

Notice of Twenty-Eighth Annual General Meeting

NOTICE IS HEREBY GIVEN that the Twenty-Eighth Annual General Meeting of TIH Limited (the “**Company**”) will be held by way of electronic means on the 21st day of April 2022 at 10.00 a.m. for the following businesses:

ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Accounts for the financial year ended 31 December 2021, together with the Auditors’ Report thereon. **(Resolution 1)**
2. To declare a final tax-exempt one-tier ordinary dividend of S\$0.01 per share for the financial year ended 31 December 2021. **(Resolution 2)**
3. To re-elect Mr Kin Chan, who is retiring by rotation pursuant to Article 107 of the Company’s Constitution and who, being eligible, offer himself for re-election.
[See Explanatory Notes] **(Resolution 3)**
4. To re-elect Mr Alex Shiu Leung Au, who is retiring by rotation pursuant to Article 107 of the Company’s Constitution and who, being eligible, offer himself for re-election.
[See Explanatory Notes] **(Resolution 4)**
5. To re-elect Mr Sin Boon Ann, who is retiring by rotation pursuant to Article 107 of the Company’s Constitution and who, being eligible, offer himself for re-election.
[See Explanatory Notes] **(Resolution 5)**
6. To approve the sum of S\$378,116 as Directors’ fees for the financial year ended 31 December 2021. **(Resolution 6)**
7. To re-appoint Messrs KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**

SPECIAL BUSINESS

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

8. Authority to allot and issue Shares under the TIH Limited Scrip Dividend Scheme **(Resolution 8)**

“That, pursuant to Section 161 of the Companies Act 1967 (“**Companies Act**”), authority be and is hereby given to the Directors of the Company (“**Directors**”) to allot and issue from time to time such number of shares in the capital of the Company (“**Shares**”) as may be required to be allotted and issued pursuant to the TIH Limited Scrip Dividend Scheme.”

[See Explanatory Notes]

9. Authority to allot and issue Shares

(Resolution 9)

“That, pursuant to Section 161 of the Companies Act and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “SGX-ST”), authority be and is hereby given to the Directors 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 (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) warrants, debentures or other instruments convertible 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 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 pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50 per cent of the total number of issued Shares excluding treasury shares and subsidiary holdings (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 pursuant to this Resolution) does not exceed 20 per cent of the total number of issued Shares excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (2) below);
 - (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares excluding treasury shares that may be issued under sub-paragraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed after adjusting for:
 - (i) new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
 - (ii) any subsequent bonus issue, consolidation or subdivision of Shares,and, in sub-paragraph (1) above and this sub-paragraph (2), “subsidiary holdings” has the meaning given to it in the Listing Manual of the SGX-ST;
 - (3) in exercising the authority conferred by this Resolution, the Company shall comply with 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 for the time being of the Company; and
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- (4) (unless revoked or varied by the Company in a 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 Notes]

10. The Proposed Renewal of the Interested Person Transactions Mandate **(Resolution 10)**

“That:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual (“**Chapter 9**”), for the Company, its subsidiaries and its associated companies which are entities at risk as defined under Chapter 9, to enter into any of the transactions falling within the types of interested person transactions described in the Appendix to the Company’s letter to shareholders dated 31 March 2022 (the “**Appendix**”), with any person who falls within the classes of interested persons described in the Appendix, provided that such transactions are made on normal commercial terms and are not prejudicial to the interests of the Company and its minority shareholders and are in accordance with the review procedures for interested person transactions as set out in the Appendix (the “**IPT Mandate**”);
- (b) the IPT Mandate shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company;
- (c) the Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of such procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 which may be prescribed by the SGX-ST from time to time; and
- (d) the Independent Directors for the purpose of the IPT Mandate be and are authorised to complete and do all such acts and things (including, without limitation, executing all such documents as may be required) as they may consider expedient or necessary in the interests of the Company to give effect to the IPT Mandate and/or this Resolution.”

