

NOTICE OF 65TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 65th Annual General Meeting (**AGM**) of Tye Soon Limited (**Company**) will be convened and held by way of electronic means on Friday, 23 April 2021 at 10:00 a.m. for the following purposes:

As Ordinary Business	Ordinary Resolution No.
1. To receive and adopt the directors' statement and audited financial statements for the financial year ended 31 December 2020, together with the auditors' report thereon.	(Resolution 1)
2. To approve directors' fees of S\$498,500 payable by the Company for the financial year ended 31 December 2020 (2019: S\$384,000).	(Resolution 2)
3. To re-elect the following directors who are retiring by rotation under Regulation 104 of the Company's constitution (Constitution) and who, being eligible, offer themselves for re-election:	
(a) Ms Ong Lay May Apple	(Resolution 3)
(b) Mr Ong Eng Chian Kelvin	(Resolution 4)
(c) Ms Tham Khuan Heng	(Resolution 5)
4. To re-appoint KPMG LLP as auditors of the Company for the financial year ending 31 December 2021 and to authorise the directors to fix their remuneration.	(Resolution 6)
5. 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:

6. Authority to allot and issue shares **(Resolution 7)**

That, authority be and is hereby given to the directors of the Company to:

- (a) (i) 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 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

NOTICE OF 65TH ANNUAL GENERAL MEETING

- (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 (**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, Chapter 50, 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

NOTICE OF 65TH ANNUAL GENERAL MEETING

- (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

7 April 2021
Singapore

Explanatory Notes:

Resolutions 3, 4 and 5

The proposed Resolutions 3, 4 and 5 are to re-elect Ms Ong Lay May Apple, Mr Ong Eng Chian Kelvin and Ms Tham Khuan Heng who will be retiring by rotation pursuant to Regulation 104 of the Constitution.

If re-elected, Ms Ong Lay May Apple will remain as member of the Enterprise Risk Management Committee of the Company.

If re-elected, Mr Ong Eng Chian Kelvin will remain as member of the Executive Directors' Committee and the Enterprise Risk Management Committee of the Company.

If re-elected, Ms Tham Khuan Heng will remain as member of the Audit Committee, the Nominating Committee and the Remuneration Committee of the Company and will also remain as the Chairman of the Audit Committee of the Company and the independent non-executive Chairman of the Board of Directors. She is considered an independent director.

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 106 to 107 and pages 136 to 142 of the Company's Annual Report 2020.

Resolution 7

The proposed Resolution 7, 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:

- I. 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. 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>.
- II. Alternative arrangements relating to 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), submission of questions to the Chairman of the AGM in advance of the AGM, addressing of substantial and relevant questions at the AGM and voting by appointing the Chairman of the AGM as proxy at the AGM, are set out below and in the accompanying Company's announcement dated 7 April 2021.
- III. **Due to the current COVID-19 situation and the related elevated safe distancing measures in Singapore, members will not be able to attend the AGM in person. A member will also not be able to vote online on the resolutions to be tabled at the AGM. A member (whether individual or corporate) must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM.**

NOTICE OF 65TH ANNUAL GENERAL MEETING

The accompanying proxy form for the AGM may be accessed at the Company's website at the following URL: <https://www.tyesoon.com> and will also be made available on the SGX website at the URL: <https://www.sgx.com/securities/company-announcements>. Printed copies of the proxy form will not be sent to members.

Members may participate at the AGM by taking note of the following steps:

1. Participation in the AGM Proceedings

Members and investors holding shares in the Company through relevant intermediaries (as defined in Section 181 of the Companies Act (Chapter 50 of Singapore)) (*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, **no later than 10:00 a.m. on 20 April 2021 (Registration Cut-Off Time)** at the following URL: <https://conveneagm.sg/tyesoonltd> 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 21 April 2021 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.

2. Submit Question in advance

Members and Investors will not be able to ask questions "live" during the broadcast of the AGM. Therefore, it is important for members and investors to register and submit their questions in advance of the AGM.

If members and CPF/SRS investors have any questions in relation to any of the resolutions to be tabled for approval at the AGM, members and CPF/SRS investors may send their queries in advance, **by 10:00 a.m. on 20 April 2021**, 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.

The Company will address all substantial and relevant questions from members and CPF/SRS investors prior to, or at the AGM. The minutes of the AGM, which will include responses to substantial and relevant questions from the members and CPF/SRS investors which are addressed during the AGM, shall thereafter be published on SGXNet and the Company's website, within one month from the conclusion of the AGM.

Investors (other than CPF/SRS investors) will not be able to submit questions relating to the business of the AGM via the above means. Instead, they should approach their relevant intermediaries as soon as possible in order for the relevant intermediaries to make the necessary arrangements for them to submit questions in advance of the AGM.

3. Proxy Voting

A member will also not be able to vote online on the resolutions to be tabled at the AGM. A member (whether individual or corporate) must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM.

The proxy form may be accessed at 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>.

Where a member (whether individual or corporate) appoints the Chairman of the AGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

The proxy form is not valid for use by Investors and shall be ineffective for all intents and purposes if used or purported to be used by them. Investors who wish to vote should instead approach his/her relevant intermediary as soon as possible to specify his/her voting instructions. CPF/SRS investors who wish to appoint the Chairman of the AGM as their proxy should approach their respective CPF agent banks or SRS Operators to submit their votes at least seven (7) working days before the date of the AGM.

The Chairman of the AGM, as proxy, need not be a member of the Company.

NOTICE OF 65TH ANNUAL GENERAL MEETING

The instrument appointing the Chairman of the AGM as proxy must be submitted to the Company in the following manner:

- (i) 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
- (ii) If submitted electronically, be submitted via email to the Company's Share Registrar at gpb@mncsingapore.com.

in either case, by **10:00 a.m. on 21 April 2021**, being 48 hours before the time appointed for holding the AGM.

A member who wishes to submit a proxy form must first download, 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.

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.

- IV. All documents (including the Annual Report 2020, 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>.

Due to the constantly evolving COVID-19 situation, the Company will closely monitor the situation and reserve the right to change our arrangements for the AGM at short notice. Members and Investors should check SGXNET at the URL: <https://www.sgx.com/securities/company-announcements> for the latest updates of the AGM. The Company apologises for any inconvenience caused and seek the understanding and cooperation of all members in enabling the Company to hold its AGM with the optimum safe distancing measures amidst the current COVID-19 pandemic.

PERSONAL DATA PRIVACY:

By (a) submitting a proxy form appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, (b) completing the pre-registration in accordance with this Notice, or (c) submitting any question prior to the AGM in accordance with this 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 purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the AGM as proxy for the AGM (including any adjournment thereof), the processing of the pre-registration for purposes of granting access to members or their representatives to attend the "live" webcast or "live" audio stream of the AGM proceedings and providing technical assistance where necessary; addressing relevant and substantial questions from members received before the date of AGM and if necessary, following up with the relevant members in relation to such questions, 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 providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

In the case of a member who is a relevant intermediary, by submitting an instrument containing personal data of individuals (including the consolidated list of Investors set out in Note 1 of this Notice of AGM), such member (i) warrants that it has obtained the prior consent of such individuals for the collection, use and disclosure by the Company (and/or its agents or service providers) of the personal data of such individuals in connection with their participation in the broadcast of 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 (and/or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines, and (ii) 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.