



TSH Corporation Limited
Company Registration No. 200003865N
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of TSH Corporation Limited (the “**Company**”) will be held by electronic means on Friday, 29 April 2022 at 3.00 p.m. to transact the following businesses:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2021 together with the Directors’ Statement and the Auditor’s Report thereon. **(Resolution 1)**
2. To approve Directors’ Fees of S\$80,000.00 for the financial year ended 31 December 2021 (2020: S\$72,000.00). **(Resolution 2)**
3. To re-elect Mr Teo Kok Woon who is retiring in accordance with Regulation 107 of the Company’s Constitution. *(See Explanatory Note 1)* **(Resolution 3)**
4. To re-elect Mr Tan Dah Ching who is retiring in accordance with Regulation 107 of the Company’s Constitution. *(See Explanatory Note 2)* **(Resolution 4)**
5. To re-appoint Messrs Ernst & Young LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**
6. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

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

7. **Authority to issue shares**

“That, pursuant to Section 161 of the Companies Act 1967 of Singapore (the “**Act**”) and Rule 806 of Section B: Rules of Catalist of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (the “**Catalist Rules**”), authority be and is hereby given to the Directors of the Company to:-

- (a) (i) allot and issue shares in the capital of the Company (“**Shares**”) 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 Instrument made or granted by the Directors while this Resolution was in force,

provided that:

- (1) the aggregate number of Shares to be issued (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed one hundred per cent. (100%) of the Company's 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 existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent. (50%) of the Company's 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 that may be issued under sub-paragraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) is based on the Company's 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 convertible securities;
 - (ii) new Shares arising from the exercise of share options or vesting of share awards, provided the share options or share awards (as the case may be), were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of shares;Adjustments in accordance with (i), (ii) and (iii) above are only to be made in respect of new shares arising from convertible securities, share options or shares 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 Directors shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Act, and the Constitution for the time being of the Company; and

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."

(See *Explanatory Note 3*)

(Resolution 6)

8. Continued appointment of Mr Tan Dah Ching as an Independent Director for purposes of Rule 406(3)(d)(iii)(A) of the Catalist Rules by all shareholders

That, contingent upon the passing of Resolution 4 by shareholders and Resolution 8 by shareholders (excluding the Directors, Chief Executive Officer ("CEO") of the Company and their associates) and in accordance with Rule 406(3)(d)(iii) of the Catalist Rules:

- (a) the continued appointment of Mr Tan Dah Ching, as an Independent Director, for purposes of Rule 406(3)(d)(iii)(A) of the Catalist Rules be and is hereby approved by all shareholders; and
- (b) the authority conferred by this Resolution shall continue in force until the earlier of the following:
 - (i) the retirement or resignation of Mr Tan Dah Ching as a Director; or
 - (ii) the conclusion of the third Annual General Meeting of the Company following the passing of this Resolution.

(See *Explanatory Note 4*)

(Resolution 7)

9. **Continued appointment of Mr Tan Dah Ching as an Independent Director for purposes of Rule 406(3)(d)(iii)(B) of the Catalist Rules by shareholders, excluding the Directors and the CEO of the Company, and their associates**

That, contingent upon the passing of Resolution 4 and Resolution 7 by shareholders and in accordance with Rule 406(3)(d)(iii) of the Catalist Rules:

- (a) the continued appointment of Mr Tan Dah Ching, as an Independent Director, for purposes of Rule 406(3)(d)(iii)(B) of the Catalist Rules be and is hereby approved by shareholders, excluding the Directors, CEO of the Company and their associates (as defined in the Catalist Rules); and
- (b) the authority conferred by this Resolution shall continue in force until the earlier of the following:
 - (i) the retirement or resignation of Mr Tan Dah Ching as a Director; or
 - (ii) the conclusion of the third Annual General Meeting of the Company following the passing of this Resolution,

provided that this Resolution shall only be proposed and voted upon if Resolution 7 is passed by shareholders of the Company at the Annual General Meeting.

