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

**MINUTES OF EXTRAORDINARY GENERAL MEETING ("EGM" OR "MEETING")**

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|---|---|---|
| **PLACE** | : | 31 Changi South Avenue 2, Tritech Building, Singapore 486478 |
| **DATE** | : | Friday, 13 February 2026 |
| **TIME** | : | 10:00 a.m. |
| **PRESENT** | : | Board of Directors<br>Mr. Aw Eng Hai, *Non-Independent Non-Executive Chairman*<br>Dr. Wang Xiaoning (Jeffrey Wang), *Managing Director*<br>Mr. Zhou Xinping, *Executive Director*<br>Mr. Ong Eng Keang, *Independent Director*<br>Mr. Tan Chade Phang, *Independent Director*<br><br>Shareholders and Proxies<br>As set out in the attendance records maintained by the Company<br><br>In Attendance<br>As set out in the attendance records maintained by the Company. |
| **CHAIRMAN** | : | Mr Aw Eng Hai (the "**Chairman**") |

*Unless otherwise defined, capitalised terms used herein shall have the meanings ascribed to them in the Circular dated 29 January 2026.*

**INTRODUCTION**

The Chairman welcomed the shareholders ("**Shareholders**") to the EGM of the Company.

The Chairman introduced the members of the Board of Directors, Sponsor (UOB Kay Hian Private Limited), Legal Advisers (Icon Law LLC), Company Secretary, Share Registrar and Polling Agent (In.Corp Corporate Services Pte. Ltd.), and Scrutineer (Aspertise Corporate Consultancy Pte. Ltd.) together with their representatives presented at the EGM.

**QUORUM**

After confirming with the Company Secretary that a quorum was present, the Chairman called the Meeting to order at 10:00 a.m.

**NOTICE**

The Chairman informed the Meeting that all pertinent information relating to the proposed resolutions was set out in the notice of EGM dated 29 January 2026 (the "**Notice**"). The Notice together with the circular to Shareholders in relation to the proposed resolutions ("**Circular**") had been published on the SGXNet and the Company's website on 29 January 2026 and circulated to Shareholders within the statutory period. With the consent of the Meeting, the Notice was taken as read.

**QUESTIONS AND ANSWERS**

The Chairman informed Shareholders that they were given the opportunity to submit their questions to the Company prior to the Meeting. However, the Company did not receive any questions from Shareholders relating to the resolutions set out in the Notice.

The Chairman then invited questions from Shareholders present at the Meeting. All questions and comments raised were duly addressed by the Chairman. A summary of the questions and the corresponding responses is annexed hereto and marked as **Appendix A**.

**CONDUCT OF POLL**

The Chaiman informed the attendees of the Meeting that (i) he had been appointed as proxy by certain Shareholders and would vote in accordance with their instructions; (ii) he would propose all motions on the agenda and no seconder would be called; and (iii) the proposed resolutions detailed in the Notice would be voted by way of poll. The voting of all proposed resolutions would be conducted in one single voting paper which had been handed to the Shareholders or proxies at the point of registration.

The Chairman highlighted that Ordinary Resolution 2 and Ordinary Resolution 3 stated in the Notice are inter-conditional upon each other. This means that if Ordinary Resolution 2 is not passed, Ordinary Resolution 3 will not be deemed duly passed, and *vice versa*. For the avoidance of doubt, Ordinary Resolutions 1 and 2, and Ordinary Resolutions 1 and 3 are not inter-conditional upon each other.

The Chairman further informed the Meeting on the appointments of (i) In.Corp Corporate Services as polling agent ("**Polling Agent**") to conduct the polling process for the EGM; and (ii) Aspertise Corporate Consultancy Pte. Ltd. as scrutineer ("**Scrutineer**") to scrutinise the polling procedures and certify the poll results.

Following the explanation of the poll voting process, the Chairman proceeded with the businesses of the Meeting.

**RESOLUTION 1 – THE PROPOSED CONVERSION OF OUTSTANDING AMOUNTS OWED BY THE COMPANY TO ZHOU XINPING INTO 27,106,846 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY ("ZXP DEBT CONVERSION")**

Upon being proposed by the Chairman, the following motion was put to vote by way of poll: -

*"**THAT***

*(a) pursuant to Section 161 of the Companies Act and Rules 804, 805 and 812 of the Catalist Rules, approval be given to the Directors to allot and issue 27,106,846 Debt Conversion Shares to Zhou Xinping at the Debt Conversion Price of S$0.0130 per Debt Conversion Share under the ZXP Debt Conversion pursuant to and subject to the terms and conditions of the relevant Debt Conversion Deed;*

*(b) the Directors and each of them be authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be necessary, desirable or expedient in the interests of the Company to give effect to this Ordinary Resolution 1; and*

*(c) the Directors or any of them be authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this Ordinary Resolution 1 as they or he may think fit."*

**RESOLUTION 2 – THE PROPOSED CONVERSION OF OUTSTANDING AMOUNTS OWED BY THE COMPANY TO LEE SUI HEE INTO 439,089,398 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY ("LSH DEBT CONVERSION")**

Upon being proposed by the Chairman, the following motion was put to vote by way of poll: -

*"**THAT** subject to and contingent upon the passing of Ordinary Resolution 3:*

*(a) pursuant to Section 161 of the Companies Act and Rules 804, 805 and 812 of the Catalist Rules, approval be given to the Directors to allot and issue 439,089,398 Debt Conversion Shares to Lee Sui Hee at the Debt Conversion Price of S$0.0130 per Debt Conversion Share under the LSH Debt Conversion pursuant to and subject to the terms and conditions of the relevant Debt Conversion Deed;*

