

TYE SOON LIMITED
Registration No. 195700114W
(Incorporated in the Republic of Singapore)

NOTICE OF 66TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 66th Annual General Meeting (the “**AGM**”) of Tye Soon Limited (the “**Company**”) will be convened and held by way of electronic means on Tuesday, 26 April 2022 at 10:00 a.m. for the following purposes:

As Ordinary Business

**Ordinary
Resolution No.**

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| 1. | To receive and adopt the directors' statement and audited financial statements for the financial year ended 31 December 2021, together with the auditors' report thereon. | (Resolution 1) |
| 2. | To approve directors' fees of S\$349,800 payable by the Company for the financial year ended 31 December 2021 (2020: S\$498,500). | (Resolution 2) |
| 3. | To re-elect Mr David Chong Tek Yew, who is retiring by rotation under Regulation 104 of the Company's constitution (the “ Constitution ”). | (Resolution 3) |
| 4. | To re-elect the following directors who are retiring under Regulation 108 of the Company's Constitution and who, being eligible, offer themselves for re-election:

(a) Mr Noel Anthony Meehan
(b) Ms Chua Kwee Huay Genevieve
(c) Ms Margaret Anne Haseltine |

(Resolution 4)
(Resolution 5)
(Resolution 6) |
| 5. | To declare a final tax exempt one-tier dividend of S\$0.0085 per ordinary share for the financial year ended 31 December 2021. | (Resolution 7) |
| 6. | To re-appoint KPMG LLP as auditors of the Company for the financial year ending 31 December 2022 and to authorise the directors to fix their remuneration. | (Resolution 8) |
| 7. | To transact any other ordinary business that may properly be transacted at an annual general meeting. | |

As Special Business

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

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| 8. | <u>Authority to allot and issue shares</u> | (Resolution 9) |
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That, authority be and is hereby given to the directors of the Company to:

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| (a) | (i) issue shares in the capital of the Company (the “ Shares ”) whether by way of rights, bonus or otherwise; and/or |
| | (ii) make or grant offers, agreements, or options (collectively, the “ 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) warrants, debentures or 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

- (b) (notwithstanding that the authority conferred by this resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the directors while this resolution was in force,

provided that:

- (1) the aggregate number of Shares to be issued under this resolution (including Shares to be issued in pursuance of the Instruments made or granted under this resolution) does not exceed 50% 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 (2) 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 under this resolution) does not exceed 20% of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation and adjustments as may be prescribed by the Singapore Exchange Securities Trading Limited (the "SGX-ST") for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the total number of issued Shares shall be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time of the passing of this resolution, 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 the Listing Manual of the SGX-ST; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares,

provided further that adjustments in accordance with sub-paragraphs (2)(a) and (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;

- (3) in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the Companies Act 1967, 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 for the time being of the Company; and
- (4) (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.

By Order of the Board of Directors

EVELYN WEE KIM LIN
Company Secretary
Tye Soon Limited

8 April 2022
Singapore

Explanatory Notes:

Resolution 3

The proposed Resolution 3 is to re-elect Mr David Chong Tek Yew who will be retiring by rotation pursuant to Regulation 104 of the Constitution.

If re-elected, Mr David Chong Tek Yew will remain as member of the Executive Directors' Committee of the Company.

Resolutions 4, 5 and 6

The proposed Resolutions 4, 5 and 6 are to re-elect Mr Noel Anthony Meehan, Ms Chua Kwee Huay Genevieve and Ms Margaret Anne Haseltine who will be retiring pursuant to Regulation 108 of the Constitution.

If re-elected, Mr Noel Anthony Meehan will remain as member of the Audit and Risk Committee (the "**ARC**") of the Company.

If re-elected, Ms Chua Kwee Huay Genevieve will remain as member of the ARC and the Nomination and Remuneration Committee (the "**NRC**") of the Company and will also remain as the Chairman of the ARC of the Company. She is considered an independent director.

If re-elected, Ms Margaret Anne Haseltine will remain as member of the NRC of the Company.

Detailed information on these directors (including information as set out in Appendix 7.4.1 of the Listing Manual of the SGX-ST) can be found on pages 105 to 106 and pages 137 to 150 of the Company's Annual Report 2021.

Resolution 9

The proposed Resolution 9, if passed, will empower the directors, from the date of the AGM until the next annual general meeting of the Company, to issue Shares and/or Instruments up to an aggregate number not exceeding 50% of the total number of issued Shares excluding treasury shares and subsidiary holdings, if any, with a sub-limit of 20% for Shares issued other than on a *pro rata* basis to members.

