



TT INTERNATIONAL LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number: 198403771D)

Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the circular dated 20 October 2020 issued by the Company to its shareholders ("Circular").

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of TT International Limited ("**Company**") will be held on 4 November 2020 at 1.00 p.m. (or any adjournment thereof) for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1: THE PROPOSED CONVERTIBLE LOAN AND THE PROPOSED ISSUE OF UP TO 5,280,000,000 CONVERSION SHARES

That subject to and contingent upon the passing of Ordinary Resolution 2, Ordinary Resolution 3, Ordinary Resolution 4 and Ordinary Resolution 5:

- (a) the Proposed Convertible Loan having a principal value of S\$48,000,000 from the Investor to the Company and the proposed allotment and issue of up to 5,280,000,000 ordinary shares ("**Proposed Issue of Conversion Shares**") (subject to any Anti-dilution Adjustments) pursuant to the conversion of the Proposed Convertible Loan and interest payable be and is hereby approved;
- (b) the Directors or any of them be and are hereby authorised to complete and do all such acts and things including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they or he may consider necessary, desirable or expedient for the purposes of or in connection with and to give full effect to this resolution; and
- (c) any acts, matters and things done or performed, and/or documents (including but not limited to the Convertible Loan Agreement) signed, executed, sealed and/or delivered by the Directors or any of them in connection with the Proposed Issue of Conversion Shares as payment of the Proposed Convertible Loan pursuant to the Convertible Loan Agreement and this resolution be and are hereby approved, confirmed and ratified.

ORDINARY RESOLUTION 2: THE PROPOSED WHITEWASH WAIVER TO RECEIVE MANDATORY OFFER FROM THE INVESTOR AS A RESULT OF THE PROPOSED ISSUE OF CONVERSION SHARES

That subject to and contingent upon the passing of Ordinary Resolution 1, Ordinary Resolution 3, Ordinary Resolution 4 and Ordinary Resolution 5, approval be and is hereby given as follows:

That subject to the satisfaction of all the conditions set out in the Securities Industry Council's letter dated 2 October 2020, the shareholders of the Company ("**Shareholders**") do hereby, on a poll taken, unconditionally and irrevocably waive their rights to receive a mandatory general offer under Rule 14 of the Singapore Code on Take-overs and Mergers ("**Takeover Code**") from the Investor, in respect of all or any part of the Shares held by such Shareholders, in the event that the acquisition of Shares by the Investor pursuant to the Proposed Issue of Conversion Shares results in it incurring an obligation to make a mandatory general offer pursuant to Rule 14 of the Takeover Code.

ORDINARY RESOLUTION 3: THE POTENTIAL TRANSFER OF CONTROLLING INTEREST IN THE COMPANY TO THE INVESTOR ARISING FROM THE PROPOSED ISSUE OF CONVERSION SHARES

That subject to and contingent upon the passing of Ordinary Resolution 1, Ordinary Resolution 2, Ordinary Resolution 4 and Ordinary Resolution 5, approval be and is hereby given as follows:

- (a) for the potential transfer of Controlling Interest to the Investor; and
- (b) the Directors or any of them be and are hereby authorised to complete and do all such acts and things including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they or he may consider necessary, desirable or expedient for the purposes of or in connection with and to give full effect to this resolution.

ORDINARY RESOLUTION 4: THE PROPOSED RIGHTS ISSUE

That subject to and contingent upon the passing of Ordinary Resolution 1, Ordinary Resolution 2, Ordinary Resolution 3 and Ordinary Resolution 5:

The renounceable non-underwritten rights issue of up to 349,463,972 new ordinary shares in the capital of the Company ("**Rights Shares**") at an issue price of S\$0.01 per Rights Share ("**Rights Issue Price**"), on the basis of one (1) Rights Share for every three (3) existing ordinary shares in the capital of the Company (each, a "**Share**") held by Shareholders as at a time and date as the Directors may, in their absolute discretion, determine ("**Record Date**"), fractional entitlements to be disregarded, be and is hereby approved and authority be and is hereby given to the Directors or any of them to:

