for members to submit their questions in advance of the AGM.

- 2) **A member will not be able to attend the AGM in person. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM.** In appointing the Chairman of the AGM as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid. The accompanying proxy form for the AGM may be accessed at the Company's website at the URL www.ttj.com.sg and has also been made available on SGXNet.
- 3) The Chairman of the AGM, as proxy, need not be a member of the Company.
- 4) The instrument appointing the Chairman of the AGM as proxy must, together with the power of attorney or other authority under which it is signed (if applicable) or a notarially certified copy thereof, must:
 - (a) if in hard copy and sent by post, the proxy form must be deposited with the Company's Share Registrar, B.A.C.S. Private Limited at 8 Robinson Road #03-00, ASO Building, Singapore 048544; or
 - (b) if submitted by email, the proxy form must be submitted to the Company's Share Registrar, B.A.C.S. Private Limited at main@zicoholdings.com,

in either case, not less than 72 hours before the time appointed for holding the AGM and, in default the instrument of proxy shall not be treated as valid.

A member who wishes to submit an instrument of proxy 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, members are strongly encouraged to submit completed proxy forms electronically via email.**

- 5) The instrument appointing the Chairman of the AGM as proxy must be signed by the appointor or his/her/its attorney duly authorised in writing. Where the instrument appointing the Chairman of the AGM as proxy is executed by a Company, it must be either under its common seal or signed on its behalf by a duly authorised officer or attorney.
- 6) In the case of a member whose shares are entered against his/her/its name in the Depository Register, the Company may reject any instrument appointing the Chairman of the AGM as proxy lodged if such member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by the The Central Depository (Pte) Limited to the Company.

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- 7) CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 19 November 2021, 2.30 p.m. in order to allow sufficient time for their relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the AGM to vote on their behalf not less than 72 hours before the time for holding the AGM.
- 8) Persons who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act, Chapter 50 of Singapore) ("**Relevant Intermediary Participants**"), excluding CPF and SRS investors, and who wish to participate in the AGM by (a) observing and/or listening to the AGM proceedings via the "live" webcast or the "live" audio feed; (b) submitting questions in advance of the AGM; and/or (c) appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM, should contact the relevant intermediary through which they hold such shares as soon as possible in order to facilitate the necessary arrangements for them to participate in the AGM.
- 9) The Annual Report for the financial year ended 31 July 2021 may be accessed at the Company's website at the URL www.ttj.com.sg, and has also been made available on SGXNet.

Personal Data Privacy:

By submitting an instrument appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, submitting any details of Relevant Intermediary Participants in connection with the AGM or submitting any personal data for the purpose of submitting questions in connection with the AGM, 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) the appointment of the Chairman of the AGM as proxy appointed for the Annual General Meeting (including any adjournment thereof) and the preparation, compilation and publication 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 Relevant Intermediary Participants to the Company (or its agents or service providers), the member has obtained the prior consent of such Relevant Intermediary Participants for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such Relevant Intermediary Participants 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.