

CIRCULAR DATED 29 JANUARY 2026

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

If you are in any doubt about the contents in relation to this Circular or as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other independent professional adviser immediately.

If you have sold or transferred all your shares in the capital of Tritech Group Limited (the “**Company**”) held through The Central Depository (Pte) Limited (“**CDP**”), you need not forward the Notice of Extraordinary General Meeting (“**Notice of EGM**”) and the accompanying Proxy Form to the purchaser or transferee as arrangements will be made by CDP for these documents to be sent to the purchaser or transferee.

If you have sold or transferred all your shares in the capital of the Company by physical certificate(s), you should immediately forward the Notice of EGM and the accompanying Proxy Form to the purchaser or transferee or bank, stockbroker or agent through whom the sale or transfer was effected for onward notification to the purchaser or transferee.

The Circular, together with the Notice of EGM, the accompanying Proxy Form and Request Form (all as defined herein), have been made available on SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company’s website at https://www.tritech.com.sg/investor_index.html. A printed copy of this Circular will NOT be despatched to Shareholders. Accordingly, only hardcopies of the Notice of EGM, Proxy Form and Request Form will be sent to Shareholders.

Your attention is drawn to the Section titled ‘*Actions to be taken by Shareholders*’ of this Circular in respect of actions to be taken if you wish to participate at the EGM.

This Circular has been reviewed by the Company’s sponsor, UOB Kay Hian Private Limited (“**Sponsor**”). This Circular has not been examined or approved by the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) and the SGX-ST assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular. The contact person for the Sponsor is Mr. Lance Tan, Senior Vice President, at 83 Clemenceau Avenue, #10-01 UE Square, Singapore 239920, telephone (65) 6590 6881.



CIRCULAR TO SHAREHOLDERS

in relation to

- (I) THE PROPOSED CONVERSION OF OUTSTANDING AMOUNTS OWED BY THE COMPANY TO ZHOU XINPING INTO 27,106,846 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY;
- (II) THE PROPOSED CONVERSION OF OUTSTANDING AMOUNTS OWED BY THE COMPANY TO LEE SUI HEE INTO 439,089,398 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY; AND
- (III) THE PROPOSED TRANSFER OF CONTROLLING INTEREST IN THE COMPANY TO LEE SUI HEE PURSUANT TO THE LSH DEBT CONVERSION.

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form	: 10 February 2026 at 10:00 am
Date and time of Extraordinary General Meeting	: 13 February 2026 at 10:00 am
Place of Extraordinary General Meeting	: 31 Changi South Avenue 2, Tritech Building, Singapore 486478

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DEFINITIONS

Except where the context otherwise requires, the following definitions apply throughout the Circular:

“Alternative Reference Point”	: Has the meaning ascribed to it in paragraph 4.2 of this Circular
“associate”	: (a) In relation to any Director, chief executive officer, Substantial Shareholder or Controlling Shareholder (being an individual) means: (i) his immediate family; (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more; and (b) In relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more
“Board” or “Directors”	: The board of Directors of the Company as at the Latest Practicable Date
“Business Day”	: A day (other than a Saturday, Sunday or a public holiday) on which commercial banks in Singapore are open for business
“Catalist”	: The sponsor supervised board of the SGX-ST
“Catalist Rules”	: The Listing Manual Section B: Rules of Catalist of the SGX-ST, as amended, modified or supplemented from time to time
“CDP”	: The Central Depository (Pte) Limited
“Circular”	: This circular to Shareholders dated 29 January 2026
“Companies Act”	: The Companies Act 1967 of Singapore, as amended, modified or supplemented from time to time
“Company”	: Tritech Group Limited
“Completion Date”	: Has the meaning ascribed to it in paragraph 2.3.3(ii) of this Circular
“Conditions”	: The conditions precedent to the Proposed Debt Conversions as set out in paragraph 2.3.3 of this Circular
“Controlling Interest”	: The interest of a Controlling Shareholder

DEFINITIONS

“Controlling Shareholder”	: A person who:
	(a) holds directly or indirectly 15% or more of the total number of issued voting Shares in the Company. The SGX-ST may determine that a person who satisfies this paragraph is not a Controlling Shareholder; or
	(b) in fact exercises control over the Company
“Debt Conversion Deeds”	: The separate debt conversion deeds dated 8 January 2026 entered into between the Company and each of the Lenders
“Debt Conversion Price”	: S\$0.0130 per Debt Conversion Share
“Debt Conversion Shares”	: The aggregate of 466,196,244 new Shares to be allotted and issued by the Company to the respective Lenders at the Debt Conversion Price pursuant to the Proposed Debt Conversions, and each, a “ Debt Conversion Share ”
“EGM”	: The extraordinary general meeting of the Company, to be convened and held, notice of which is set out on pages N-1 to N-4 of this Circular
“EPS”	: Earnings per Share
“FY2025”	: Financial year ended 31 March 2025
“Group”	: The Company and its subsidiaries
“Independent Shareholders”	: Shareholders excluding the Lenders and their respective associates
“IPT”	: Interested person transaction as defined under Chapter 9 of the Catalist Rules
“Latest Practicable Date”	: The latest practicable date prior to the issuance of this Circular, being 26 January 2026
“Lenders”	: Collectively, Lee Sui Hee and Zhou Xinping, and each, a “ Lender ”
“LSH Debt”	: Shall have the meaning ascribed to it in Section 2.2.1(ii) of this Circular
“LSH Debt Conversion”	: The proposed conversion of the LSH Debt into 439,089,398 Debt Conversion Shares at the Debt Conversion Price, fractional entitlements to be disregarded, on the terms and subject to the conditions of the relevant Debt Conversion Deed
“LQN”	: Listing and quotation notice to be received from the SGX-ST for the listing of and quotation for the Debt Conversion Shares on the Catalist
“Notice of EGM”	: The notice of EGM as set out on pages N-1 to N-4 of this Circular, for the purposes of considering and, if thought fit, passing with or without modifications, the resolutions as set out therein

