

(Incorporated in the Republic of Singapore) (Company Registration No. 200007107D)

(the "Company")

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of the Company will be held at Level 5 of TEE Building, 25 Bukit Batok Street 22, Singapore 659591 on 11 November 2024 at 4.00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without any modifications. SPECIAL RESOLUTIONS

RESOLUTION 1: PROPOSED CHANGE OF NAME

RESOLVED THAT:

- (a) subject to the approval of the Accounting and Corporate Regulatory Authority of Singapore, the name of the Company be changed to "Merak Holdings Limited" and the name "TEE International Limited" be substituted by "Merak Holdings Limited" wherever the former name appears in the Company's constitution; and
- (b) the Directors and any one of them be and are hereby authorised to approve and complete and do all such acts and things (including, without limitation, to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as they or he may consider expedient, desirable, necessary or in the interests of the Company to give effect to this special resolution.

RESOLUTION 2: ADOPTION OF THE NEW CONSTITUTION

RESOLVED THAT the new constitution of the Company ("New Constitution") be adopted in the manner following:

- (a) the regulations contained in the New Constitution (a copy of which has been circulated to the shareholders together with this Notice), be approved and adopted as the constitution of the Company, in substitution for, and to the exclusion of, the existing constitution of the Company; and
- (b) the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents and approving any amendments, alterations or modifications to any documents as may be required) as they may consider expedient or necessary to give effect to the adoption of the New Constitution as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company.

ORDINARY RESOLUTIONS

RESOLUTION 3: PROPOSED DISPOSAL OF G3 ENVIRONMENTAL PRIVATE LIMITED

RESOLVED THAT:

- (a) approval be and is hereby given, including for the purposes of Section 160 of the Companies Act 1967, for the disposal by the Company's wholly-owned subsidiary, TEE Infrastructure Private Limited, of its 50.1% interest in G3 Environmental Private Limited to Re Sustainability International (Singapore) Pte. Ltd. (the "Purchaser") on the terms and subject to the conditions of the Sale and Purchase Agreement entered into between TEE Infrastructure Private Limited, Advancer Global Facility Pte. Ltd, and Kenmoore Mezzanine Investments Ltd as sellers, the Company as guarantor and the Purchaser (the "Proposed Disposal");
- (b) the Directors or any of them be and are hereby 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 the Proposed Disposal and this ordinary resolution as they or he may think fit; and
- (c) the Directors be and are hereby authorised to announce on the Company's website all notices and updates relating to the Proposed Disposal, including without limitation updates relating to the completion of the Proposed Disposal.

RESOLUTION 4: SHARE ISSUANCE MANDATE

RESOLVED THAT pursuant to the provisions of Section 161 of the Companies Act 1967, and subject otherwise to the provisions of that Act and the constitution of the Company, the Directors be and are hereby authorised to issue shares of the Company to such persons and on such terms and conditions and with such rights or restrictions as they may think fit to impose and that such authority shall continue in force until the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

RESOLUTION 5: PROPOSED RENOUNCEABLE RIGHTS ISSUE

RESOLVED THAT:

subject to the approval of Resolution 3 by the Shareholders:

- (a) a proposed renounceable rights issue (the "Rights Issue") of up to 3,234,412,380 new ordinary shares (the "Rights Shares") at an issue price of \$\$0.00203 (the "Issue Price") for each Rights Share, on the basis of five (5) Rights Shares for every one (1) existing ordinary share held by an existing shareholder as at the time and date (to be notified by the Company) at and on which, the register of members and the share transfer books of the Company will be closed to determine the provisional allotments of Rights Shares of existing shareholders under the Rights Issue (the "Record Date"), be and is hereby approved;
- (b) authority be and is hereby given to the Directors to undertake the Rights Issue, provisionally allot and issue the Rights Shares at the Issue Price on the basis of five (5) Rights Shares for every one (1) existing ordinary share held by an existing shareholder as at the Record Date, and allot and issue the Rights Shares at the Issue Price on the terms and conditions set out below and/or on such other terms and conditions (including the basis of provisional allotments of the Rights Shares) as the Directors may in their absolute discretion and from time to time think fit:
 - (i) the provisional allotment of the Rights Shares shall be made on a renounceable basis to existing shareholders as at the Record Date;
 - (ii) the provisional allotment of the Rights Shares which are not taken up or allotted shall be used to satisfy applications by existing shareholders as at the Record Date of the Rights Shares in excess of their provisional allotments of Rights Shares (if any) or disposed of or otherwise dealt with in such manner as the Directors may in their absolute discretion deem fit for the benefit of the Company; and
 - (iii) the Rights Shares when allotted and issued will rank pari passu in all respects with the then existing issued shares, except that they will not rank for any dividends, rights, allotments or other. distributions the record date for which falls before the date of allotment and issue of the Rights Shares;
- (c) the Directors be and are hereby authorised to complete and do all such acts and things (including but not limited to finalising, approving and executing all such documents as may be required in connection with the Rights Issue, the issue of the provisional allotments of the Rights Shares and the issue of the Rights Shares, and making amendments to the terms and conditions of the Rights Issue (including the Issue Price)), and to exercise such discretion as the Directors may in their absolute discretion deem fit, advisable or to give full effect to this resolution, the Rights Issue and the allotment and issue of the Rights Shares; and
- d) the Directors be and are hereby authorised to announce on the Company's website all notices and updates relating to the Rights Issue, including without limitation notices relating to the Record Date, the despatch of the provisional allotment letter and the relevant forms, and the results of the proposed Rights Issue.

Date: 18 October 2024

By Order of the Board

Ong Beng Hong

Company Secretary

Note:

The Notice of Extraordinary General Meeting above exhibits the main information only. Shareholders may obtain a full version of the Notice together with Notes and Personal Data Privacy Disclaimer from the Company's website at the URL: https://www.teeintl.com.