NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**" or "**Meeting**") of Trans-China Automotive Holdings Limited (the "**Company**") will be held at Singapore Business Federation, 160 Robinson Rd, #06-01 SBF Center, Singapore 068914 on Wednesday, 24 April 2024 at 10.00 a.m., to transact the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2023 together with the Directors' Statement and Independent Auditors' Report thereon. ***Resolution 1***

2. To re-elect the following Directors who will be retiring pursuant to Articles 86(2) and 85(6)of the Articles of Association of the Company:

   (a) Mr Michael Cheung ***Resolution 2***
   (b) Mr Henry Tan ***Resolution 3***
   (c) Mr Mark Fukunaga ***Resolution 4***

   [See Explanatory Note 1]

3. To approve the payment of Directors' fees amounting up to S$203,704.79 for the financial year ended 31 December 2023, to be paid in arrears. ***Resolution 5***

4. To re-appoint Messrs Deloitte & Touche LLP as Auditors of the Company, to hold office until the conclusion of the next AGM of the Company, and that the Directors be authorised to fix their remuneration. ***Resolution 6***

5. To transact any other business which may properly be transacted at the AGM of the Company.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions with or without modifications as Ordinary Resolutions:

6. **Authority to Allot and Issue Shares** ***Resolution 7***

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

   (a) (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise; and/or

   (ii) make or grant offers, agreements or options or otherwise issue convertible securities (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,

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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 pursuant to any Instrument made or granted by the Directors while this Resolution was in force,

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

provided always that:

(1) the aggregate number of shares (including shares to be issued pursuant to the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed one hundred per centum (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), of which the aggregate number of shares and Instruments to be issued other than on a pro rata basis to existing shareholders of the Company 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);

(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 the Instruments or any convertible securities;

(b) new shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with the Catalist Rules; and

(c) any subsequent bonus issue, consolidation or subdivision of shares;

provided that any adjustment(s) in accordance with sub-paragraphs (2)(a) or (2)(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 of the passing of this Resolution; and

in paragraphs (1) and (2) above, "subsidiary holdings" has the meaning given to it in the Catalist Rules of the SGX-ST;

(3) in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Memorandum and Articles of Association of the Company; and

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(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 AGM of the Company or the date by which the next AGM of the Company is required 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.

[See Explanatory Note 2]

7. **Renewal of the Share Purchase Mandate** ***Resolution 8***

That:

(a) the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire fully paid issued ordinary shares in the capital of the Company (the "**Shares**") not exceeding in aggregate the Maximum Percentage (as hereafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:

(i) on-market purchases through the SGX-ST's trading system, or as the case may be, on any other stock exchange on which the Shares may for the time being be listed and quoted (the "Other Exchange"), through one or more duly licensed stockbrokers appointed by the Company for the purpose ("**Market Purchases**"); and/or

(ii) off-market purchases (if effected otherwise than on the SGX-ST or, as the case may be, the Other Exchange) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Catalist Rules of the SGX-ST ("**Off-Market Purchases**"),

and otherwise in accordance with all other laws and regulations, including but not limited to the Companies Act (as revised) of the Cayman Islands (the "**Cayman Islands Companies Act**"), the Memorandum and Articles of Association of the Company and the rules and regulations 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) 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 date of the passing of this Resolution and expiring on the earliest of:

(i) the conclusion of the next AGM of the Company following the passing of this Resolution or the date by which such AGM is required to be held (whereupon it will lapse, unless renewed at such meeting);

(ii) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by the Company in a general meeting (if so varied or revoked prior to the next AGM of the Company); or

(iii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated;

NOTICE OF ANNUAL GENERAL MEETING

(c) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Purchase Mandate shall, at the discretion of the Directors of the Company, either be cancelled or held as a treasury share and dealt with in accordance with the Cayman Islands Companies Act; and

(d) the Directors and/or any of them be and are and/or is hereby authorised to complete and do all such acts and things (including, without limitation, executing such documents as may be required and approving any amendments, alterations or modifications to any documents) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated by this Resolution and/or the Share Purchase Mandate.