NOTES:

1. The AGM is being convened, and will be held, by way of 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 (the “**Order**”) and as amended by COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) (Amendment No. 2) Order 2020. On 1 October 2020, the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and Singapore Exchange Regulation (the “**SGX RegCo**”) have updated a checklist to guide listed and non-listed entities on the conduct of general meeting arising from the latest updates from the Multi-Ministry Taskforce to ease safe management measures to facility business operations (the “**Checklist**”). On 4 February 2022, the SGX RegCo has announced that the Regulatory’s Column issued on 16 December 2021 in relation to the expectation of SGX RegCo for the conduct of general meetings be formed part of the Checklist. Printed copies of the Notice of AGM will not be sent to members. Instead, the Notice of AGM will be sent to members by electronic means via publication on the Company’s website at the following URL: <https://www.tyesoon.com>. The Notice of AGM is also available on the SGX website at the URL: <https://www.sgx.com/securities/company-announcements>.
2. Alternative arrangements relating to members’ participation in the AGM are:
 - (a) attendance at the AGM via electronic means (including arrangements by which the AGM can be electronically accessed via “live” audio-visual webcast or “live” audio-only stream);
 - (b) submission of questions to the Chairman of the AGM in advance of, or “live” at, the AGM, and addressing of substantial and relevant questions “live” at the AGM; and
 - (c) voting at the AGM (i) “live” by the member or his/her/its duly appointed proxy(ies) (other than the Chairman of the AGM) via electronic means; or (ii) by appointing the Chairman of the AGM as proxy to vote on members’ behalf at the AGM.
3. As a precautionary measure due to the current COVID-19 situation in Singapore, a member will not be able to attend the AGM in person. A member who wishes to exercise his/her/its voting rights at the AGM may:
 - (a) (where the member is an individual) vote “live” via electronic means at the AGM, or (whether the member is an individual or a corporate) appoint a proxy(ies) (other than the Chairman of the AGM) to vote “live” via electronic means at the AGM on his/her/its behalf; or
 - (b) (whether the member is an individual or a corporate) appoint the Chairman of the AGM as his/her/its proxy to vote on his/her/its behalf at the AGM.

The accompanying proxy form for the AGM may be downloaded from the Company’s website at the following URL: <https://www.tyesoon.com> and the SGX website at the URL: <https://www.sgx.com/securities/company-announcements>.

A member may also appoint a proxy(ies) via the online process through the pre-registration website which is accessible from the URL: <https://conveneagm.sg/tyesoon2022>.

4. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies. Where such member's instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.
- (b) A member who is a relevant intermediary is entitled to appoint more than two proxies, 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 instrument appointing a proxy(ies) 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 instrument.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.

5. A proxy need not be a member of the Company.
6. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:
 - (a) if submitted by post, be lodged at the office of the Company's Share Registrar, M & C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902; or
 - (b) if submitted electronically, be submitted, via email to the Company's Share Registrar at gpb@mncsingapore.com; or
 - (c) via the online process through the pre-registration website which is accessible from the URL: <https://conveneagm.sg/tyesoon2022>.

in either case, by **10:00 a.m. on 24 April 2022**, being 48 hours before the time appointed for holding the AGM.

A member who wishes to submit an instrument appointing a proxy(ies) by post or via email must first download a copy of the proxy form from the Company's website or the SGX website, and 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. A member may also appoint a proxy(ies) via online process through the pre-registration website which is accessible from the URL: <https://conveneagm.sg/tyesoon2022>.

Due to the current COVID-19 situation in Singapore, members are strongly encouraged to submit completed proxy forms electronically via email or appoint a proxy(ies) via the online process through the pre-registration website: <https://conveneagm.sg/tyesoon2022>.

7. CPF/SRS investors:
 - (a) may vote "live" via electronic means at 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
 - (b) may appoint the Chairman at the AGM 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 10:00 a.m. on 14 April 2022.
8. The AGM is being convened, and will be held, by way of 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 (the "**Order**") and as amended by COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) (Amendment No. 2) Order 2020 (the "**Virtual Meeting**").

Members should take note of the following arrangements for the conduct of the AGM on 26 April 2022:

(i) Pre-registration

Proceedings of the AGM will be broadcasted via “live” audio-visual webcast or “live” audio-only stream. Members and investors holding shares in the Company through relevant intermediaries (as defined in Section 181 of the Companies Act 1967) (Investors) (including investors holding through Central Provident Fund (CPF) and Supplementary Retirement Scheme (SRS) (CPF/SRS investors)) who wish to watch the “live” webcast of the AGM or listen to the “live” audio stream of the AGM proceedings must pre-register by 10:00 a.m. on 23 April 2022 (the “**Registration Cut-Off Time**”) at the following URL: <https://conveneagm/tyesoon2022> to create an account.

