



TEHO INTERNATIONAL INC LTD.

(Company Registration Number 200811433K)
(Incorporated in the Republic of Singapore)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of **TEHO INTERNATIONAL INC LTD.** (the "**Company**") will be held at 8 Wilkie Road, #03-08 Wilkie Edge, Singapore 228095 on Friday, 16 October 2009 at 3.00 p.m. for the following purposes:

AS ORDINARY BUSINESS:

- To receive and adopt the Directors' Report and the Audited Accounts for the financial period ended 30 June 2009 together with the Auditors' Report thereon. **(Resolution 1)**
- To approve the payment of a first and final (tax exempt one-tier) dividend of 1.4 cents per ordinary share for the financial period ended 30 June 2009. **(Resolution 2)**
- To approve the payment of Directors' fees of \$150,000 for the financial period ended 30 June 2009. **(Resolution 3)**
- To re-elect Mr Lim See Hoe, a Director retiring by rotation under Article 107 of the Company's Articles of Association. **(Resolution 4)**
- To re-elect Ms Lim Siew Cheng, a Director retiring by rotation under Article 107 of the Company's Articles of Association. **(Resolution 5)**
- To re-appoint Messrs RSM Chio Lim LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**

AS SPECIAL BUSINESS:

To consider and, if thought fit, to pass the following Resolutions as Special and Ordinary Resolutions, with or without any modifications:

7. Special Resolution: Authority to Allot and Issue Shares

"That pursuant to Section 161 of the Companies Act, Cap. 50, and the Rules of Catalist of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), authority be and is hereby given to the Directors to:

- (i) issue shares in the capital of the Company (the "**Shares**") whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit;
- (b) (notwithstanding that the authority conferred by this Special Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors while this Special Resolution was in force, provided that:
 - the aggregate number of Shares or Instruments to be issued pursuant to this Special Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Special Resolution) whether on a pro rata or non pro rata basis, does not exceed 100% of the issued share (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below);
 - (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (i) above, the percentage of the total number of issued shares (excluding treasury shares) shall be based on the total number of issued share (excluding treasury shares) in the capital of the Company at the time of passing this Special Resolution, after adjusting for:
 - new Shares arising from the conversion or exercise of any convertible securities;
 - new Shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of passing this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Rules of Catalist; and
 - any subsequent bonus issue, consolidation or subdivision of Shares;
- (c) in exercising the authority conferred by this Special Resolution, the Directors shall comply with the provisions of the Rules of Catalist for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
- (d) (unless revoked or varied by the Company in general meeting) this authority 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 and the Listing Manual to be held, whichever is the earlier." **(Resolution 7)**
(see explanatory note 1)

8. Ordinary Resolution: Authority to Issue Shares at a Discount

"That without prejudice to the generality of, and pursuant and subject to the approval of the Resolution 7, authority be and is hereby given to the Directors of the Company to issue Shares other than on a pro rata basis to shareholders of the Company, at a discount to the weighted average price of the Shares for trades done on the SGX-ST for the full market day on which the placement or subscription agreement is signed (or if not available, the weighted average price based on the trades done on the preceding market day), exceeding 10% but not more than 20%, 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,

provided that:

- in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Rules of Catalist for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act, Cap. 50 and otherwise, and the Articles of Association for the time being of the Company; and
- (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier." **(Resolution 8)**
(see explanatory note 2)

- To transact any other business that may be properly transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

Phua Sian Chin
Wee Woon Hong
Company Secretaries
Singapore

30 September 2009

Explanatory Notes:

- The Special Resolution 7 proposed in item 7 above, if passed, will empower the Directors of the Company from the date of the above Meeting until the date of the next Annual General Meeting is to be held or is required by law to be held, whichever is the earlier, to allot and issue shares and convertible securities in the capital of the Company. The aggregate number of shares and convertible securities which the Directors may allot and issue under this Special Resolution, whether on a pro rata or non pro rata basis, is up to 100% of the Company's issued share capital (excluding treasury shares) of the Company at the time of passing of this Resolution. This authority will, unless previously revoked or varied at a general meeting, expire at the next Annual General Meeting. This Special Resolution is not conditional on Ordinary Resolution 8.
- The Ordinary Resolution 8 proposed in item 8 above, if passed, will empower the Directors of the Company to issue shares in the capital of the Company by way of placement at an issue price at not more than 20% discount to the weighted average price for trades done on Catalist. In exercising the authority conferred by Ordinary Resolution 8, the Company shall comply with the requirements of the SGX-ST (unless waived by the SGX-ST), all applicable legal requirements and the Company's Articles of Association. Rule 811(1) of the Rules of Catalist presently provides that an issue of shares must not be priced at more than 10% discount to the weighted average price for trades done on the SGX-ST for the full market day on which the placement or subscription agreement is signed (or if not available, the weighted average price based on the trades done on the preceding market day). On 19 February 2009, the SGX-ST released a press release of new measures effective on 20 February 2009 (the "Press Release"); the new measures include allowing issuers to undertake placements of new shares using the general mandate to issue shares, priced at discounts of up to 20%, subject to the conditions that the issuer seeks shareholders' approval in a separate resolution at a general meeting to issue new shares on a non pro rata basis at a discount exceeding 10% but not more than 20%, and the general share issue mandate resolution is not conditional on this resolution. Ordinary Resolution 8 has been included following this new measure. The Press Release states that this new measure will also be in effect until 31 December 2010 when it will be reviewed by the SGX-ST.

Notes:

- A member of the Company entitled to attend and vote at the Annual General Meeting may appoint not more than two proxies to attend and vote instead of him.
- Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies. A proxy need not be a member of the Company.
- If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at 15 Kallang Way 4 Singapore 349074, not less than 48 hours before the time appointed for holding the above Meeting.

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