In this Resolution:

"**Average Closing Price**" means:

(i) in the case of a Market Purchase, the average of the Closing Market Prices (as defined below) of a Share over the last five Market Days on which the Shares are transacted on the SGX-ST or, as the case may be, such securities exchange on which the Shares are listed or quoted, immediately preceding the date of the Market Purchase by the Company; or

(ii) in the case of an Off-Market Purchase, the average of the Closing Market Prices (as defined below) of a Share over the last five Market Days on which the Shares are transacted on the SGX-ST or, as the case may be, such securities exchange on which the Shares are listed or quoted, immediately preceding the date of the making of the offer pursuant to the Off-Market Purchase,

and deemed to be adjusted, in accordance with the Catalist Rules, for any corporate action that occurs during such five Market Day period and the day of the Market Purchase or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase;

"**Closing Market Price**" means the last dealt price for a Share transacted through the SGX-ST's trading system as shown in any publication of the SGX-ST or other sources;

"**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, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

"**Market Day**" means a day on which the SGX-ST is open for trading in securities;

"**Maximum Percentage**" means that number of issued Shares representing 10.0% of the issued Shares as at the date of the passing of this Resolution, unless the Company has, at any time during the Relevant Period, effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Cayman Islands Companies Act, in which event the total number of issued Shares of the Company shall be taken to be the total number of issued Shares as altered by the capital reduction. Any Shares which are held as treasury shares will be disregarded for purposes of computing the 10.0% limit;

NOTICE OF ANNUAL GENERAL MEETING

"**Maximum Price**" in relation to a Share to be purchased or acquired, means the purchase price (excluding related or ancillary expenses in respect of the purchase or acquisition such as brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses (where applicable)) to be paid for a Share which will be determined by the Directors, provided that such purchase price shall not exceed:

(i) in the case of a Market Purchase, 105.0% of the Average Closing Price of the Shares; and

(ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120.0% of the Average Closing Price of the Shares; and

"**Relevant Period**" means the period commencing from the date of the passing of this Resolution and expiring on the conclusion of the next AGM of the Company or the date by which such AGM is required to be held, or the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by the Company in a general meeting, whichever is the earliest, after the date of this Resolution.

[See Explanatory Note 3]

8. **Authority to grant options and issue shares under TCA Employee Share Option Scheme ("TCA ESOS")** ***Resolution 9***

That pursuant to the Catalist Rules of the SGX-ST and the Memorandum and Articles of Association of the Company, the Directors of the Company be authorised and empowered to offer and grant options from time to time under the prevailing TCA 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 share options granted by the Company under TCA ESOS, 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 TCA ESOS shall not exceed fifteen per centum (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 AGM of the Company or the date by which the next AGM of the Company is required to be held, whichever is earlier.

[See Explanatory Note 4]

BY ORDER OF THE BOARD

Siau Kuei Lian
Company Secretary
Singapore, 9 April 2024

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes:

1. Pursuant to Article 86 of the Company's Articles of Association, each Director of the Company shall retire at least once every three (3) years and a retiring Director shall be eligible for re-election. Mr Michael Cheung will, upon re-election as Director of the Company, remain as Executive Director and Chief Financial Officer. He will be considered non-independent. Please refer to Corporate Governance Report on pages 67 to 71 of the Annual Report for the detailed information required pursuant to Rule 720(5) of the Catalist Rules of the SGX-ST.

   Pursuant to Article 86 of the Company's Articles of Association, each Director of the Company shall retire at least once every three (3) years and a retiring Director shall be eligible for re-election. Mr Henry Tan will, upon re-election as Director of the Company, remain as Non-Executive and Independent Director of the Company, Chairman of Audit and Risk Committee and a member of Nominating Committee and Remuneration Committee. He will be considered independent pursuant to Rule 704(7) of the Catalist Rules of the SGX-ST. Please refer to Corporate Governance Report on pages 67 to 71 of the Annual Report for the detailed information required pursuant to Rule 720(5) of the Catalist Rules of the SGX-ST.

