



TSH Corporation Limited  
(Company Registration No. 200003865N)

**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, 26 June 2020 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 2019 together with the Directors’ Statement and the Auditor’s Report thereon. **(Resolution 1)**
2. To approve Directors’ Fees of S\$80,000 for the financial year ended 31 December 2019 (2018: S\$80,000). **(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 Chua Khoon Hui 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, Cap. 50 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) and (ii) 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 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 Note 3*)

**(Resolution 6)**

BY ORDER OF THE BOARD

Chan Lai Yin  
Company Secretary

Singapore, 11 June 2020

## 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 AGM can be found under the "Disclosure of Information of Directors Seeking Re-election" from pages 99 to 106 of the 2019 Annual Report released via the SGXNet on 14 April 2020.
2. Mr Chua Khoon Hui, if re-elected, will remain as Chief Executive Director and Executive Director of the Company. Pursuant to Rule 720(5) of the Catalist Rules, detailed information on Mr Chua Khoon Hui who is seeking re-election at the AGM can be found under the "Disclosure of Information of Directors Seeking Re-election" from pages 99 to 106 of the 2019 Annual Report released via the SGXNet on 14 April 2020.
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 the 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.

### 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](mailto: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 on 11 June 2020.

### **Measures to minimise the risk of COVID-19**

The COVID-19 (Temporary Measures) Act 2020 was passed by Parliament on 7 April 2020 which enables the Minister for Law by order to prescribe alternative arrangements for companies in Singapore to, inter alia, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 which was gazetted on 13 April 2020, and which sets out the alternative arrangements in respect of, inter alia, general meetings of companies. On the same day, the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation issued a news release which contained a checklist to guide listed and non-listed entities on the conduct of general meetings during the period when elevated safe distancing measures are in place.

In light of the above developments and further to the issue of Annual Report for FY2019 on 14 April 2020, the Company will be providing additional measures for the conduct of the AGM by electronic means as follows:

#### 1. Conduct of the AGM

- 1.1 The Company's AGM for FY2019 will be held via live audio-visual webcast (the "**Live AGM Webcast**") and live audio-only stream (the "**Live AGM Audio Feed**") on 26 June 2020 at 3.00 p.m. in place of the 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\\_sQoFOw4sRAivUXHtWA6-hQ](https://us02web.zoom.us/webinar/register/WN_sQoFOw4sRAivUXHtWA6-hQ) by no later than 3.00 p.m. on 23 June 2020.

Upon verification, the Company will provide authenticated Shareholders with an email by 5.00 p.m. on 25 June 2020 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 23 June 2020 but have not received email by 5.00 p.m. on 25 June 2020 should contact [agm@tshcorp.com.sg](mailto: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 16 June 2020 by:
- Electronic mail to [agm@tshcorp.com.sg](mailto: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 No./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 before or during the AGM. The responses to such questions from shareholders will be posted on the SGXNet and the Company's website before the AGM, or if answered during the AGM, to be included in the minutes of the AGM which will be published on the SGXNet and the Company's website within one (1) month after the date of the AGM.

#### 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 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 23 June 2020, being 72 hours before the time appointed for holding the AGM by:

- (a) Electronic mail to [agm@tshcorp.com.sg](mailto: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 16 June 2020, 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 FY2019 Annual Report which was issued on 14 April 2020 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 or via 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 “Measures to minimise the risk of COVID-19” (the “**COVID-19 Notice**”) or (c) submitting the pre-registration information 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 form for purposes of granting access to members (or their corporate representatives in the case of members who are legal entities) to view the Live AGM Webcast or listen to the Live AGM Audio Feed 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.

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This Notice has been reviewed by the Company’s sponsor, SAC Capital Private Limited (“**Sponsor**”). This Notice has not been examined or approved by the Singapore Exchange Securities Trading Limited (“**SGX-ST**”). 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, at 1 Robinson Road #21-00 AIA Tower Singapore 048542, Telephone: +65 6232 3210.