DEFINITIONS

“NTA”	: Net tangible assets
“Ordinary Resolution”	: An ordinary resolution proposed for approval in this Circular
“Ordinary Resolution 1”	: Shall have the meaning ascribed to it in Section 1.2(a) of this Circular
“Ordinary Resolution 2”	: Shall have the meaning ascribed to it in Section 1.2(b) of this Circular
“Ordinary Resolution 3”	: Shall have the meaning ascribed to it in Section 1.2(c) of this Circular
“Proposed Debt Conversions”	: Collectively, the LSH Debt Conversion and the ZXP Debt Conversion
“Proposed Transactions”	: Shall have the meaning ascribed to it in Section 1.2 of this Circular
“Proposed Transfer of Controlling Interest”	: The proposed transfer of controlling interest to Lee Sui Hee upon the allotment and issuance of the Debt Conversion Shares pursuant to the LSH Debt Conversion
“Proxy Form”	: The proxy form in respect of the EGM which is set out on pages P-1 to P-2 of this Circular
“Record Date”	: The date fixed by the Company for the purposes of determining entitlements to dividends or other distributions to or rights of holders of Shares
“Relevant Intermediary”	: Has the meaning ascribed to it in Section 181 of the Companies Act
“Securities Account”	: Securities account maintained by a Depositor with CDP but does not include a securities sub-account
“Share Registrar”	: In.Corp Corporate Services Pte. Ltd.
“SFA”	: The Securities and Futures Act 2001 of Singapore, as amended, modified or supplemented from time to time
“SGX-ST”	: The Singapore Exchange Securities Trading Limited
“Shareholders”	: The registered holders of Shares in the register of members of the Company, except that where the registered holder is the CDP, the term “Shareholders” shall, in relation to such Shares, mean the Depositors into whose Securities Accounts those Shares are credited
“Shares”	: The ordinary shares in the capital of the Company, and each, a “Share”
“Sponsor”	: UOB Kay Hian Private Limited
“SRS”	: Supplementary Retirement Scheme
“SRS Investors”	: Investors who have previously purchased Shares under the SRS

DEFINITIONS

“Substantial Shareholder”	: A person (including a corporation) who has an interest or interests in one or more voting Shares (excluding treasury shares) in the Company, and the total votes attached to that Share, or those Shares, is not less than 5% of the total votes attached to all the voting Shares (excluding treasury shares) in the Company
“VWAP”	: Volume-weighted average price
“ZXP Debt”	: Shall have the meaning ascribed to it in Section 2.2.2(ii) of this Circular
“ZXP Debt Conversion”	: The proposed conversion of the ZXP Debt into 27,106,846 Debt Conversion Shares at the Debt Conversion Price, fractional entitlements to be disregarded, on the terms and subject to the conditions of the relevant Debt Conversion Deed

Currency, Units and Others

“%”	: Percentage or per centum
“S\$” and “Singapore cents”	: Singapore dollars and cents respectively, the lawful currency of the Republic of Singapore

Depositors. The terms **“Depositor”**, **“Depository Agent”** and **“Depository Register”** shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

Subsidiaries. The terms “subsidiaries” shall have the meaning ascribed to it in Section 5 of the Companies Act.

References. Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall, where applicable, include corporations.

Statutes. Any reference in this Circular to any statute or enactment is a reference to that statute or enactment as for the time being amended or re-enacted. Any term defined under the Companies Act, the SFA or the Catalist Rules or any statutory or regulatory modification thereof and used in this Circular shall, where applicable, have the meaning assigned to it under the Companies Act, the SFA or the Catalist Rules or any modification thereof, as the case may be, unless otherwise provided.

Time and date. Any reference to a time of day and date in this Circular is made by reference to Singapore time and date, unless otherwise stated.

Rounding. Any discrepancies in figures included in this Circular between the amounts listed and the totals are due to rounding. Accordingly, figures may have been adjusted to ensure that totals or sub-totals shown, as the case may be, reflect an arithmetic aggregation of the figures that precede them.

Headings. The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Websites. Any reference to a website or any website directly or indirectly linked to such websites in this Circular is not incorporated by reference into this Circular and should not be relied upon.

CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS

Certain statements contained in this Circular, which are not statements of historical fact, constitute "forward-looking statements". Some of these statements can be identified by forward-looking terms such as "expect", "believe", "plan", "intend", "estimate", "anticipate", "may", "will", "would", "could" or similar words. However, these words are not the exclusive means of identifying forward-looking statements. All statements regarding the Group's expected financial position, business strategy, plans and prospects are forward-looking statements and accordingly involve known and unknown risks, uncertainties and other factors that may cause the Group's actual results, performance and achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.

Given the risks and uncertainties which may cause the Group's actual future results, performance or achievements to be materially different from those expected, expressed or implied by forward-looking statements in this Circular, undue reliance must not be placed on those statements. The Company does not represent or warrant that the Group's actual future results, performance or achievements will be as discussed in those statements. Further, the Company disclaims any responsibility and undertakes no obligation to update or revise any forward-looking statements contained in this Circular to reflect any change in the Group's expectations with respect to such statements after the date of this Circular or to reflect any change in events, conditions or circumstances on which the Company based any such statements subject to compliance with all applicable laws and regulations and/or the rules of the SGX-ST and/or any regulatory or supervisory body or agency.

LETTER TO SHAREHOLDERS

TRITECH GROUP LIMITED

(Company Registration Number: 200809330R)
(Incorporated in the Republic of Singapore)

Directors

Mr. Aw Eng Hai, *Non-Independent Non-Executive Chairman*
Dr. Wang Xiaoning (Jeffrey Wang), *Managing Director*
Mr. Zhou Xinping, *Executive Director*
Mr. Ong Eng Keang, *Independent Director*
Mr. Tan Chade Phang, *Independent Director*

Registered Office

31 Changi South Avenue 2
Tritech Building
Singapore 486478

29 January 2026

To: The Shareholders of **TRITECH GROUP LIMITED**

Dear Sir/Madam,

- (I) THE PROPOSED CONVERSION OF OUTSTANDING AMOUNTS OWED BY THE COMPANY TO ZHOU XINPING INTO 27,106,846 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY;**
- (II) THE PROPOSED CONVERSION OF OUTSTANDING AMOUNTS OWED BY THE COMPANY TO LEE SUI HEE INTO 439,089,398 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY; AND**
- (III) THE PROPOSED TRANSFER OF CONTROLLING INTEREST IN THE COMPANY TO LEE SUI HEE PURSUANT TO THE LSH DEBT CONVERSION.**

1. INTRODUCTION

1.1. Background

The Company announced on 8 January 2026 that it had entered into separate Debt Conversion Deeds with the Lenders in relation to the Proposed Debt Conversions.

1.2. Extraordinary General Meeting

The Board is convening an EGM at 31 Changi South Avenue 2, Tritech Building, Singapore 486478 on 13 February 2026, Friday at 10:00 am to seek Shareholders' approval for:

- (a) The ZXP Debt Conversion ("Ordinary Resolution 1");
- (b) The LSH Debt Conversion ("Ordinary Resolution 2"); and
- (c) The Proposed Transfer of Controlling Interest ("Ordinary Resolution 3"),
(collectively, the "Proposed Transactions").

LETTER TO SHAREHOLDERS

1.3. Purpose of this Circular

The purpose of this Circular is to provide Shareholders with information pertaining to, and to seek Shareholders' approval at the EGM for the Proposed Transactions. The resolutions to be tabled at the EGM is set out in the Notice of EGM on pages N-1 to N-4 of this Circular.

The SGX-ST assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made, or reports contained in this Circular.