(See Explanatory Note 4)

(Resolution 8)

BY ORDER OF THE BOARD

Chan Lai Yin
Company Secretary

Singapore, 12 April 2022

Explanatory notes to the Notice of the AGM

1. Mr Teo Kok Woon, if re-elected, will remain as Non-Executive Non-Independent Director and a member of the Audit Committee, Nominating Committee and Remuneration Committee. Pursuant to Rule 720(5) of the Catalist Rules, detailed information on Mr Teo Kok Woon who is seeking re-election at the Annual General Meeting (“AGM”) can be found under the “Disclosure of Information on Directors Seeking Re-election” of the 2021 Annual Report.
2. Mr Tan Dah Ching, if re-elected, will remain as Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee. Mr Tan is considered to be independent for the purpose of Rule 704(7) of the Catalist Rules. Pursuant to Rule 720(5) of the Catalist Rules, detailed information on Mr Tan Dah Ching who is seeking re-election at the AGM can be found under the “Disclosure of Information on Directors Seeking Re-election” of the 2021 Annual Report.
3. The Ordinary Resolution 6 proposed in item 7 above, if passed, will empower the Directors of the Company from the date of the above Annual General Meeting until the date of the next annual general meeting, to allot and issue Shares and/or Instruments in the Company. The aggregate number of Shares (including any Shares issued pursuant to Instruments made or granted) which the Directors may allot and issue under this Resolution, shall not exceed one hundred per cent. (100%) of the Company’s total number of issued Shares (excluding treasury shares and subsidiary holdings). For issues of Shares other than on a pro-rata basis to all shareholders, the aggregate number of Shares to be issued shall not exceed fifty per cent. (50%) of Company’s total number of issued Shares (excluding treasury shares and subsidiary holdings). This authority will, unless previously revoked or varied at a general meeting, expire at 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 earlier. However, notwithstanding the cessation of this authority, the Directors are empowered to issue Shares pursuant to any Instruments made or granted under this authority.
4. Rule 406(3)(d)(iii) of the Catalist Rules provides that a Director will not be independent if he has been appointed as a Director for an aggregate period of more than nine years and his continued appointment as an Independent Director has not been sought and approved in separate resolutions by (a) all shareholders; and (b) shareholders excluding the Directors and CEO of the Company, and their associates. The Company is seeking a two-tier shareholders’ approval for the continued appointment of Mr Tan Dah Ching as Independent Director for a three (3) year term, with effect from passing of the Resolutions until the conclusion of the third AGM of the Company following the passing of the Resolutions. Directors, CEO and their associates (as defined under the Catalist Rules) are required to abstain from voting on proposed Ordinary Resolution 8.

Ordinary Resolutions 7 and 8, if passed, will remain in force until the earlier of: (i) Mr Tan Dah Ching’s retirement or resignation as Director of the Company; or (ii) the conclusion of the third AGM of the Company following the passing of such Resolutions.

Mr Tan Dah Ching was appointed to the Board on 7 April 2014 and his 9-year tenure is due on 6 April 2023. The Board had proposed the continued appointment of Mr Tan Dah Ching as an Independent Director for purpose of Rule 406(3)(d)(iii) of the Catalist Rules. Mr Tan Dah Ching has proven commitment, experience and knowledge of the Company’s business which helps to facilitate sound decision-making. The Company continues to benefit from his active participation and contribution to the Board and Board committee deliberations. The Board is of the view that Mr Tan Dah Ching remains independent in character and judgement. His length of service does not in any way hinder his ability to act in the best interests of the Company. More importantly, the Board trusts that he is able to continue to discharge his duties independently with integrity and competency. Additionally, he fulfils the definition of Independent Directors of the Catalist Rules and the 2018 Code.

In reviewing the continued appointment, the Board has considered the current business environment, and imperative to have Directors who understand the business to be able to interact and work with Management continually through robust exchange of ideas and views presenting constructive feedback. This would facilitate strategic dialogues and decision-making for generating long-term values to various stakeholders.