[See Explanatory Notes]

11. To transact any other business that may be transacted at an annual general meeting.

BY ORDER OF THE BOARD

Lee Hock Heng

Company Secretary

31 March 2022

Explanatory Notes:

- (Resolutions 3 to 5) Key information on the Directors can be found on pages 87 to 90 of the Annual Report 2021.
- (Resolution 3) Mr Kin Chan, will upon re-election as a Director of the Company, remain as a deemed executive Director of the Company, the Chairman of the Board as well as a member of the Risk Governance Committee. He will also remain as a member of the Board Investment Committee.
- Mr Chan is a director of Argyle Street Management Limited, a substantial shareholder of TIH. He is also a non-executive director of OUE Limited (listed on the SGX-ST) since 17 March 2010 and CITIC Resources Holdings Limited (listed on Hong Kong Stock Exchange) since 10 March 2017. Save as disclosed above, Mr Chan does not have any relationships including family relationships with any of the Directors of the Company or the Company.
- (Resolution 4) Mr Alex Shiu Leung Au, will upon re-election as a Director of the Company, remain as a non-executive Director of the Company and he will also continue to be a member of the Audit Committee, Nominating and Remuneration Committee as well as the Board Investment Committee.
- Since July 2011, Mr Au is the Chief Financial Officer of Lippo Limited, Lippo China Resources Limited and Hongkong Chinese Limited, all public listed companies in Hong Kong. Lippo Limited and Lippo China Resources Limited are deemed substantial shareholders of TIH. Mr Au does not have any directorships in other listed companies. Save as disclosed above, Mr Au does not have any relationships including family relationships with any of the Directors of the Company or the Company.
- (Resolution 5) Mr Sin Boon Ann, will upon re-election as a Director of the Company, remain as the Lead Independent Director of the Company, the Chairman of the Risk Governance Committee as well as a member of the Nominating and Remuneration Committee.
- Lippo China Resources Limited (“LCR”), a deemed substantial shareholder of TIH, through its wholly owned subsidiary, Powerful Arch Limited (“PAL”) has made a massive venture capital investment into Esseplere Pte. Ltd. (“Esseplere”), a start-up company in Singapore where Mr Sin is a shareholder, executive chairman and founder. LCR and PAL is a minority shareholder of Esseplere and is not involved in any day-to-day activities of Esseplere. LCR’s investment into Esseplere did not include any special rights other than the shareholder rights customary of a minority shareholder in a start-up company in Singapore with no controlling rights. Mr Sin is an independent director of several SGX-ST listed companies namely CSE Global Limited since 13 May 2002, OUE Limited since 25 May 2009, Rex International Holding Limited since 26 June 2013, HRnetGroup Limited since 16 May 2017, Healthway Medical Corporation Limited since 26 April 2019, The Trendlines Group Ltd since 17 June 2020 and Sarine Technologies Ltd since 25 June 2020. Save as disclosed above, Mr Sin does not have any relationships including family relationships with any of the Directors of the Company or the Company.
- (Resolution 8) The TIH Limited Scrip Dividend Scheme (“Scrip Dividend Scheme”) was approved by shareholders of the Company (“Shareholders”) at the extraordinary general meeting of the Company held on 26 April 2007. The proposed Resolution 8, if passed, will empower the Directors to allot and issue Shares in the Company pursuant to the Scrip Dividend Scheme to eligible Shareholders who, in respect of a qualifying dividend, have elected to receive scrip in lieu of the cash amount of that qualifying dividend.
- (Resolution 9) The Ordinary Resolution 9, if passed, will empower the Directors from the date of this Meeting until the date of the next Annual General Meeting, or the date by which the next Annual General Meeting is required by law to be held or when varied or revoked by the Company in general meeting, whichever is the earlier, to allot and issue Shares and convertible securities in the Company. The number of Shares and convertible securities that the Directors may allot and issue under this Resolution would not exceed fifty per centum (50%) of the issued Shares in the Company at the time of the passing of this Resolution. For issue of Shares and convertible securities other than on a pro rata basis to all shareholders, the aggregate number of Shares and convertible securities to be issued shall not exceed twenty per centum (20%) of the issued Shares in the Company at the time of the passing of this Resolution.
- For the purpose of this Resolution, the percentage of issued Shares is based on the Company’s issued Shares at the time this proposed Ordinary Resolution is passed after adjusting for new Shares arising from the conversion or exercise of convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this proposed Ordinary Resolution is passed and any subsequent bonus issue or consolidation or subdivision of Shares
- (Resolution 10) The Ordinary Resolution 10, if passed, will renew the IPT Mandate to enable the Company, its subsidiaries and associated companies which are entities at risk as defined under Chapter 9, or any of them, to enter into any of the transactions falling within the types of interested person transactions described in the Appendix to the Company’s letter to shareholders dated 31 March 2022. The authority under the renewed IPT Mandate will, unless revoked or varied by the Company in general meeting, expire at the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting is required by law to be held, whichever is the earlier.
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Participation in the AGM via live webcast or live audio feed

