

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 Monday, 28 October 2013 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 2013 together with the Auditors' Report thereon. **(Resolution 1)**
2. To approve the payment of a final (tax exempt one-tier) dividend of 0.6 cent per ordinary share for the financial year ended 30 June 2013. **(Resolution 2)**
3. To approve the payment of Directors' fees of S\$150,000 for the financial year ended 30 June 2013. **(Resolution 3)**
4. To re-elect Ms Lim Siew Cheng, a Director, retiring by rotation under Article 107 of the Company's Articles of Association. **(Resolution 4)**
5. To re-elect Mr Kwah Thiam Hock, a Director, retiring by rotation under Article 107 of the Company's Articles of Association. **(Resolution 5)**
(see explanatory note 1)
6. To note the retirement of Mr Khoo Ming Hon who is retiring pursuant to Article 107 of the Company's Articles of Association. Mr Khoo has decided not to seek re-election.
(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 6)**

AS SPECIAL BUSINESS:

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

8. Ordinary Resolution: Authority to Allot and Issue Shares
"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: **(Resolution 7)**
(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 Ordinary Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors while this Ordinary Resolution was in force, provided that:
(i) the aggregate number of Shares or Instruments to be issued pursuant to this Ordinary Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Ordinary Resolution) shall not exceed 100% of the total number of issued share (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares to be issued other than on a pro rata basis to the shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Ordinary Resolution) shall not exceed 50% of the total number of issued shares (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 Ordinary 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 Ordinary 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

11 October 2013

Explanatory Notes:

1. Mr Kwah Thiam Hock will, upon re-appointment as a Director of the Company, remain as Chairman of the Audit Committee and a member of the Nominating 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 retire as a Director of the Company at the conclusion of the Annual General Meeting. Upon Mr Khoo's retirement, he will cease to be Chairman of the Remuneration Committee and a member of the Audit and Nominating Committees. His replacement for each committee will be announced in due course.
3. The Ordinary Resolution 7 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 (including shares to be made in pursuance of Instruments made or granted pursuant to this Ordinary Resolution) to be allotted and issued shall not exceed 100% of the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of passing of this Ordinary Resolution. For issue of shares (including shares to be made in pursuance of Instruments made or granted pursuant to this Ordinary Resolution) other than on a pro-rata basis to all shareholders, the aggregate number of shares (including shares to be made in pursuance of Instruments made or granted pursuant to this Ordinary Resolution) to be allotted and issued shall not exceed 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Ordinary 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 for compliance with the relevant rules of the 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, Chief Executive Officer, Canaccord Genuity Singapore Pte. Ltd., at 77 Robinson Road #21-02 Singapore 068896, telephone (65) 6854-6160.