1.4. Conditionality of the Ordinary Resolutions

In respect of the Ordinary Resolutions set out in the Notice of EGM, Shareholders should note that the Ordinary Resolutions relating to the LSH Debt Conversion (Ordinary Resolution 2) and the Ordinary Resolution relating to the Proposed Transfer of Controlling Interest (Ordinary Resolution 3) are inter-conditional upon each other. This means that if Ordinary Resolution 2 is not passed, Ordinary Resolution 3 will not be deemed duly passed, and *vice versa*. For the avoidance of doubt, Ordinary Resolutions 1 and 2, and Ordinary Resolutions 1 and 3 are not inter-conditional upon each other.

1.5. Legal Advisers

Icon Law LLC is the legal adviser to the Company as to Singapore law in relation to this Circular.

2. THE PROPOSED DEBT CONVERSIONS

2.1. Background

The Company announced on 8 January 2026 that it had entered into the Debt Conversion Deeds with the Lenders in relation to the Proposed Debt Conversions for the proposed conversions of outstanding debts owing by the Company into new Debt Conversion Shares at the Debt Conversion Price of S\$0.0130 per Debt Conversion Share.

2.2. Information on the Lenders

2.2.1 Lee Sui Hee

- (i) As at the Latest Practicable Date, Lee Sui Hee is a substantial shareholder of the Company holding 93,310,612 Shares, representing approximately 6.59% of the existing issued share capital of the Company.
- (ii) As at the date of the relevant Debt Conversion Deed, the Company owes Lee Sui Hee an aggregate outstanding amount of S\$5,708,162.18 ("LSH Debt"), pursuant to the following:
 - (a) a loan agreement dated 1 November 2018 entered into between Lee Sui Hee and the Company, pursuant to which Lee Sui Hee had agreed to provide the Company with an interest-bearing loan of NZD3,000,000, bearing an interest rate of 10% per annum. As at the Latest Practicable Date, an aggregate of NZD4,409,264 (approximately S\$3,272,115.42¹)

¹ Based on exchange rate of NZD1 to S\$0.7421

LETTER TO SHAREHOLDERS

remains outstanding under this loan, comprising NZD3,000,000 in principal and NZD1,409,264 in accrued but unpaid interest; and

- (b) a loan agreement dated 6 December 2018 entered into between Lee Sui Hee and the Company, pursuant to which Lee Sui Hee had agreed to provide the Company with an interest-bearing loan of S\$2,000,000, bearing an interest rate of 4.96% per annum. As of the Latest Practicable Date, an aggregate of S\$2,436,046.76 remains outstanding under this loan, comprising S\$2,000,000 in principal and S\$436,046.76 in accrued but unpaid interest.

2.2.2 Zhou Xinping

- (i) As at the Latest Practicable Date, Zhou Xinping is an Executive Director and an existing shareholder of the Company holding 6,000 Shares, representing less than 0.001% of the existing issued share capital of the Company.
- (ii) As at the date of the relevant Debt Conversion Deed, the Company owes Zhou Xinping an aggregate outstanding amount of S\$352,389 ("ZXP Debt"), which are non-interest bearing.

2.2.3 The Lenders have confirmed to the Company that except as disclosed in this Circular they do not have any other existing interest (whether direct or indirect) in the Shares or convertible securities of the Company. The Lenders will not be holding the Debt Conversion Shares on trust or as a nominee. Each of the Lenders is not acting in concert with each other, or with any other person or company, and have not entered into any agreement, arrangement or understanding (whether oral or in writing) with any person or company to act as parties in concert in relation to the Company's Shares, within the definition of the Singapore Code on Take-overs and Mergers.

2.2.4 To the best of the Company's knowledge, except as disclosed in this Circular, the Lenders have no connection (including business relationship) with any of the Company, Directors or its substantial shareholders.

2.3. Key Terms of the Proposed Debt Conversions

Pursuant to the Debt Conversion Deeds, the respective Lenders have agreed to convert the LSH Debt and the ZXP Debt (as the case may be) into Debt Conversion Shares at the Debt Conversion Price. The Debt Conversion Shares will be issued in full repayment of the LSH Debt and the ZXP Debt. Upon the allotment and issuance of the Debt Conversion Shares to the respective Lenders, the LSH Debt and the ZXP Debt shall be deemed to be fully repaid. The Proposed Debt Conversions will not result in any new cash proceeds for the Company.

The allotment and issuance of the Debt Conversion Shares pursuant to the Proposed Debt Conversions will be undertaken pursuant to the private placement exemption under Section 272B of the SFA. As such, no prospectus or offer information statement will be issued by the Company in connection with the Proposed Debt Conversions.

LETTER TO SHAREHOLDERS

2.3.1 Debt Conversion Price

The Debt Conversion Price represents a premium of approximately 62.50% to the volume weighted average price of S\$0.008 per Share for trades done in respect of the Shares on the Catalist on 30 December 2025, being the last full market day preceding the date that the Debt Conversion Deeds were signed.

The Debt Conversion Price was mutually agreed between the parties and arrived after taking into consideration, *inter alia*, the prevailing market conditions, financial performance of the Group and the current share price of the Company.

2.3.2 The Debt Conversion Shares

Pursuant to the Debt Conversion Deeds, the Company shall issue and allot an aggregate of up to 466,196,244 Debt Conversion Shares at the Debt Conversion Price in the following proportions:

Lender	Outstanding Debt (S\$)	Number of Debt Conversion Shares	Percentage of Debt Conversion Shares based on the existing share capital of the Company ⁽¹⁾ (%)	Percentage of Debt Conversion Shares based on the enlarged share capital of the Company ⁽²⁾ (%)
Lee Sui Hee	5,708,162.18	439,089,398	31.00	23.32
Zhou Xinping	352,389.00	27,106,846	1.91	1.44
Total	6,060,551.18	466,196,244	32.91	24.76

Notes:

- (1) The percentage shareholding interest is computed based on the existing issued and paid-up share capital (excluding treasury shares and subsidiary holdings) of the Company comprising 1,416,534,398 Shares as at the Latest Practicable Date.
- (2) The percentage shareholding interest is computed based on the enlarged issued and paid-up share capital (excluding treasury shares and subsidiary holdings) of the Company comprising 1,882,730,642 Shares.
- (3) Any discrepancies in the figures and the totals thereof are due to rounding. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures that precede them.

The Debt Conversion Shares represent approximately 32.91% of the existing issued and paid-up share capital of the Company comprising 1,416,534,398 Shares (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date and will represent approximately 24.76% of the enlarged issued and paid-up share capital of the Company of 1,882,730,642 Shares (excluding treasury shares and subsidiary holdings).

The Debt Conversion Shares will be issued free from all claims, charges, liens, pledges, mortgages, and other encumbrances whatsoever and shall rank *pari passu* in all respects with and carry all rights similar to the existing issued Shares, except that they will not rank for any dividend, right, allotment or other distributions, the Record Date (as defined below) for which falls on or before the date of the allotment and issue of the Debt Conversion Shares.

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There are no share borrowing arrangements entered into to facilitate the Proposed Debt Conversions. No placement agent has been appointed, and no introducer fee or commission was paid or is payable in connection with the Proposed Debt Conversions.