- (a) create and issue up to 349,463,972 Rights Shares at the Rights Issue Price for each Rights Share; and
- (b) provisionally allot and issue up to 349,463,972 Rights Shares at the Rights Share Issue Price for each Rights Share on the basis of (1) Rights Share for every three (3) Shares held by Shareholders as at the Record Date, on the terms and conditions set out below and/or otherwise on such terms and conditions (including the basis of provisional allotments of the Rights Shares) as the Directors may in their absolute discretion think fit:
 - (i) the provisional allotments of the Rights Shares under the Proposed Rights Issue shall be made on a renounceable basis to Shareholders whose name appear in the Register of Members of the Company or the records of The Central Depository (Pte) Limited ("**CDP**") as at the Record Date ("**Entitled Shareholders**") with registered addresses in Singapore or who have, at least three (3) Market Days prior to the Record Date, provided to the CDP or the share registrar of the Company ("**Share Registrar**"), as the case may be, addresses in Singapore for the service of notices and documents. The provisional allotments of the Rights Shares are not intended to be offered and sold to persons located, resident or with a registered address in the United States or any jurisdiction in which the Proposed Rights Issue may not be lawfully made;
 - (ii) no provisional allotment of the Rights Shares shall be made in favour of Shareholders with registered addresses outside Singapore as at the Record Date, and who have not, at least three (3) Market Days prior to the Record Date, provided to the CDP or the Share Registrar, as the case may be, addresses in Singapore for the service of notices or documents ("**Foreign Shareholders**");
 - (iii) the provisional allotment of the Rights Shares which would otherwise accrue to Foreign Shareholders shall be disposed of by the Company in such manner and on such terms and conditions as the Directors shall deem fit for the purpose of renouncing the provisional allotments relating thereto to purchasers thereof and to pool and thereafter distribute the net proceeds, if any, thereof (after deducting all expenses) proportionally among such Foreign Shareholders in accordance with their respective shareholdings as at the Record Date provided that if the amount to be distributed to any single or joint Foreign Shareholder is less than S\$10.00, such amount shall instead be retained or dealt with for the sole benefit of the Company;
 - (iv) the provisional allotment of the Rights Shares not taken up or allotted for any reason shall be used to satisfy applications for Excess Rights Shares (if any) or allotted or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company; and
 - (v) the Rights Shares when issued and fully paid up will rank *pari passu* in all respects with the then existing Shares save for any dividends, rights, allotments or other distribution that may be declared or paid the record date for which falls before the date of issue of the Rights Shares;
- (c) the Directors or any of them be and are hereby authorised to fix the Record Date in their absolute discretion; and
- (d) the Directors or any of them be and are hereby authorised to take such steps, complete and do all such acts, matters and things as he may consider necessary or expedient for the purposes of or in connection with the Proposed Rights Issue (including but not limited to amending, finalising, approving and executing all such documents as may be required in connection with the Proposed Rights Issue), make such amendments to the terms of the Proposed Rights Issue and exercise such discretion as the Directors or any of them may in their absolute discretion deem fit, advisable or necessary in connection with all or any of the above matters.

ORDINARY RESOLUTION 5: THE PROPOSED WHITEWASH WAIVER TO RECEIVE MANDATORY OFFER FROM THE MAJOR SHAREHOLDERS AS A RESULT OF THE PROPOSED ISSUE OF RIGHTS SHARES

That subject to and contingent upon the passing of Ordinary Resolution 1, Ordinary Resolution 2, Ordinary Resolution 3 and Ordinary Resolution 4, approval be and is hereby given as follows:

That subject to the satisfaction of all the conditions set out in the Securities Industry Council's letter dated 2 October 2020, the Shareholders do hereby, on a poll taken, unconditionally and irrevocably waive their rights to receive a mandatory general offer under Rule 14 of the Takeover Code from the Major Shareholders, in respect of all or any part of the Shares held by such Shareholders, in the event that the acquisition of Shares by the Major Shareholders pursuant to the proposed allotment and issue of Rights Shares results in them incurring an obligation to make a mandatory general offer pursuant to Rule 14 of the Takeover Code.

BY ORDER OF THE BOARD
TT INTERNATIONAL LIMITED

Tong Jia Pi Julia
 Executive Director
 20 October 2020

NOTE:

- (i) The EGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice of EGM will not be sent to members. Instead, this Notice of EGM will be sent to members by electronic means via publication on the Company's website at the URL www.tt-intl.com. This Notice will also be made available on the SGX website at the URL <https://www.sgx.com/securities/companyannouncements>.
- (ii) Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the EGM in advance of the EGM, addressing of substantial and relevant questions at the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out in the accompanying Company's announcement dated 20 October 2020. This announcement may be accessed at the Company's website at the URL www.tt-intl.com, and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
- (iii) **Due to the current Covid-19 restriction orders in Singapore, a member will not be able to attend the EGM in person. A member (whether individual or corporate) must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM.**
 Where a member (whether individual or corporate) appoints the Chairman of the EGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.
 CPF or SRS investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00p.m on 26 October 2020.
- (iv) The Chairman of the EGM, as proxy, need not be a member of the Company.
- (v) The instrument appointing the Chairman of the EGM as proxy must be submitted to the Company in the following manner:
 - (a) if submitted by post, be deposited at the Share Registration Office of the Company at M & C Services Private Limited, 112 Robinson Road #05-01, Singapore 068902; or
 - (b) if submitted electronically, be submitted via email to the Share Registration Office of the Company at gpb@mncsingapore.com,
 in either case not less than 48 hours before the time appointed for holding the EGM.

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 and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

- (vi) The instrument or form appointing a proxy or proxies in the case of an individual shall be signed by the appointor or his/her attorney, and in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
- (vii) A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited 72 hours before the time appointed for the EGM in order for the Depositor to be entitled to attend the EGM and to appoint the Chairman of the EGM to vote on its/his/her behalf at the EGM.
- (viii) The Circular to Shareholders dated 20 October 2020 will be sent to members by electronic means via publication on the Company's website at the URL www.tt-intl.com, and it will also be made available on the SGX website at the URL <https://www.sgx.com/securities/companyannouncements>.

PERSONAL DATA PRIVACY

By submitting an instrument appointing the Chairman of the EGM as a proxy to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company 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) of the appointment of the Chairman of the EGM as a proxy for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.