1. The AGM 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. Printed copies of this Notice will not be sent to Shareholders. The Company will publish this Notice on SGXnet as well as the Company website at www.tih.com.sg. Shareholders or their corporate representatives will **NOT** be able to attend the AGM in person. All Shareholders or their corporate representatives (in the case of Shareholders which are legal entities) will be able to participate in the AGM proceedings by accessing a live webcast or live audio feed. To do so, Shareholders or their corporate representatives are required to pre-register their participation in the AGM at the following website <https://complete-corp.com/tih-agm/> by **10.00 a.m. on 18 April 2022** (“**Registration Deadline**”) for verification of their status as Shareholders (or the corporate representatives of such Shareholders).
2. Upon successful verification, each such Shareholder or its corporate representative will receive an email by **3p.m. on 20 April 2022**. The email will contain instructions to access the live webcast or live audio feed of the AGM proceedings. Shareholders or their corporate representatives must **NOT** forward the email to other persons who are not Shareholders and who are not entitled to participate in the AGM proceedings. Shareholders or their corporate representatives who have pre-registered by the Registration Deadline in accordance with paragraph 1 above but do not receive an email by **3.00 p. m. on 20 April 2022** may contact the Company by email tih-agm@complete-corp.com.
3. Persons who hold shares through relevant intermediaries, including CPF and SRS investors, who wish to participate in the AGM via webcast should contact their relevant intermediaries (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.

Voting by proxy

4. Shareholders or their corporate representatives may only exercise their voting rights at the AGM via proxy voting.
5. Shareholders or their corporate representatives who wish to vote on any or all of the resolutions at the AGM must appoint the Chairman of the Meeting as their proxy to do so on their behalf.
6. The duly executed proxy form must be sent by email to tih-agm@complete-corp.com or deposited at 137 Telok Ayer Street #03-07 Singapore 068602 **not less than 72 hours** before the time appointed for the holding of the AGM. In light of the current COVID-19 measures, which may make it difficult for Shareholders or their corporate representatives to submit completed proxy forms by post, Shareholders or their corporate representatives are strongly encouraged to submit completed proxy forms electronically via email.
7. The voting results for each of the resolution tabled at the AGM will be shown live during the webcast.

Submission of questions prior to the AGM

8. Shareholders or their corporate representatives may submit questions related to the resolutions to be tabled at the AGM via the following AGM pre-registration website <https://complete-corp.com/tih-agm/> by **5p.m. on 11 April 2022** so that they may be publicly addressed at least 48 hours prior to the closing date and time for the lodgment of the proxy forms.
9. The Company shall only address relevant and substantial questions (as may be determined by the Company in its sole discretion) received. The Company will publish the minutes of the AGM on SGXnet and the Company’s website within one month after the date of AGM.

Important reminder

10. Due to the constantly evolving COVID-19 situation, the Company may be required to change its AGM arrangements at short notice. Shareholders or their corporate representatives are advised to regularly check the Company’s website or announcements released on SGXnet for updates on the AGM.
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Notes:

1. 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, Members will not be able to attend the meeting in person. A Member (whether individual or corporate) or a relevant intermediary as defined in Section 181 of the Companies Act must appoint the Chairman of the Meeting as his/her/its proxy to attend and vote on his/her/its behalf at the meeting if such Member wishes to exercise his/her/its voting rights at the meeting. The proxy form has been made available on SGXnet and the Company's website. A printed copy of the proxy form will **NOT** be sent to members.
2. The instrument of proxy shall be under the hand of the Member, or by its attorney duly authorized in writing, or if the Member is a corporation, under seal or under the hand of its attorney duly authorized in writing. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the Member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company), shall be attached to the instrument of proxy.
3. A body corporate which is a member may also appoint by resolution of its directors or other governing body, such person as it thinks fit to act as its authorized representative in accordance with its constitution and Section 179 of the Companies Act.
4. The instrument appointing a proxy or proxies, (together with the power of attorney (if any) under which it is signed or a certified copy thereof), must be sent by email to tih-agm@complete-corp.com or deposited at the registered office of the Company at 137 Telok Ayer Street #03-07 Singapore 068602 **not less than 72 hours** before the time appointed for holding the meeting. Email submission is strongly encouraged.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or 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 proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (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 (collectively, the "**Purposes**"), (ii) 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 its 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 its service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) 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.