NOTICE OF ANNUAL GENERAL MEETING

If any of the resolutions for continued appointment of Mr Tan Dah Ching as an Independent Director of the Company under Ordinary Resolutions 7 and 8 is not passed, Mr Tan Dah Ching will be designated as Non-Independent Director effective 6 April 2023. The Company will endeavor to appoint new Independent Directors to comply with the requirements of Catalist Rules.

Notes: -

- (i) A member of the Company who is entitled to attend and vote at the AGM is entitled to appoint the "Chairman of the Annual General Meeting" as a proxy to vote in his/her stead. A proxy need not be a member of the Company.
- (ii) The instrument appointing a proxy must be signed and:
 - sent by means of electronic mail to agm@tshcorp.com.sg; or
 - deposited at the registered office of the Company at 315 Outram Road, #14-02 Tan Boon Liat Building, Singapore 169074.

not less than 72 hours before the time appointed for holding the meeting.

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.

A printed copy of this Notice will NOT be despatched to shareholders. Instead, this Notice will be sent to shareholders by electronic means via publication on the Company's website at <https://tshcorp.com.sg/announcements/> and the SGXNet.

Important Notice on COVID-19

The AGM 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 as follows:

1. Conduct of the AGM

- 1.1 The Company's AGM for the financial year ended 31 December 2021 will be held via live audio-visual webcast (the "Live AGM Webcast") and live audio-only stream (the "Live AGM Audio Feed") on 29 April 2022 at 3.00 p.m. without physical AGM.
- 1.2 No physical attendance will be permitted for shareholders to attend the AGM.
- 1.3 Alternative arrangements for participation at the AGM is in place for shareholders to participate at the AGM by:
 - (a) observing and/or listening to the proceedings of the AGM through either the Live AGM Webcast or Live AGM Audio Feed;
 - (b) submitting questions in advance of the AGM; and/or
 - (c) appointing the Chairman of the Meeting as proxy to vote on their behalf at the AGM.

2. Pre-Registration for the Live AGM Webcast or Live AGM Audio Feed

- 2.1 Shareholders can pre-register for the Live AGM Webcast or Live AGM Audio Feed at https://us02web.zoom.us/webinar/register/WN_x4zzrXg8RGyWVMBkmc02ww no later than 3.00 p.m. on 26 April 2022.

Upon verification, the Company will provide authenticated Shareholders with an email by 5.00 p.m. on 27 April 2022 with instructions to watch the Live AGM Webcast and listen to the Live AGM Audio Feed of the AGM proceedings.
- 2.2 Shareholders must not forward the webcast and audio feed information to other persons who are not shareholders of the Company and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the live webcast.
- 2.3 Shareholders who have registered by 3.00 p.m. on 26 April 2022 but have not received an email by 5.00 p.m. on 28 April 2022 should contact agm@tshcorp.com.sg or by telephone at (65) 6732 3452 for assistance.

3. Submit Questions in Advance

- 3.1 Please note that shareholders will not be able to ask questions during the Live AGM Webcast or the Live AGM Audio Feed, and therefore it is important for shareholders to submit their questions in advance of the AGM.
- 3.2 Shareholders may submit any questions related to the Agenda in the Notice of AGM by 3.00 p.m. on 20 April 2022 by:
 - Electronic mail to agm@tshcorp.com.sg; or
 - Mail to the registered office of the Company at 315 Outram Road, #14-02 Tan Boon Liat Building, Singapore 169074

A shareholder who wishes to submit their questions is required to indicate their full name (for individuals)/company name (for corporates), NRIC/Passport/Company Registration number, email address, contact number, shareholding type and number of shares held together with their submission of questions, to the email or office address provided above.

3.3 The Company will consider all the questions and endeavour to address all the substantial and relevant questions by 3.00 p.m. on 22 April 2022. The responses to such questions from shareholders will be posted on the SGXNet and the Company's website by 3.00 p.m. on 22 April 2022.