Following authentication, members and Investors will receive a confirmation email on their authentication status and will be able to access the “live” webcast or “live” audio stream using the account created.

Members and Investors must not forward the above-mentioned link to any other persons who are not members and Investors of the Company and who are not entitled to attend the AGM.

Members and Investors who have registered by the Registration Cut-Off Time and have not been informed of an unsuccessful registration but have not received the confirmation email by 10:00 a.m. on 24 April 2022 should contact the Company’s Share Registrar, M&C Services Private Limited, at Tel No 6228 0530 or email to gpb@mncsingapore.com, with the following details included: (1) the member’s full name; and (2) his/her/its identification/registration number.

If you have any queries on the “live” audio-visual webcast or “live” audio-only stream, please email to: support@conveneagm.com, or call the Singapore toll-free telephone number 800 852 3335.

(ii) Submit Questions in advance

Members and Investors can submit questions relating to the business of the AGM in advance by 10:00 a.m. on 22 April 2022 through the pre-registration website which is accessible from the URL: <https://conveneagm.sg/tyesoon2022> or via email at investor_relations@tyesoon.com and provide their particulars: (1) the member’s full name; and (2) his/her/its identification/registration number, contact for verification purposes, failing which the submission will be treated as invalid; or the questions may be submitted by post and lodged at the office of the Company’s Share Registrar, M & C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902.

The Company will endeavour to respond to substantial and relevant questions received from Members and Investors during the AGM.

(iii) Submit Questions during the Virtual AGM

Members and Investors who pre-registered and are verified to attend the virtual AGM proceedings via the “live” audio-visual webcast or “live” audio-only stream in accordance to para 8(i) above will be able to ask questions relating to the agenda of the AGM during the AGM by submitting text-based questions by clicking the “Ask a question” feature and then clicking “Type your question” to input queries in the question text box.

9. Voting

- (i) Live voting will be conducted during the virtual AGM for Members, Investors and Proxyholders. It is important for Members, Investors and Proxyholders to have their own web-browser enabled devices ready for voting during the Virtual Meeting.

Members, Investors and Proxyholders will be required to log-in via the e-mail address provided during pre-registration or as indicated in the Proxy Form.

Live Voting: Members, Investors and Proxyholders may cast their votes in real-time for each resolution tabled via the Live Webcast via the login credentials created during pre-registration or via their SingPass account. Members, Investors and Proxyholders will cast their vote via the live voting feature using their own web-browser enabled device.

For CPF/SRS investors, please approach their respective intermediary for voting instruction in accordance to para 7 above.

- (ii) Voting via appointing Chairman as Proxy: Members and Investors may also appoint the Chairman to vote on their behalf. Duly completed Proxy must be submitted in accordance to para 6 above.

10. All documents (including the Annual Report 2021, the proxy form and the Notice of AGM) or information relating to the business of the AGM have been, or will be, published on the Company's website at the URL: <https://www.tyesoon.com> and on the SGX website at the URL: <https://www.sgx.com/securities/company-announcements>.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) to attend, speak and vote at the AGM and/or any adjournment thereof, 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) of proxy(ies) 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 provider) to comply with any applicable law, listing rules, take-over rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) for the Purposes, and (iii) agrees to provide the Company with written evidence of such prior consent upon reasonable request.

NOTICE OF RECORD DATE AND PAYMENT DATE FOR FINAL DIVIDEND

NOTICE IS ALSO HEREBY GIVEN that, subject to the approval by the shareholders of the final dividend (**Dividend**) at the 66th Annual General Meeting ("**AGM**"), the Register of Members and the Transfer Books of the Company will be closed at 5:00 p.m. on 9 May 2022 (**Record Date**) for the preparation of dividend warrants.

Duly completed registrable transfers received by the Company's Share Registrars, M&C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902 up to 5:00 p.m. on the Record Date will be registered to determine shareholders' entitlements to the Dividend. In respect of ordinary shares in securities accounts with The Central Depository (Pte) Limited (**CP**), the Dividend will be paid by the Company to CDP which will, in turn, distribute the Dividend entitlements to the CDP account-holders in accordance with its normal practice.

The Dividend, if so approved by shareholders at the forthcoming AGM, will be paid on 17 May 2022.