2.3.3 Conditions Precedent

Completion of the respective Proposed Debt Conversions is conditional upon the following conditions (“**Conditions**”):

- (i) the approval of Independent Shareholders having been obtained at a general meeting of the Company to be duly convened for the Proposed Debt Conversions, including the allotment and issuance of the Debt Conversion Shares, as required under Rules 803, 805 and 812 of the Catalyst Rules;
- (ii) the LQN from the SGX-ST being obtained for the listing and quotation of the Debt Conversion Shares on the Catalyst (and the SGX-ST not having revoked, rescinded or cancelled such approval before the Completion Date), and if obtained on conditions, to the extent that any such conditions are required to be fulfilled on or before the date of completion of the Proposed Debt Conversions (the “**Completion Date**”), they are so fulfilled;
- (iii) the Proposed Debt Conversions and the allotment and issuance of the Debt Conversion Shares having been approved by the Board;
- (iv) all other necessary consents, approvals and waivers required from any person, financial institution or regulatory body or authority of Singapore or elsewhere under any and all agreements applicable to the Company and/or applicable laws for the Proposed Debt Conversions and to give effect to the Proposed Debt Conversions being obtained and not having been revoked or amended before the Completion Date;
- (v) the Proposed Debt Conversions not being prohibited by any statute, order, rule or regulation promulgated after the date of the Debt Conversion Deeds by any applicable legislative, executive or regulatory body or authority;
- (vi) there having been no occurrence of any event or discovery of any fact rendering any of the relevant warranties in the Debt Conversion Deeds untrue or incorrect in any material respect as at the Completion Date as if they had been given again on the Completion Date; and
- (vii) the Company and the Lenders not being in breach of any of their respective undertakings and the covenants in the respective Debt Conversion Deed as at the Completion Date.

2.3.4 Completion

The completion of the respective Proposed Debt Conversions will occur on the date falling five (5) business days after all of the Conditions have been satisfied and/or waived, or such other date as may be mutually agreed between the respective Lenders and the Company.

LETTER TO SHAREHOLDERS

2.3.5 Additional Listing Application

The Company has, through its Sponsor, made an application to the SGX-ST for the dealing in, listing of and quotation for the Debt Conversion Shares on the Catalyst and will make the necessary announcement upon receipt of the LQN from the SGX-ST.

2.4. **Rationale for the Proposed Debt Conversions**

The rationale of the Proposed Debt Conversions is to reduce the Group's indebtedness, improve the Group's debt-equity ratio, and eliminate the need for any cash repayment, in view of the current financial and cash position of the Group. The Proposed Debt Conversions is also intended to provide greater financial stability to the Group and to alleviate pressures on its cash flow.

The Board is of the opinion that the successful completion of the Proposed Debt Conversions would enable the Group to deploy more of its cash flow towards its ongoing business operations and/or to explore other business opportunities, instead of being committed towards debt servicing and repayment.

The Proposed Debt Conversions is also a demonstration of the Lenders' continued support for and confidence in the viability and long-term prospects of the Group.

3. **THE PROPOSED DEBT CONVERSIONS AND ALLOTMENT AND ISSUANCE OF DEBT CONVERSION SHARES PURSUANT TO CHAPTER 8 OF THE CATALYST RULES**

3.1. **Rule 803 of the Catalyst Rules**

Rule 803 of the Catalyst Rules provides that an issuer must not issue securities to transfer a Controlling Interest without prior approval of shareholders in general meeting.

As at the Latest Practicable Date, Lee Sui Hee holds 93,310,612 Shares, representing approximately 6.59% of the existing issued share capital of the Company. Upon completion of the Proposed Debt Conversions, Lee Sui Hee will hold 532,400,010 Shares, representing approximately 28.28% of the enlarged issued share capital of the Company and become a controlling shareholder of the Company.

As Lee Sui Hee will become a Controlling Shareholder holding more than 15.0% of the enlarged issued share capital upon completion of the Proposed Debt Conversions and allotment and issuance of the Debt Conversion Shares, the Company is required to seek specific Shareholders' approval for the Proposed Transfer of Controlling Interest pursuant to Rule 803 of the Catalyst Rules.

3.2. **Section 161 of the Companies Act and Rule 805(1) of the Catalyst Rules**

Section 161 of the Companies Act and Rule 805(1) of the Catalyst Rules provide, amongst others, that an issuer must obtain the prior approval of shareholders in general meeting for the issue of shares or convertible securities or the grant of options carrying rights to subscribe for shares of the issuer unless the issue of shares or convertible securities or the grant of options carrying rights to subscribe for shares of the issuer is made pursuant to a general mandate previously obtained from shareholders of the issuer previously obtained in a general meeting as provided in Rule 806 of the Catalyst Rules.

LETTER TO SHAREHOLDERS

The Company will be seeking specific Shareholder's approval for the proposed allotment and issuance of the Debt Conversion Shares to the Lender in accordance with Section 161 of the Companies Act and Rule 805(1) of the Catalyst Rules. The Company will not be relying on its existing general mandate approved by Shareholders at the annual general meeting of the Company held on 29 July 2025 for allotment and issuance of the Debt Conversion Shares.

3.3. Rule 812 of the Catalyst Rules

Rules 812(1) and Rule 812(2) of the Catalyst Rules provide, amongst others, that an issue of shares must not be placed to an issuer's Directors and Substantial Shareholders unless specific shareholders' approval has been obtained for such placement, and the person, and its associates, must abstain from voting on the resolution approving the placement.

As both Lee Sui Hee and Zhou Xinping are persons falling within the categories set out in Rule 812 of the Catalyst Rules, the Company will seek approval from Shareholders for each of the LSH Debt Conversion and ZXP Debt Conversion.