4. Proxy Voting

4.1 Shareholders will not be able to vote online or through the Live AGM Webcast or the Live AGM Audio Feed on the resolutions to be tabled for approval at the AGM. Shareholders who wish to exercise their voting rights at the AGM would have to submit the proxy form appointing the Chairman of the AGM as their Proxy ("**Proxy Form**"). The Proxy Form is contained hereto.

4.2 Shareholders may submit the signed Proxy Form by 3.00 p.m. on 26 April 2022, being 72 hours before the time appointed for holding the AGM by:

(a) Electronic mail to agm@tshcorp.com.sg enclosing signed PDF copy of the Proxy Form; or

(b) Mail to the Company's address at 315 Outram Road, #14-02 Tan Boon Liat Building, Singapore 169074.

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.

4.3 A CPF/SRS investor who wishes to vote should approach his/her CPF Agent Bank or SRS Operator by 3.00 p.m. on 20 April 2022, being seven (7) working days before the date of the AGM to submit his/her voting instructions to allow for sufficient time for their respective relevant intermediaries to in turn submit the proxy form to appoint the Chairman of the AGM to vote on their behalf. Such investors who wish to participate in the AGM by observing or listening to the AGM proceedings contemporaneously via the Live AGM Webcast or the Live AGM Audio Feed and/or submitting questions in advance of the AGM, are to follow the steps set out in paragraph 2 (Pre-Registration for the Live AGM Webcast or Live AGM Audio Feed), and 3 (Submit Questions in Advance).

4.4 A depositor shall not be regarded as a member of the Company entitled to attend and vote at the AGM unless his/her name appears on the Depository Register not less than 72 hours before the time of the AGM.

5. Annual Report

The 2021 Annual Report dated 12 April 2022 can be accessed at the Company's website at <https://tshcorp.com.sg/annual-reports/> or via the SGXNet.

6. Minutes

Minutes of the AGM will be provided within one (1) month after the AGM, which can be accessed at the Company's website at <https://tshcorp.com.sg/announcements/> and the SGXNet.

Shareholders are reminded not to congregate to watch the Live AGM Webcast or listen to the Live AGM Audio Feed and ensure that safe distancing measures are practiced and regulations and all government advisories are adhered to.

As COVID-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take such precautionary measures as may be appropriate at the AGM, including any precautionary measures as may be required or recommended by government agencies or the Singapore Exchange Regulation from time to time, in order to minimise the risk of community spread of COVID-19. The Company may also be required to change its AGM arrangements at short notice. Shareholders are advised to regularly check our corporate website at <https://tshcorp.com.sg/> or the SGXNet for updates on the AGM.

The Company seeks the understanding and co-operation of all shareholders to help minimise the risk of community spread of the virus.

Personal data privacy:

By (a) submitting an instrument appointing the "Chairman of the Annual General Meeting" as proxy to vote at the AGM and/or any adjournment thereof or (b) submitting any question prior to the AGM in accordance with paragraph 3 of the section "Important Notice on COVID-19" (the "**COVID-19 Notice**") or (c) submitting the pre-registration form in accordance with paragraph 2 of the COVID-19 Notice, 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 purposes of:

- (i) the processing and administration by the Company (or its agents or service providers) of proxy forms appointing the "Chairman of the Annual General Meeting" as proxy for the AGM (including any adjournment thereof);
- (ii) processing the pre-registration forms for purposes of granting access to members (or their corporate representatives in the case of members who are legal entities) to view the live webcast of the AGM proceedings and providing viewers with any technical assistance, where necessary;
- (iii) addressing selected questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions;
- (iv) the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof); and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

This Notice has been reviewed by the Company's Sponsor, SAC Capital Private Limited (the "Sponsor"). This Notice has not been examined or approved by the Singapore Exchange Securities Trading Limited (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 David Yeong (Tel: (65) 6232 3210) at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542