

**TEHO**

INTERNATIONAL

**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 Thursday, 25 October 2012 at 3.00 p.m., for the following purposes:**AS ORDINARY BUSINESS:**

1. To receive and adopt the Directors' Report and Financial Statements for the financial year ended 30 June 2012 together with the Auditors' Report thereon. **(Resolution 1)**
2. To approve the payment of a first and final (tax exempt one-tier) dividend of 0.8 cent per ordinary share for the financial year ended 30 June 2012. **(Resolution 2)**
3. To approve the payment of Directors' fees of S\$150,000 for the financial year ended 30 June 2012. **(Resolution 3)**
4. To re-elect Mr Lim See Hoe, a Director, retiring by rotation under Article 107 of the Company's Articles of Association. **(Resolution 4)**
5. To re-elect Mr Terrance Tan Kong Hwa, a Director, retiring by rotation under Article 107 of the Company's Articles of Association. **(Resolution 5)**  
*(see explanatory note 1)*
6. To re-elect Mr Khoo Ming Hon, a Director retiring by rotation under Article 107 of the Company's Articles of Association. **(Resolution 6)**  
*(see explanatory note 2)*
7. To re-appoint Messrs RSM Chio Lim LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**

**AS SPECIAL BUSINESS:**

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

8. **Special Resolution: Authority to Allot and Issue Shares** **(Resolution 8)**  
"That pursuant to Section 161 of the Companies Act, Cap. 50, and Rule 806 of the Catalist Rules of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), authority be and is hereby given to the Directors to:
  - (a) (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 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 (collectively, "**Instruments**"),  
at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and
  - (b) (notwithstanding 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:
    - (i) 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);
    - (ii) (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:
      - (1) new Shares arising from the conversion or exercise of any convertible securities;
      - (2) new Shares arising from exercise of 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 Catalist Rules; and
      - (3) 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 Catalist Rules 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."  
*(see explanatory note 3)*
  9. 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**Joint Company Secretaries  
Singapore

3 October 2012

**Explanatory Notes:**

1. Mr Terrance Tan Kong Hwa will, upon re-appointment as a Director of the Company, remain as Chairman of the Nominating Committee and a member of the Audit and Remuneration Committees of the Company, and will be considered independent for the purposes of Rule 704(7) of the Catalist Rules.
2. Mr Khoo Ming Hon will, upon re-appointment as a Director of the Company, remain as Chairman of the Remuneration Committee and a member of the Audit and Nominating Committees of the Company, and will be considered independent for the purposes of Rule 704(7) of the Catalist Rules.
3. The Special Resolution 8 proposed in item 8 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.

**Notes:**

- (i) 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.
- (ii) 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.
- (iii) 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.
- (iv) The instrument appointing a proxy must be deposited at the Registered Office of the Company at 1 Commonwealth Lane #09-23 One Commonwealth Singapore 149544, not less than 48 hours before the time appointed for holding the above Meeting.

This notice has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, Canaccord Genuity Singapore Pte. Ltd. (formerly known as Collins Stewart Pte. Limited) for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"). Canaccord Genuity Singapore Pte. Ltd. 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 Sponsor is Mr. Alex Tan, Managing Director, Corporate Finance, Canaccord Genuity Singapore Pte. Ltd., at 77 Robinson Road #21-02 Singapore 068896, telephone (65) 6854-6160.