



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 at Holiday Inn Singapore Atrium, Level 4 Kallang Room, 317 Outram Road, Singapore 169075 on Monday, 24 April 2023 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 2022 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 2022 (2021: S\$80,000.00). (Resolution 2)
3. To re-elect Dr Yu Lai Boon who is retiring in accordance with Regulation 107 of the Company’s Constitution as a Director of the Company.
(See *Explanatory Note 1*) (Resolution 3)
4. To re-elect Mr Chua Khoon Hui who is retiring in accordance with Regulation 107 of the Company’s Constitution as a Director of the Company.
(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 “**Companies 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
- (i) 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 Companies 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. The Proposed Adoption of the Share Buyback Mandate

"That:

- (a) for the purposes of the Catalist Rules and the Companies Act, the Directors be and are hereby authorised to exercise all the powers of the Company to purchase or acquire its issued and fully paid-up Shares representing not more than ten per cent. (10%) of the total number of issued Shares of the Company at such price(s) as may be determined by the Directors or a committee of Directors that may be constituted for the purposes of effecting purchases or acquisitions of Shares by the Company from time to time up to the Maximum Price (as defined below), whether by way of:
 - (i) an on-market purchase ("**Market Purchase**"), transacted on the SGX-ST or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted through one or more duly licensed stockbrokers appointed by the Company; and/or

- (ii) an off-market purchase (“**Off-Market Purchase**”) (if effected otherwise than on the SGX-ST or, as the case may be, Other Exchange) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by Section 76C of the Companies Act,

and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act and the Catalist Rules as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Buyback Mandate**”)

- (b) unless varied or revoked by the Shareholders in a general meeting, the authority conferred on the Directors of the Company pursuant to the proposed Share Buyback Mandate may be made, 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 earlier of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the date on which the next annual general meeting of the Company is required by law to be held;
 - (iii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated; or
 - (iv) the date on which the authority conferred by the Share Buyback Mandate is revoked or varied by the Shareholders in a general meeting.

Collectively known as the “**Relevant Period**”.

- (c) in this Resolution:

“**Maximum Buyback Shares**” means ten per cent. (10%) of the total number of issued and paid-up Shares of the Company (excluding treasury shares and subsidiary holdings) as at the date of passing of this resolution, unless the Company has effected a reduction of its share capital in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the total number of issued Shares of the Company shall be taken to be the total number of issued Shares of the Company as altered, excluding any treasury shares, that may be held by the Company from time to time;

“**Maximum Price**”, in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- (i) in the case of a Market Purchase, 105 per cent. (105%) of the Average Closing Price (as defined below); and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120 per cent. (120%) of the Average Closing Price, where:

“**Average Closing Price**” means the average of the closing market prices of the Shares over the last five (5) Market Days, on which transactions in the Shares were recorded, before the day on which the purchase or acquisition of Shares was made, or as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five (5) Market Days period;

“**day of the making of the offer**” means the date on which the Company announces its intention to make an offer for an Off-Market Purchase, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

- (d) the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this resolution.”

(See *Explanatory Note 4*)

(Resolution 7)

9. **The Proposed Adoption of the TSH Performance Share Plan 2023**

“That:

- (a) the performance share plan to be known as the “TSH Performance Share Plan 2023” (“**TSH PSP 2023**”), of which rules are set out in Annex A to the Appendix dated 6 April 2023 under which awards (“**Awards**”) of Shares, will be granted, free of payment, to selected employees of the Group, be and are hereby approved and adopted;
- (b) the Directors of the Company be and are hereby authorised:
- (i) to establish and administer the TSH PSP 2023;
 - (ii) to modify and/or alter the TSH PSP 2023 at any time and from time to time, provided that such modification and/or alteration is effected in accordance with the rules of the TSH PSP 2023;
 - (iii) to grant Awards in accordance with the rules of the TSH PSP 2023 and, subject to the provisions of the Companies Act and the Constitution of the Company, from time to time to issue such number of new Shares and/or transfer such number of treasury shares as may be required to be delivered pursuant to the vesting of such awards, provided that the total number of new Shares which may be issued and/or transferred pursuant to awards granted under the TSH PSP 2023 on any date, when aggregated with the total number of Shares issued and/or transferred in respect of all awards granted under the TSH PSP 2023, and all options and awards granted under any other share incentive scheme(s) implemented by the Company and for the time being in force, shall not exceed fifteen per cent. (15%) of the total number of Shares (excluding treasury shares and subsidiary holdings) on the day preceding the Award Date;
 - (iv) subject to the same being allowed by law, apply any share purchased or acquired under any share purchase mandate and to deliver such existing Shares (including any shares held in treasury) towards the satisfaction of Awards granted under the TSH PSP 2023; and
 - (v) to complete and to do all such acts and things (including executing all such documents as may be required and to approve any amendments or modifications to any such documents) as they may consider necessary, desirable or expedient to give full effect to this resolution.

