



TEHO INTERNATIONAL INC LTD.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of TEHO INTERNATIONAL INC LTD. (the "**Company**") will be held at 8 Wilkie Road #03-08 Wilkie Edge Singapore 228095 on Tuesday, 6 May 2014 at 2.00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the resolutions as set out below as ordinary resolutions:

Capitalised terms not defined herein shall refer to the definitions set out in the circular to shareholders dated 21 April 2014 (the "Circular")

ORDINARY RESOLUTION 1: PROPOSED DIVERSIFICATION

That:

- (a) approval be and is hereby given for the diversification by the Company and its subsidiaries of its core business to include property development and property investment that involve activities such as property-related investments, the holding of investments in property-related assets, and trading in and the development of property for sale (the "**Proposed New Business**") and any other activities related to the Proposed New Business;
- (b) the Company be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of, from time to time any such assets, investments and shares/interests in any entity that is in the Proposed New Business on such terms and conditions as the Directors deem fit, and such Directors be and are hereby authorised to take such steps and exercise such discretion and do all such acts or things as they deem desirable, necessary or expedient or give effect to any such investment, purchase, acquisition or disposal; and
- (c) the Directors of the Company 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 this Ordinary Resolution as they or he may think fit.

ORDINARY RESOLUTION 2: PROPOSED ACQUISITION

That, subject to and contingent upon the passing of Ordinary Resolution 1 and Ordinary Resolution 3:

- (a) pursuant to Chapter 10 of the Catalist Rules of the SGX-ST, approval be and is hereby given for the Proposed Acquisition, particulars of which are set out in the Circular;
- (b) the Directors or any of them be and are hereby authorised to take such steps, make such amendments to the terms and conditions of the Agreement (provided that the amendments are not material) and exercise such discretion as they or he may from time to time deem fit, advisable, desirable, expedient or necessary in connection with all or any of the above matters; 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 as they or he may think fit.

ORDINARY RESOLUTION 3: PROPOSED ISSUANCE OF CONSIDERATION SHARES

That, subject to and contingent upon the passing of Ordinary Resolution 1 and Ordinary Resolution 2:

- (a) approval be and is hereby given to the Directors or any of them to allot and issue to the Vendors, in accordance with the terms and conditions of Agreement, such number of Consideration Shares as may be required or permitted to be allotted and issued on Completion Date, to the Vendors, subject to and otherwise in accordance with the terms and conditions of the Agreement, whereby such Consideration Shares when issued shall rank *pari passu* in all respects with the then existing shares of the Company, save as may be provided in the terms and conditions of the Agreement; 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 as they or he may think fit.

By Order of the Board

TEHO INTERNATIONAL INC LTD.

LIM SEE HOE

EXECUTIVE CHAIRMAN & CEO

21 April 2014

Notes:

- (1) A shareholder of the Company entitled to attend and vote at the Extraordinary General Meeting of the Company ("**EGM**") may appoint not more than two proxies to attend and vote in his/her stead. A shareholder of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a shareholder of the Company.
- (2) If a proxy is to be appointed, the instrument appointing a proxy must be duly deposited at the registered office of the Company at 1 Commonwealth Lane #09-23 One Commonwealth Singapore 149544 not later than 48 hours before the time appointed for the holding of the EGM.
- (3) The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy 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.
- (4) A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 48 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.

This Notice has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, SAC Capital Private Limited, for compliance with the relevant rules of the SGX-ST. The Company's Sponsor has not independently verified the contents of this Notice.

This Notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this Notice, including the correctness of any of the statements or opinions made, or reports contained in this Notice.

The contact person for the Company's Sponsor is Ms. Alicia Kwan at 1 Robinson Road, #21-02, AIA Tower, Singapore 048542, telephone (65) 6221 5590.