4. ZXP DEBT CONVERSION AS AN INTERESTED PERSON TRANSACTION UNDER CHAPTER 9 OF THE CATALYST RULES

- 4.1. Transactions entered into between an issuer's "interested person" and the issuer, its subsidiaries or associated companies (which the listed group or its interested persons have control over) are deemed "interested person transactions" and subject to Chapter 9 of the Catalyst Rules. Zhou Xinping is an Executive Director of the Company and is deemed to be an interested person as defined under Chapter 9 of the Catalyst Rules. Accordingly, the ZXP Debt Conversion constitutes an IPT. The other Lender, Lee Sui Hee is not interested person as defined under Chapter 9 of the Catalyst Rules.
- 4.2. Based on the Company's latest audited financial statements for FY2025, the Group was in a negative NTA position of approximately S\$3,519,137. As the Group's latest audited NTA as at 31 March 2025 is negative, the use of NTA as a benchmark to compute the materiality thresholds under Rules 905 and 906 of the Catalyst Rules would not be meaningful. Pursuant to Rule 905(4) and Rule 906(3) of the Catalyst Rules, where a group's latest audited NTA is negative, the issuer is required to consult the SGX-ST on the appropriate benchmark to calculate the relevant thresholds in Rules 905(1), 905(2) and 906(1) of the Catalyst Rules, which may be based on its market capitalisation. In this regard, the Company had consulted the SGX-ST on the appropriate benchmark for the IPT calculation and the Company announced on 22 January 2026 that the SGX-ST had informed the Company that it may use the average of its daily market capitalisation of the last month of the immediately preceding financial year, which will be computed based on the total number of issued Shares (excluding treasury shares) multiplied by the volume weighted average price for each trading day in that month (the "**Alternative Reference Point**"), as an alternative reference point to determine the materiality thresholds under Rules 905 and 906 of the Catalyst Rules, for such period that the Group's NTA remains negative.
- 4.3. Based on the Alternative Reference Point, the value of the ZXP Debt Conversion of S\$352,389 represents approximately 3.54% of the average daily market capitalisation of S\$9,964,273 (computed based on the volume weighted average price for each trading day in March 2025 and the number of Shares then in issue of 1,181,534,398 Shares). As such, the ZXP Debt Conversion constitutes a discloseable IPT under Rule 905(1) of the Catalyst Rules.

LETTER TO SHAREHOLDERS

- 4.4. Save as disclosed above, there are no other IPTs entered into between the Company and Zhou Xinpings or his associates for the current financial year ending 31 March 2026 as at the Latest Practicable Date.
- 4.5. The Audit Committee of the Company having considered, *inter alia*, the terms and conditions of the Debt Conversion Deeds, the rationale for the Proposed Debt Conversions, the Debt Conversion Price, the financial performance of the Group and the financial effects of the Proposed Debt Conversion, is of the opinion that the ZXP Debt Conversion is on normal commercial terms, and is not prejudicial to the interests of the Company and its minority Shareholders.

5. CHANGES IN SHAREHOLDING INTERESTS

- 5.1. The interests of the Directors, Substantial Shareholders and Lenders as at the Latest Practicable Date and upon completion of the Proposed Debt Conversions are set out in Appendix A to this Circular.
- 5.2. Save as disclosed in this Circular, none of the Directors or Substantial Shareholders and their associates has any interest, direct or indirect, in the Proposed Debt Conversions (other than their shareholdings and/or directorship in the Company, if any).

6. FINANCIAL EFFECTS OF THE PROPOSED DEBT CONVERSIONS

- 6.1. The *pro forma* financial effects of the Proposed Debt Conversions set out below are strictly for illustrative purposes and are not indicative of the actual financial position and results of the Group following completion of the Proposed Debt Conversions.
- 6.2. The *pro forma* financial effects have been prepared based on the latest audited financial results of the Group for FY2025, on the following bases and assumptions:
 - (a) the Proposed Debt Conversions had been completed on 31 March 2025 for the purpose of illustrating the financial effects on the NTA;
 - (b) the Proposed Debt Conversions had been completed on 1 April 2024 for the purpose of illustrating the financial effects on the EPS;
 - (c) the Proposed Debt Conversions had been completed on 31 March 2025 for the purpose of illustrating the financial effects on the net gearing;
 - (d) the issuance and allotment of 100,000,000 Shares and 135,000,000 Shares pursuant to the placements undertaken by the Company, which had completed on 13 August 2025 and 13 November 2025 respectively, had been completed on 31 March 2025 for the purposes of illustrating the relevant financial effects;
 - (e) no other outstanding convertible securities of the Company have been converted into Shares;
 - (f) the share capital of the Company as at the Latest Practicable Date comprising 1,416,534,398 Shares (excluding treasury shares and subsidiary holdings); and
 - (g) the expenses incurred in connection with the Proposed Debt Conversions amounting to approximately S\$48,000.

LETTER TO SHAREHOLDERS

6.3. Share Capital

The financial effects on the share capital of the Company are as follows:

	Before the Proposed Debt Conversions	After the Proposed Debt Conversions
Issued and Paid-Up Capital (S\$)	87,737,254	93,797,805
Total Number of issued Shares (excluding treasury shares and subsidiary holdings)	1,416,534,398	1,882,730,642

6.4. NTA per Share

The financial effects on the NTA per Share are as follows:

	Before the Proposed Debt Conversions	After the Proposed Debt Conversions
NTA attributable to the owners of the Group (S\$)	(1,156,693)	4,855,858
Number of issued ordinary shares in the capital of the Company	1,416,534,398	1,882,730,642
NTA per Share (Singapore cents)	(0.08)	0.26

6.5. EPS

The financial effects on the EPS are as follows:

	Before the Proposed Debt Conversions	After the Proposed Debt Conversions
Earnings after income tax attributable to the owners of the Company (S\$)	35,489	35,489
Number of issued ordinary shares in the capital of the Company	1,416,534,398	1,882,730,642
EPS (Singapore cents)	0.0025	0.0019

LETTER TO SHAREHOLDERS

6.6. Net Gearing

The financial effects on the net gearing are as follows:

	Before the Proposed Debt Conversions	After the Proposed Debt Conversions
Net debt ⁽¹⁾ (S\$)	11,095,329	10,790,940
Total capital ⁽²⁾ (S\$)	14,971,637	20,679,799
Net gearing ⁽³⁾ (%)	74.11	52.18

Notes:

- (1) Net debt is calculated as borrowings, lease liabilities, and trade and other payables, less cash and short term deposits.
- (2) Total capital is calculated as total equity plus net debt.
- (3) Net gearing is calculated as net debt divided by total capital.

7. DIRECTORS' OPINION

- 7.1. Zhou Xinping who is interested in the ZXP Debt Conversion has abstained from and will not be involved in any decision of the Board in relation to the ZXP Debt Conversion.
- 7.2. The Proposed Debt Conversions will not result in any new cash proceeds for the Company. The Directors are of the opinion that after taking into consideration the Group's present internal resources, present bank facilities available and the operating cash flows of the Group, the working capital available to the Group is sufficient to meet its present requirements.

8. DIRECTORS' RECOMMENDATION

Zhou Xinping, an Executive Director, is interested in the Proposed Debt Conversions and has abstained in making any recommendation in relation thereto.

The Directors (save for Zhou Xinping) having considered and reviewed, amongst others, the rationale for, the terms and conditions of the Proposed Debt Conversions and all other relevant facts set out in this Circular, are collectively of the view that the Proposed Transactions are in the best interests of the Company, and therefore recommend that Shareholders vote in favour of the Ordinary Resolutions 1 and 2 in relation to the Proposed Debt Conversions and Ordinary Resolution 3 in relation to the Proposed Transfer of Controlling Interest at the EGM.

9. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages N-1 to N-4 of this Circular, will be held at 31 Changi South Avenue 2, Tritech Building, Singapore 486478 on 13 February 2026, Friday at 10:00 am for the purpose of considering and, if thought fit, passing with or without modifications, the Ordinary Resolutions as set out in the Notice of EGM.