(See *Explanatory Note 5*)

(Resolution 8)

BY ORDER OF THE BOARD

Chan Lai Yin
Company Secretary

Singapore, 6 April 2023

Explanatory notes to the Notice of the AGM

1. Dr Yu Lai Boon, if re-elected as a Director, will remain as Non-Executive Chairman, Independent Director, Chairman of the Audit Committee and Remuneration Committee, and a member of the Nominating Committee. The Board considers Dr Yu to be independent pursuant to Rule 704(7) of the Catalist Rules. Pursuant to Rule 720(5) of the Catalist Rules, detailed information of Dr Yu Lai Boon can be found under the "Disclosure of Information on Directors Seeking Re-election" of the 2022 Annual Report.
2. Mr Chua Khoon Hui, if re-elected as a Director, will remain as Chief Executive Officer and Executive Director of the Company. Pursuant to Rule 720(5) of the Catalist Rules, detailed information of Mr Chua Khoon Hui can be found under the "Disclosure of Information on Directors Seeking Re-election" of the 2022 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. The Ordinary Resolution 7 proposed in item 8 above, if passed, will empower the Directors of the Company from the date of the above Annual General Meeting to purchase or acquire Shares by way of Market Purchases or Off-Market Purchases, provided that the aggregate number of Shares to be purchased or acquired under the Share Buy-back Mandate does not exceed the Prescribed Limited, and at such price(s) as may be determined by the Directors of the Company from time to time up to but not exceeding the Maximum Price. The information relating to the adoption of Share Buyback Mandate is set out in the Appendix enclosed together with the 2022 Annual Report.
5. The Ordinary Resolution 8 proposed in item 9 above, if passed, will empower the Directors of the Company to allot and issue Shares pursuant to the grant of awards to eligible participants of the TSH PSP 2023 in accordance with the terms set out in the Appendix as well as the rules and regulations set forth in the Companies Act and the Catalist Rules. The information relating to the adoption of TSH PSP 2023 is set out in the Appendix enclosed together with the 2022 Annual Report.

Notes: -

- (i) The Annual General Meeting ("AGM") will be convened and held physically. There will be no option for shareholders to participate virtually. The 2022 Annual Report can be accessed at the Company's website at <https://tshcorp.com.sg/annual-reports/> or the SGXNet. 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.
- (ii) Members (including investors who holds shares under the Central Provident Fund Investment Scheme and Supplementary Retirement Scheme ("CPF/SRS Investors")) may participate in the AGM by:
 - (a) Attending the AGM in person;
 - (b) Asking questions at the AGM or submitting questions in advance of the AGM; and/or
 - (c) Voting at the AGM (i) personally; or (ii) through duly appointed proxy(ies).

- (iii) Substantial and relevant questions related to the agenda of AGM may be submitted in advance of the AGM by 3.00 p.m. on 14 April 2023 in the following manner:
- via email to agm@tshcorp.com.sg; or
 - via post to the registered office of the Company at 315 Outram Road, #14-02 Tan Boon Liat Building, Singapore 169074.

When submitting the questions, please provide the Company with the following details, for verification purpose:

- full name (for individuals)/company name (for corporates);
- NRIC/passport/company registration number;
- mailing address;
- contact number; and
- shareholding type (e.g. via CDP, CPF or SRS) and number of shares held.

Responses to these questions from shareholders will be posted on the SGXNet and the Company's website by 3.00 p.m. on 18 April 2023. Where substantial and relevant questions submitted by shareholders are unable to be addressed prior to the AGM, including any questions received by the Company after 3:00 p.m. on 14 April 2023, the Company will address them during the AGM.

- (iv) A member who is not a Relevant Intermediary* is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company. Where a member who is not a Relevant Intermediary appoints more than one (1) proxy, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy. If no percentage is specified, the first named proxy shall be treated as representing 100 per cent. of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
- (v) The Chairman of the meeting, as proxy, need not be a member of the Company. A member may appoint the Chairman of the meeting as his/her/its proxy. If a member wishes to appoint the Chairman of the meeting as proxy, such member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.
- (vi) A member who is a Relevant Intermediary is entitled to attend, speak and vote at the AGM, and is entitled to appoint more than two (2) proxies to attend, speak and vote, but each proxy must be appointed to exercise the rights attached to a different share or shares held by each member. Where such member appoints more than two (2) proxies, the appointments shall be invalid unless the member specifies the number of shares in relation to which each proxy has been appointed.
- (vii) The instrument appointing a proxy must be signed and:
- sent via email 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 seventy-two (72) hours before the time appointed for holding the AGM, i.e. **3.00 p.m. on 21 April 2023**.

The completion and return of the proxy form by a Shareholder will not prevent him from attending, speaking and voting at the AGM in place of his proxy should he subsequently wish to do so.

- (viii) A CPF/SRS Investor who wishes to exercise his/her vote should approach his/her respective Relevant Intermediary, including CPF Agent Bank or SRS Operator to submit his/her voting instructions by **3.00 p.m. on 13 April 2023**, being seven (7) working days before the date of the AGM. CPF/SRS Investors are encouraged to contact their respective Relevant Intermediary for any queries they may have with regard to the appointment of proxy(ies) for the AGM.
- (ix) 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 seventy-two (72) hours before the time of the AGM, i.e. 3.00 p.m. on 21 April 2023.

*"A Relevant Intermediary" means:

- a. a banking corporation licensed under the Banking Act 1970, 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;
- b. a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001, and who holds shares in that capacity; or
- c. the Central Provident Fund Board established by the Central Provident Fund Act 1953, 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 Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

Personal data privacy:

By (a) submitting an instrument appointing a proxy(ies) to attend, speak and vote at the AGM and/or any adjournment thereof or (b) submitting any question prior to the AGM in accordance with Note (iii) above, 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) processing and administration by the Company (or its agents or service providers) of the appointment of proxy(ies) for the AGM (including any adjournment thereof);
- (ii) addressing relevant and substantial questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions;
- (iii) preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and
- (iv) 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