   Pursuant to Article 85(6) of the Company's Articles of Association, any Director appointed by the Board shall retire at the next annual general meeting of the Company and shall then be eligible for re-election at that meeting. Mr Mark Fukunaga will, upon re-election as Director of the Company, remain as Non-Executive Director of the Company, a member of Nominating Committee, Remuneration Committee and Audit and Risk Committee. He will be considered non-independent. Please refer to Corporate Governance Report on pages 67 to 71 of the Annual Report for the detailed information required pursuant to Rule 720(5) of the Catalist Rules of the SGX-ST.

2. The Ordinary Resolution 7 above, if passed, will empower the Directors of the Company from the date of this AGM until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earliest, 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, one hundred per centum (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to fifty per centum (50%) may be issued other than on a pro rata basis to existing shareholders of the Company.

   For determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company 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 Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Resolution is passed and any subsequent consolidation or subdivision of shares.

3. The Ordinary Resolution 8 above, if passed, will empower the Directors of the Company to purchase or otherwise acquire fully paid issued ordinary shares in the capital of the Company (the "**Shares**") not exceeding in aggregate the Maximum Percentage (as defined in Ordinary Resolution 8), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as defined in Ordinary Resolution 8) and will empower the Directors of the Company, effective until (i) the conclusion of the next AGM of the Company following the passing of the resolution granting the said authority or the date by which such AGM is required to be held (whereupon it will lapse, unless renewed at such meeting), or (ii) it is varied or revoked by the Company in general meeting (if so varied or revoked prior to the next AGM), or (iii) the date on which purchases and acquisitions of Shares pursuant to the Share Purchase Mandate (as defined in Ordinary Resolution 8) are carried out to the full extent mandated, whichever is the earliest.

NOTICE OF ANNUAL GENERAL MEETING

4. The Ordinary Resolution 9 above, if passed, will empower the Directors of the Company, from the date of this AGM until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earliest, to allot and issue shares in the capital of the Company pursuant to the exercise of options granted or to be granted under TCA ESOS (as defined in Ordinary Resolution 9) provided that the aggregate additional shares to be allotted and issued pursuant to TCA ESOS does not exceed in total (for the entire duration of TCA ESOS) fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time.

Notes:

1. A Shareholder of the Company (including Depositors holding Shares through The Central Depository (Pte) Limited ("**CDP**"), and including Relevant Intermediaries*) entitled to vote at the AGM may appoint a proxy or proxies to attend and vote at the AGM.

2. A Shareholder who is not a Relevant Intermediary or CDP may appoint not more than two proxies to attend and vote at the AGM. Where such Shareholder's Proxy Form appoints more than one proxy, the proportion of the shareholding to be represented by each proxy shall be specified in the Proxy Form.

3. The instrument appointing the proxy or proxies must be submitted to the Company in the following manner:

   (a) if submitted by post, be lodged at the office of the Company's Singapore Share Transfer Agent, In.Corp Corporate Services Pte. Ltd. at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712; or

   (b) if submitted electronically, be submitted via email to the following email address: shareregistry@incorp.asia,

   by no later than 10.00 a.m. on 21 April 2024, being 72 hours before the time appointed for the holding of the Meeting, and in default the instrument of proxy shall not be treated as valid.

4. The instrument appointing the proxy must be signed by the appointor or his/her attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its seal or signed on its behalf by an officer, attorney or other person duly authorised to sign the same. Where the Proxy Form is executed by an attorney on behalf of the appointor, the power of attorney or other authority under which it is signed or authorised on behalf of the appointer, or a duly certified copy thereof, must be lodged with the instrument appointing the proxy.

5. If a Depositor who has Shares entered against his/her name in the Depository Register or a Shareholder who has Shares registered in his/her name in the Register of Members of the Company wishes to appoint a proxy or proxies to attend and vote at the AGM, he/she must complete, sign and return the Depositor Proxy Form or the Shareholder Proxy Form, respectively, for the Shares entered against his/her name in the Depository Register or the Shares registered in his/her name in the Register of Members of the Company (as the case may be).