LETTER TO SHAREHOLDERS

10. ABSTENTION FROM VOTING

Pursuant to Rules 804 and 812 of the Catalist Rules, the Lenders and their associates shall abstain from exercising their voting rights in respect of all Shares owned by them and shall not accept appointments as proxies unless specific instructions as to voting are given, in respect of Ordinary Resolution 1 and Ordinary Resolution 2, set out in the Notice of EGM in relation to the Proposed Debt Conversions. Lee Sui Hee and his associates will abstain from voting on Ordinary Resolution 3 in relation to the Proposed Transfer of Controlling Interest to Lee Sui Hee. Accordingly, the Company will disregard any votes cast on the Ordinary Resolution 1, Ordinary Resolution 2 and Ordinary Resolution 3 (as the case may be) by such persons required to abstain from voting in respect of the respective resolutions.

11. ACTIONS TO BE TAKEN BY SHAREHOLDERS

11.1. Appointment of Proxies

The duly executed Proxy Form must be sent to the Company in the following manner:–

- (a) if sent personally or by post, be received by the Company's Share Registrar, In.Corp Corporate Services Pte. Ltd. at 36 Robinson Road, #20-01 City House, Singapore 068877; or
- (b) if submitted by email, be sent as a clearly readable image to Company's Share Registrar, In.Corp Corporate Services Pte. Ltd. by email at shareregistry@incorp.asia,

in either case, by 10:00 am on 10 February 2026, and in default the Proxy Form shall not be treated as valid. Hardcopies of the Notice of EGM, Proxy Form and Request Form will be sent by post to Shareholders. Alternatively, Shareholders may access the Proxy Form on SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company's website at https://www.tritech.com.sg/investor_index.html, and thereafter download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or by scanning and submitting it by way of electronic means via email to the email address provided above. Shareholders are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email. The completion and return of the Proxy Form by such Shareholder will not prevent him from attending and voting at the EGM in person if he so wishes.

11.2. When Depositor regarded as Shareholder

A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register as certified by the CDP at least 72 hours before the time fixed for holding the EGM.

11.3. Submission of Questions in advance of the EGM

11.3.1 Shareholders may submit questions which are substantial and relevant to the Proposed Transactions tabled for approval at the EGM by writing to the Company in advance of the EGM. Alternatively, Shareholders may also pose such questions during the EGM. Shareholders should submit questions in the following manner:

- (a) via email at shareholder@tritech.com.sg; or

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(b) via post to the business office of the Company at 31 Changi South Avenue 2, Tritech Building, Singapore 486478,

in either case, by 10:00 am on 5 February 2026. Investors who hold Shares through relevant intermediaries, including under SRS, should approach their respective SRS Operators to submit their questions based on the abovementioned instructions.

11.3.2 For verification purposes, when submitting any questions via email, Shareholders MUST provide the Company with their particulars (comprising full name (for individuals)/company name (for corporates), email address, contact number, NRIC/passport number/company registration number, shareholding type and number of shares held), failing which the submission will be treated as invalid.

11.3.3 For questions submitted in advance of the EGM, the Company will endeavour to address the questions which are substantial and relevant to the agenda of the EGM prior to the EGM and by publication on the SGXNET and the Company's website at https://www.tritech.com.sg/investor_index.html by 8 February 2026. Where substantial and relevant questions submitted by Shareholders are unable to be addressed prior to the EGM, including any questions received by the Company after 10:00 am on 5 February 2026, the Company will address them during the EGM.

11.3.4 The Company will also publish the minutes of the EGM on SGXNET within one month after the date of the EGM, and the minutes would include the responses to the substantial and relevant questions addressed at the EGM.

11.3.5 Printed copies of this Circular will NOT be despatched to Shareholders. Accordingly, only hardcopies of the Notice of EGM, Proxy Form and Request Form will be sent by post to Shareholders. Shareholders who wish to obtain a printed copy of the Circular should complete the Request Form and return it to the Company at 31 Changi South Avenue 2, Tritech Building, Singapore 486478 or via email to shareholder@tritech.com.sg, no later than 10:00 am on 5 February 2026. This Circular have been made available on SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company's website at https://www.tritech.com.sg/investor_index.html. A Shareholder will need an internet browser and PDF reader to view these documents.

SHAREHOLDERS ARE ADVISED TO READ IN ITS ENTIRETY THIS CIRCULAR (TOGETHER WITH ALL DOCUMENTS ATTACHED THERETO) CAREFULLY AND THOROUGHLY BEFORE DECIDING WHETHER TO VOTE FOR OR AGAINST THE ORDINARY RESOLUTION SET OUT IN THE NOTICE OF EGM.

12. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Debt Conversions (including the allotment and issuance of the Debt Conversion Shares) and the Proposed Transfer of Controlling Interest, and the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this

LETTER TO SHAREHOLDERS

Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

13. CONSENT FROM LEGAL ADVISER

Icon Law LLC, the legal adviser to the Company as to Singapore law in relation to this Circular, has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of its name, and all references thereto in the form and context in which they appear in this Circular.

14. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at 31 Changi South Avenue 2, Tritech Building, Singapore 486478 during normal office hours from the date hereof up to and including the date of the EGM:

- (a) the Company's constitution;
- (b) the consent letter of Icon Law LLC; and
- (c) the Debt Conversion Deeds.

Yours faithfully
For and on behalf of the Board of Directors of
Tritech Group Limited

Dr Wang Xiaoning (Jeffrey Wang)
Managing Director
29 January 2026

APPENDIX A

INTERESTS OF THE DIRECTORS, SUBSTANTIAL SHAREHOLDERS AND LENDERS IN THE SHARE CAPITAL OF THE COMPANY

	Number of Shares as at the Latest Practicable Date	Percentage shareholding as at the Latest Practicable Date (%) ⁽¹⁾	Number of Shares upon completion of the Proposed Debt Conversions	Percentage shareholding upon completion of the Proposed Debt Conversions (%) ⁽²⁾
Lenders				
Lee Sui Hee	93,310,612	6.59	532,400,010	28.28
Mr. Zhou Xinping	6,000	0.0004	27,112,846	1.44
Directors (other than the Lenders)				
Mr. Aw Eng Hai	11,765,000	0.83	11,765,000	0.62
Dr. Wang Xiaoning (Jeffrey Wang)	120,673,628	8.52	120,673,628	6.41
Mr. Ong Eng Keang	–	–	–	–
Mr. Tan Chade Phang	–	–	–	–
Substantial Shareholders (other than Directors and the Lenders)				
Protocol Capital W.L.L.	83,333,334	5.88	83,333,334	4.43

Notes:

- (1) The percentage shareholding interest is computed based on the existing issued and paid-up share capital (excluding treasury shares and subsidiary holdings) of the Company comprising of 1,416,534,398 Shares as at the Latest Practicable Date.
- (2) The percentage shareholding interest upon completion of the allotment and issue of 466,196,244 Debt Conversion Shares is computed based on the enlarged issued and paid-up share capital (excluding treasury shares and subsidiary holdings) of the Company comprising of 1,882,730,642 Shares.