*(b) the Directors and each of them be authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be necessary, desirable or expedient in the interests of the Company to give effect to this Ordinary Resolution 2; and*

*(c) the Directors or any of them be authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this Ordinary Resolution 2 as they or he may think fit."*

**RESOLUTION 3 – THE PROPOSED TRANSFER OF CONTROLLING**

Upon being proposed by the Chairman, the following motion was put to vote by way of poll: -

*"**THAT** subject to and contingent upon the passing of Ordinary Resolution 2:*

*(a) approval be given under Rule 803 of the Catalist Rules for the Proposed Transfer of Controlling Interest to Lee Sui Hee; and*

*(b) the Directors or any of them be authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this Ordinary Resolution 3 as they or he may think fit."*

**ADJOURNMENT OF EGM**

Shareholders completed and submitted their polling slips to the Polling Agent.

The Chairman adjourned the EGM at 10.20 a.m. to facilitate the tabulation of the votes and verification of the results thereto.

**RE-CONVENING THE EGM AND DECLARATION OF POLL RESULTS**

The EGM reconvened at 10:30 a.m. and the Chairman announced the results of the poll to Shareholders as follows:

| Ordinary resolution number and details | For | | Against | | Total number of shares represented by votes for and against the relevant resolution |
|---|---|---|---|---|---|
| | Number of Shares | As a percentage of total number of votes for and against the resolution (%) | Number of Shares | As a percentage of total number of votes for and against the resolution (%) | |
| **Resolution 1** ZXP Debt Conversion | 402,169,383 | 99.95 | 205,600 | 0.05 | 402,374,983 |
| **Resolution 2** LSH Debt Conversion | 402,175,383 | 99.95 | 205,600 | 0.05 | 402,380,983 |
| **Resolution 3** The Proposed Transfer of Controlling Interest | 402,175,283 | 99.95 | 205,700 | 0.05 | 402,380,983 |

Based on the poll results, the Chairman declared all ordinary resolutions tabled at the EGM carried.

**CONCLUSION**

As all the matters tabled for the Meeting have been duly completed and there being no other business to transact, the Chairman declared the EGM closed at 10:35 a.m. and thanked everyone for their attendance.

**Confirmed as True and Correct Record of the Proceedings of the Meeting**

**Aw Eng Hai**
**Chairman**

**Appendix A**

**Extraordinary General Meeting held on 13 February 2026 – Responses to Questions from Shareholders**

**Question 1**

A shareholder sought clarification on the Company's overall strategic direction and expressed concern about the debt conversion exercise and the Company's current financial strain.

**Company's Response**

The Chairman explained that the debt conversion exercise was undertaken as part of the Company's efforts to strengthen its balance sheet. The exercise also demonstrated the commitment and confidence of the substantial shareholder and the Executive Director in the long-term prospects of the Company.

He further elaborated that the Company had earlier invested in water treatment projects in China, but these investments did not yield the expected performance. Over the past few years, the Group had shifted its strategic focus back to the Singapore market, particularly on government infrastructure projects. The Group has recently tendered for several projects, with outcomes expected in the coming months. Management remains cautiously optimistic that some of these tenders may be awarded, which would support the Group's recovery and improve performance in the coming years. The Group's strategic direction going forward will continue to focus on infrastructure projects in Singapore.

**Question 2**

Another shareholder raised the following questions:

1. How the conversion price of S$0.013 was determined.
2. The total cost of the debt conversion exercise to the Company.
3. The impact of the debt conversion exercise on management and minority shareholders, particularly given the transfer of control to another shareholder, and whether this would affect the Company's direction.

**Company's Response**

The Chairman responded that the conversion price of S$0.013 was determined through arm's length negotiations between the parties and reflected the confidence of the substantial shareholder and Executive Director in the Company's future prospects. He highlighted that the conversion price was higher than the prevailing market price and was therefore considered more favourable to minority shareholders, as a lower conversion price would have resulted in greater dilution.

He informed shareholders that the costs of the exercise comprised mainly professional fees, including fees payable to the Sponsor, the legal adviser, and the SGX. The total expenses incurred amounted to approximately S$48,000.

The Chairman further clarified that there would be no change to the management team or the Company's strategic direction as a result of the exercise. The incoming controlling shareholder had been a long-term investor since the Company's listing and had consistently supported the Company financially over the years. He was not expected to be involved in the day-to-day operations of the Company, which would continue to be overseen by the existing management team. As a controlling shareholder, he would provide input to management at a strategic level when appropriate.

**Comment from Shareholder**

With reference to page 11 of the Circular, a shareholder commented on the disclosure regarding the volume-weighted average price ("**VWAP**"). The shareholder noted that the Circular referred to a one-day VWAP of approximately S$0.008 per share, whereas the six-month VWAP was approximately S$0.009 based on the shareholder's review. The shareholder observed that the Company had not revalued its property assets and expressed the view that the conversion price was reasonable and that the incoming shareholder was not acquiring shares at an excessive discount.

**Company's Response**

The Chairman responded that the one-day VWAP disclosure was not selected by management but was a disclosure requirement under the listing rules. He added that the Company did not selectively choose the lowest price, the conversion price is a premium to the VWAP, and that the shares had been trading in the range of approximately S$0.008 to S$0.009 during the relevant period.