



## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company will be held at 10 Anson Road, International Plaza, #34-08, Singapore 079903 on Tuesday, 31 October 2023 at 2.00 p.m. to transact the following business:

### Ordinary Business

- To receive and adopt the directors' statement and audited financial statements for the year ended 31 March 2023 and the auditors' report thereon. (Resolution 1)
- To approve directors' fees of S\$120,000 for the year ended 31 March 2023. [Year 2022 : S\$120,000/-] (Resolution 2)
- To re-elect the following directors retiring by rotation in accordance with Article 93 of the Company's Constitution: [See Explanatory Note (a)]
  - Mr Sng Sze Hiang (Resolution 3a)
  - Mr Yap Hock Soon (Resolution 3b)
- To re-appoint Foo Kon Tan LLP as auditors and to authorise the directors to fix their remuneration. (Resolution 4)

### Special Business

To consider and, if thought fit, to pass the following as an ordinary resolution, with or without modifications:

#### 5. Authority to allot and issue shares in the capital of the Company

- 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:
  - issue shares in the capital of the Company ("Shares") (whether by way of placements, rights, bonus or otherwise); and/or
  - 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
- 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:
  - 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);
  - 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:
    - 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:
      - 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
      - any subsequent bonus issue, consolidation or subdivision of Shares; and
    - 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;
  - 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
  - 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)
- To transact any other business which may properly be transacted at an annual general meeting.

### By Order of The Board

Tong Jia Pi Julia  
Director

Singapore,  
Date: 16 October 2023

### Explanatory Notes

- For ordinary resolutions 3(a) and 3(b) above, detailed information on the two directors can be found in the sections on "Profile of directors", "Corporate governance report" and "Information on directors seeking re-election" of the Annual Report 2023.
- 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.

### Notes:

#### (A) Physical Meeting

The Annual General Meeting ("AGM") will be held at 10 Anson Road, International Plaza, 34-08, Singapore 079903. The Notice of AGM is available on SGXNET and the Company's website at [www.tt-intl.com](http://www.tt-intl.com).

#### (B) Submission of Proxy Form

- (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 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 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 1967.

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

- The Proxy Form is available on SGXNET and the Company's website at [www.tt-intl.com](http://www.tt-intl.com). A printed copy of the Proxy Form can also be found in the Annual Report 2023 which will be dispatched to members.

- The Proxy Form must be submitted in the following manner:

- if submitted electronically, be submitted via email to the Company's Share Registrar, M & C Services Private Limited at [gpb@mncsingapore.com](mailto:gpb@mncsingapore.com); or
- if submitted by post, be deposited at M & C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902 in either case, by 2.00 p.m. on 29 October 2023

- A member who wishes to submit a Proxy Form must 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.

- CPF and SRS investors:

- may attend 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
- may appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 19 October 2023.

#### (C) Submission of Questions

- Members can submit their questions related to the resolutions to be tabled at the AGM live at the AGM.
- Members can also submit their questions related to the resolutions to be tabled at the AGM to the Chairman of the Meeting, in advance of the AGM, by email to [IR@tt-intl.com](mailto:IR@tt-intl.com) or by post to the Company at TT International Limited, 49 Sungei Kadut Avenue #03-01, Singapore 729673. All questions must be submitted by 2.00 p.m. on 24 October 2023.

When sending in your questions by post or by email, please also provide the following details:

- your full name;
- number of shares held; and
- the manner in which you hold shares in the Company (e.g. via CDP, CPF or SRS).

- The Company will endeavour to address all substantial and relevant questions related to the resolutions to be tabled at the AGM before or at the AGM. A summary of the questions and responses will be published on SGXNET and the Company's website by 2.00 p.m. on 27 October 2023. For questions which are addressed during the AGM, the responses to such questions will be included in the minutes of the AGM which will be published on the SGXNET and the Company's website.

#### (D) Annual Report

The Annual Report 2023 has been made available on SGXNET and the Company's website at [www.tt-intl.com](http://www.tt-intl.com). A printed copy of the Annual Report 2023 which includes the Notice of AGM and Proxy Form will be despatched to members.

### Personal data privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, or submitting any question prior to the AGM in accordance with the Notice of AGM dated 16 October 2023, a member of the Company (a) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes: (i) processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof); (ii) addressing substantial and relevant questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions; (iii) preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof), and (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "Purposes"), (b) 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 (c) 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.