NOTICE OF EXTRAORDINARY GENERAL MEETING

TRITECH GROUP LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number 200809330R)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of Tritech Group Limited (“Company”) will be held at 31 Changi South Avenue 2, Tritech Building, Singapore 486478 on 13 February 2026, Friday at 10:00 am for the purpose of considering and, if thought fit, passing with or without modifications the following resolution:

Unless otherwise defined, all capitalised terms used herein shall bear the same meaning as in the circular to shareholders dated 29 January 2026 issued by the Company (“Circular”).

AS ORDINARY RESOLUTIONS:

RESOLUTION 1: ZXP DEBT CONVERSION

THAT subject to and contingent upon the passing of Ordinary Resolution 3:

- (a) pursuant to Section 161 of the Companies Act and Rules 804, 805 and 812 of the Catalyst Rules, approval be given to the Directors to allot and issue 27,106,846 Debt Conversion Shares to Zhou Xinping at the Debt Conversion Price of S\$0.0130 per Debt Conversion Share under the ZXP Debt Conversion pursuant to and subject to the terms and conditions of the relevant Debt Conversion Deed;
- (b) the Directors and each of them be authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be necessary, desirable or expedient in the interests of the Company to give effect to this Ordinary Resolution 1; and
- (c) the Directors or any of them be authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this Ordinary Resolution 1 as they or he may think fit.

RESOLUTION 2: LSH DEBT CONVERSION

THAT:

- (a) pursuant to Section 161 of the Companies Act and Rules 804, 805 and 812 of the Catalyst Rules, approval be given to the Directors to allot and issue 439,089,398 Debt Conversion Shares to Lee Sui Hee at the Debt Conversion Price of S\$0.0130 per Debt Conversion Share under the LSH Debt Conversion pursuant to and subject to the terms and conditions of the relevant Debt Conversion Deed;
- (b) the Directors and each of them be authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be necessary, desirable or expedient in the interests of the Company to give effect to this Ordinary Resolution 2; and

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (c) the Directors or any of them be authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this Ordinary Resolution 2 as they or he may think fit.

RESOLUTION 3: THE PROPOSED TRANSFER OF CONTROLLING INTEREST

THAT subject to and contingent upon the passing of Ordinary Resolution 1:

- (a) approval be given under Rule 803 of the Catalist Rules for the Proposed Transfer of Controlling Interest to Lee Sui Hee; and
- (b) the Directors or any of them be authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this Ordinary Resolution 3 as they or he may think fit.

BY ORDER OF THE BOARD

Dr Wang Xiaoning (Jeffrey Wang)
Managing Director
29 January 2026

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

Unless otherwise defined, all capitalised terms used herein shall have the same meanings as the Circular dated 29 January 2026.

- (1) The EGM will be held, in a wholly physical format, at 31 Changi South Avenue 2, Tritech Building, Singapore 486478 on 13 February 2026, Friday at 10:00 am. **There will be no option for Shareholders to participate virtually.** Printed copies of the Circular will NOT be despatched to members. Accordingly, only hardcopies of this Notice of EGM, Proxy Form and Request Form will be sent by post to members. Members who wish to obtain a printed copy of the Circular should complete the Request Form and return it to the business office of the Company at 31 Changi South Avenue 2, Tritech Building, Singapore 486478 or via email to shareholder@tritech.com.sg, no later than 5 February 2026.
- (2) The Circular, Notice of EGM, Proxy Form and Request Form have been made available on the SGXNet at <https://www.sgx.com/securities/company-announcements> and the Company's website at https://www.tritech.com.sg/investor_index.html. An internet browser and PDF reader are required to view these documents on SGXNet or the Company's website.
- (3) Members including SRS Investors may participate in the EGM by:
 - (a) attending the EGM in person;
 - (b) raising questions at the EGM or submitting questions in advance of the EGM; and/or
 - (c) voting at the EGM either by themselves personally or through their duly appointed proxy(ies).

Investors who hold Shares through relevant intermediaries, including under SRS, should approach their respective SRS Operators to submit their questions based on the instructions stated herein.

- (4) A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies. Where such member's Proxy Form appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the Proxy Form, otherwise the Company shall be entitled to treat the first named proxy as representing the entire number of Shares registered against the member's name in the Depository Register and any second named proxy as an alternate to the first named proxy.
- (5) A member who is a relevant intermediary is entitled to appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's Proxy Form appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the Proxy Form or alternatively, separate Proxy Forms should be used.
- (6) **"Relevant Intermediary"** has the same meaning ascribed to it in Section 181 of the Act.
- (7) SRS Investors may attend and cast his/her vote(s) at the EGM in person. SRS Investors who are unable to attend the EGM but would like to vote, may inform their SRS Operators to appoint the Chairman of the EGM to act as their proxy, at least seven (7) working days before the EGM (i.e. by 10:00 am on 4 February 2026) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form.
- (8) If no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the proxy(ies) (except where the Chairman of the EGM is appointed as the member's proxy) will vote or abstain from voting at his/her/their discretion. In the absence of specific direction as to the voting given by a member, the appointment of the Chairman of the EGM as the member's proxy for the resolution will be treated as invalid.
- (9) A proxy, including the Chairman of the EGM, need not be a member of the Company.
- (10) The duly executed Proxy Form must be submitted to the Company in the following manner:
 - (a) if sent personally or by post, be received by the Company's Share Registrar, In.Corp Corporate Services Pte. Ltd. at 36 Robinson Road, #20-01 City House, Singapore 068877; and
 - (b) if submitted by email, be sent as a clearly readable image to Company's Share Registrar, In.Corp Corporate Services Pte. Ltd. by email at shareregistry@incorp.asia,

in either case no later than 10:00 am on 10 February 2026 (being not less than seventy-two (72) hours before the time appointed for holding the EGM), and in default the Proxy Form shall not be treated as valid. A member who wishes to submit the Proxy Form must either (i) complete and sign the hardcopy of the Proxy Form which will be despatched to the member, or (ii) download, complete and sign the softcopy of the Proxy Form, before submitting it

NOTICE OF EXTRAORDINARY GENERAL MEETING

either by (A) scanning and submitting it by way of electronic means via email to the email address provided above, or (B) post to the address provided above. Members are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email. The submission of the Proxy Form by such member will not prevent him from attending and voting at the EGM in person if he so wishes.