6. A Depositor's name must appear on the Depository Register maintained by CDP at least 72 hours before the time fixed for holding the AGM in order for the Depositor to be entitled to vote on the resolution. Any Depositor who is holding his/her Shares via the CDP but whose name is not registered with the CDP 72 hours before the AGM will not be entitled to attend and vote at the AGM.

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7. The AGM will be held in a wholly physical format at Singapore Business Federation, 160 Robinson Rd, #06-01 SBF Center, Singapore 068914. There will be no option for Shareholders to participate virtually.

8. Attendees must bring their original NRIC/Passport for verification and registration on the day of the AGM.

ACCESS TO DOCUMENTS OR INFORMATION RELATING TO THE AGM

1. Documents and information relating to the AGM (including this Notice of AGM, Proxy Forms, Notification to Shareholders, the Annual Report 2023 and appendix to shareholders in relation to the proposed renewal of the share purchase mandate) are electronically available on the Company's website at the URL https://tca-auto.com and on SGXNet at the URL https://www.sgx.com/securities/company-announcements. You will need an internet browser and a PDF reader to view these documents.

2. Printed copies of the Annual Report 2023 and appendix to shareholders in relation to the proposed renewal of the share purchase mandate will not be despatched to Shareholders, unless otherwise requested. For Shareholders' convenience, printed copies of (a) this Notice of AGM, (b) the Proxy Forms and (c) a Request Form (to request for printed copies of the Annual Report 2023 and appendix to shareholders in relation to the proposed renewal of the share purchase mandate) ("**Request Form**") have been despatched to Shareholders.

3. Shareholders who wish to receive a printed copy of the Annual Report 2023 and appendix to shareholders in relation to the proposed renewal of the share purchase mandate are required to complete the Request Form and return it to the Company in the following manner:

   (a) if submitted by post, be lodged at the office of the Company's Singapore Share Transfer Agent, In.Corp Corporate Services Pte. Ltd. at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712; or

   (b) if submitted electronically, be submitted via email to shareregistry@incorp.asia,

   by no later than 19 April 2024. A printed copy of the Annual Report 2023 and appendix to shareholders in relation to the proposed renewal of the share purchase mandate will then be sent to the address specified by the Shareholders at their own risk.

SUBMISSION OF QUESTIONS PRIOR TO THE AGM

1. Shareholders may submit questions related to the resolutions to be tabled at the AGM no later than 10.00 a.m. on 17 April 2024 via email to shareregistry@incorp.asia or by post to 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712. The responses would be published on SGXNet and, if available, the Company's website on 19 April 2024.

2. Shareholders submitting questions are required to state: (a) their full name; and (b) their identification or registration number, failing which the Company shall be entitled to regard the submission as invalid and not respond to the questions submitted.

3. Any relevant and subsequent queries received after 10.00 a.m. on 17 April 2024 will be addressed at the AGM through the publication of the minutes of the AGM on SGXNet and the Company's website within one month from the conclusion of the AGM.

NOTICE OF ANNUAL GENERAL MEETING

ATTENDANCE AT THE AGM

1. Due to the limited sitting capacity of the venue, only Shareholders whose names appear in the Register of Members and Depositors whose names appear in the Depository Register as at 72 hours before the time appointed for holding the AGM or the appointed proxy or proxies shall be entitled to attend the AGM of the Company.

** Relevant Intermediary is:*

(a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or

(b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or

*(c) the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.*

Personal Data Privacy:

By submitting an instrument appointing proxy(ies) and/or representative(s) to attend and vote at the AGM and/or any adjournment thereof, a Depositor/Shareholder of the Company (i) consents to the collection, use and disclosure of the Depositor's/Shareholder'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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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 Depositor/Shareholder discloses the personal data of the Depositor's/Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the Depositor/Shareholder 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 Depositor/Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Depositor's/Shareholder's breach of warranty.

This notice has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, RHT Capital Pte. Ltd. (the "**Sponsor**") for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**").

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is Mr Leong Weng Tuck – Registered Professional, 36 Robinson Road, #10-06 City House, Singapore 068877, sponsor@rhtgoc.com.