- (11) The Proxy Form must be signed by the appointor or his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised or in such manner as appropriate under the applicable laws. A copy of the power of attorney or such other authority must be submitted together with the Proxy Form, failing which the Proxy Form may be treated as invalid.
- (12) The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form. In addition, in the case of members of the Company whose Shares are entered against their names in the Depository Register, the Company may reject a Proxy Form if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy-two (72) hours before the time fixed for holding the EGM, as certified by the CDP to the Company. A Depositor shall not be regarded as a member of the Company entitled to attend, speak and vote at the EGM unless his name appears on the Depository Register seventy two (72) hours before the time fixed for holding the EGM.
- (13) Shareholders may submit questions which are substantial and relevant to the Proposed Transactions tabled for approval at the EGM by writing to the Company in advance of the EGM. Alternatively, Shareholders may also pose such questions during the EGM. Shareholders should submit questions in the following manner:
 - (a) via email at shareholder@tritech.com.sg; or
 - (b) via post to the business office of the Company at 31 Changi South Avenue 2, Tritech Building, Singapore 486478, in either case, by 10:00 am on 5 February 2026. Investors who hold Shares through relevant intermediaries, including under SRS, should approach their respective SRS Operators to submit their questions based on the abovementioned instructions. For questions submitted in advance of the EGM, the Company will endeavour to address the questions which are substantial and relevant to the agenda of the EGM prior to the EGM and by publication on the SGXNET and the Company's website at https://www.tritech.com.sg/investor_index.html by 8 February 2026. Where substantial and relevant questions submitted by Shareholders are unable to be addressed prior to the EGM, including any questions received by the Company after 10:00 am on 5 February 2026, the Company will address them during the EGM.
- (14) For verification purposes, when submitting any questions via email, Shareholders MUST provide the Company with their particulars (comprising full name (for individuals)/company name (for corporates), email address, contact number, NRIC/passport number/company registration number, shareholding type and number of shares held), failing which the submission will be treated as invalid.

PERSONAL DATA PRIVACY

By submitting a Proxy Form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing 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), 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) 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.

TRITECH GROUP LIMITED

(Company Registration No. 200809330R)
(Incorporated in the Republic of Singapore)

EXTRAORDINARY GENERAL MEETING PROXY FORM

(Please see notes overleaf before completing this Proxy Form)

A printed copy of this Proxy Form will be sent to members and has also been made available to members via electronic means on SGXNet and the Company's website.

IMPORTANT:

1. Pursuant to section 181(1C) of the Companies Act 1967 of Singapore (the "Act"), relevant intermediaries (as defined in the Act) may appoint more than 2 proxies to attend, speak and vote at the EGM.
2. For investors who have used their Supplementary Retirement Scheme monies to buy Shares in the Company (the "SRS Investors"), this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. SRS Investors may attend and cast his/her vote(s) at the EGM in person. SRS Investors who are unable to attend the EGM but would like to vote, may inform their SRS Operators to appoint the Chairman of the EGM to act as their proxy, at least seven (7) working days before the EGM (i.e. by 10:00 am on 4 February 2026) to allow sufficient time for their respective relevant intermediaries to, in turn, submit a Proxy Form by the cut-off date at 10:00 am on 10 February 2026.

*I/We (Name) _____

*NRIC/Passport No./Company Registration No. _____

of (Address) _____

being a member/members of TRITECH GROUP LIMITED (the "Company") hereby appoint:

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

*and/or (delete as appropriate)

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing *him/her/them, the Chairman of the extraordinary general meeting of the Company (the "EGM"), as *my/our proxy/proxies to attend, speak and vote for *me/us on *my/our behalf at the EGM to be held at 31 Changi South Avenue 2, Tritech Building, Singapore 486478 on 13 February 2026, Friday at 10:00 am and at any adjournment thereof.

*I/We direct *my/our *proxy/proxies to vote for or against the resolution to be proposed at the EGM as indicated hereunder. **If no specific direction as to voting is given, the *proxy/proxies (except where the Chairman of the EGM is appointed as *my/our proxy) will vote or abstain from voting at *his/her/their discretion. In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the EGM as *my/our proxy for that resolution will be treated as invalid.**

No.	ORDINARY RESOLUTION	For**	Against**	Abstain**
1	ZXP Debt Conversion			
2	LSH Debt Conversion			
3	The Proposed Transfer of Controlling Interest			

Notes:

* Delete as appropriate.

** Voting will be conducted by poll. If you wish to exercise all your votes "For" or "Against" please tick [] in the "For" or "Against" box. Alternatively, please indicate the number of votes "For" or "Against" in the appropriate box. If you wish to "Abstain" from voting on the resolution, please tick [] in the abstain box. Alternatively, please indicate the number of shares you wish to abstain from voting.

Dated this _____ day of _____ 2026

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

Signature(s) of Member(s) or Common Seal

IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM

Notes:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in section 81SF of the SFA), you should insert that number. If you have Shares registered in your name in the Register of Members of the Company, you should insert that number. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members of the Company, you should insert the aggregate of the numbers. If no number is inserted, this Proxy Form shall be deemed to relate to all the Shares held by you.
2. A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies. Where such member's Proxy Form appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the Proxy Form, otherwise the Company shall be entitled to treat the first named proxy as representing the entire number of Shares registered against the member's name in the Depository Register and any second named proxy as an alternate to the first named proxy.
3. A member who is a relevant intermediary is entitled to appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's Proxy Form appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the Proxy Form or alternatively, separate Proxy Forms should be used.
4. **"Relevant Intermediary"** has the same meaning ascribed to it in Section 181(6) of the Act.
5. A proxy, including the Chairman of the EGM, need not be a member of the Company.
6. The Proxy Form must:
 - (a) if sent personally or by post, be received by the Company's Share Registrar, In.Corp Corporate Services Pte. Ltd. at 36 Robinson Road, #20-01 City House, Singapore 068877; and
 - (b) if submitted by email, be sent as a clearly readable image to Company's Share Registrar, In.Corp Corporate Services Pte. Ltd. by email at shareregistry@incorp.asia,
- in either case no later than 10:00 am on 10 February 2026, and in default the Proxy Form shall not be treated as valid. A member who wishes to submit the Proxy Form must either (i) complete and sign the hardcopy of the Proxy Form which will be despatched to the member, or (ii) download, complete and sign the softcopy of the Proxy Form, before submitting it either by (A) scanning and submitting it by way of electronic means via email to the email address provided above, or (B) post to the address provided above. Members are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email. The submission of the Proxy Form by such member will not prevent him from attending and voting at the EGM in person if he so wishes.
7. The Proxy Form must be signed under the hand of the appointor or of his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer or in such manner as appropriate under the applicable laws. A copy of the power of attorney or such other authority must be submitted together with the Proxy Form, failing which the Proxy Form may be treated as invalid.
8. The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form. In addition, in the case of members of the Company whose Shares are entered against their names in the Depository Register, the Company may reject a Proxy Form if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy-two (72) hours before the time fixed for holding the EGM, as certified by the CDP to the Company. A Depositor shall not be regarded as a member of the Company entitled to attend, speak and vote at the EGM unless his name appears on the Depository Register seventy two (72) hours before the time fixed for holding the EGM.
9. By submitting this Proxy Form, a member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 29 January 2026.