



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 (“AGM”) of TEHO INTERNATIONAL INC LTD. (the “Company”) will be held at Carlton Hotel Singapore, Empress Ballroom 1, 76 Bras Basah Road, Singapore 189558 on Wednesday, 30 October 2024 at 3.00 p.m., for the following purposes:

AS ORDINARY BUSINESS:

1. To receive and adopt the Directors’ Statement and Audited Financial Statements for the financial year ended 30 June 2024 together with the Independent Auditor’s Report thereon. **(Resolution 1)**
2. To declare a first and final (tax exempt one-tier) dividend of 0.10 Singapore cent per ordinary share for the financial year ended 30 June 2024. **(Resolution 2)**
3. To approve the payment of Directors’ fees of \$200,000 for the financial year ending 30 June 2025, to be paid quarterly in arrears (FY2024: \$160,000). **(Resolution 3)**
4. To re-elect Mr Lim See Hoe, a Director retiring pursuant to Regulation 107 of the Company’s Constitution.
(See explanatory note 1) **(Resolution 4)**
5. To re-elect Ms Joanne Khoo Su Nee, a Director retiring pursuant to Regulation 107 of the Company’s Constitution.
(See explanatory note 2) **(Resolution 5)**
6. To note the retirement of Mr Kwah Thiam Hock, a Director of the Company, retiring by rotation under Regulation 107 of the Company’s Constitution. Mr Kwah Thiam Hock has decided not to seek re-election and will retire at the conclusion of the forthcoming AGM.
7. To re-appoint KPMG LLP as auditor of the Company and to authorise the Directors to fix its remuneration. **(Resolution 6)**

AS SPECIAL BUSINESS:

To consider and if thought fit, to pass the following resolutions (with or without amendments) as Ordinary Resolutions:

8. Ordinary Resolution: Authority to Allot and Issue Shares and Convertible Securities **(Resolution 7)**

That pursuant to Section 161 of the Companies Act 1967 of Singapore ("**Companies Act**") and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") ("**Catalist Rules**"), the Directors be authorised and empowered to:

- (a) (i) allot and issue shares in the share capital of the Company ("**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) options, 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 at their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued pursuant to this Resolution does not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued other than on a *pro rata* basis to existing shareholders of the Company does not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);

- (2) (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 (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
- (a) new Shares arising from the conversion or exercise of convertible securities;
 - (b) new Shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares;

Adjustments in accordance with sub-paragraphs (2)(a) and (2)(b) above are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

- (3) in exercising the authority conferred by this Resolution, the Company 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), the Companies Act and the Company's Constitution for the time being; and
- (4) (unless revoked or varied by the Company in a general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law and the Catalist Rules to be held, whichever is the earlier.

(See explanatory note 3)

9. To transact any other business that may be properly transacted at an AGM.

BY ORDER OF THE BOARD

Phua Sian Chin
Wee Woon Hong
Company Secretaries
15 October 2024

EXPLANATORY NOTES:

1. Mr Lim See Hoe will, upon re-election as a Director, remain as the Executive Chairman and Chief Executive Officer of the Company. Please refer to the “Information on Directors Seeking Re-election” section of the Annual Report of the Company for the detailed information required pursuant to Rule 720(5) of the Catalist Rules.
2. Ms Joanne Khoo Su Nee will, upon re-election as a Director, be re-designated as Non-Independent Non-Executive Director of the Company. Ms Joanne Khoo Su Nee shall remain as a member of the Audit and Risk, Nominating and Remuneration Committees of the Company. She shall cease to be the Chairwoman of the Remuneration Committee. She will be considered non-independent for the purpose of Rule 704(7) of the Catalist Rules, upon the conclusion of the AGM.

Ms Joanne Khoo Su Nee has confirmed that, she does not have any relationships (including immediate family relationships) with the other Directors, the Company or its substantial shareholders. Please refer to the “Information on Directors Seeking Re-election” section of the Annual Report of the Company for the detailed information required pursuant to Rule 720(5) of the Catalist Rules.

3. Ordinary Resolution 7 proposed in item 8 above, if passed, will empower the Directors of the Company, from the date of the AGM until the conclusion of the next AGM of the Company, the date by which the next AGM of the Company is required by law and the Catalist Rules to be held or the date on which such authority is varied or revoked by the Company in a general meeting, whichever is the earliest, to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings), of which up to 50% may be issued other than on a *pro rata* basis to existing shareholders of the Company.

Notes:

The shareholders of the Company are invited to **attend physically** at the AGM. There will be no option for shareholders to participate virtually.

Documents

This notice of AGM and the accompanying Annual Report 2024 and Proxy Form have been made available to shareholders by electronic means via publication on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <https://investor.teho.com.sg>.

Printed copies of the notice of AGM and Proxy Form have been despatched to shareholders.

Shareholders who wish to request for a printed copy of the Annual Report 2024 may do so by completing and returning the Request Form which is sent to them, by Friday, 25 October 2024:

- (i) by post to the Company's registered office at 1 Commonwealth Lane, #09-23 One Commonwealth, Singapore 149544; or
- (ii) via email to ir@teho.com.sg.

Submission of written questions in advance of the AGM

- (i) Shareholders may submit substantial and relevant questions related to the resolutions to be tabled for approval at the AGM to the Company, in advance of the AGM, in the following manner:
 - (a) by post to the Company's registered office at 1 Commonwealth Lane, #09-23 One Commonwealth, Singapore 149544; or
 - (b) via email to ir@teho.com.sg.

All questions submitted in advance of the AGM via any of the above channels must be received by 3.00 p.m. on 22 October 2024 (being at least seven (7) calendar days after the date of this notice of AGM).

Shareholders, including Supplementary Retirement Scheme (“**SRS**”) investors, who wish to submit their questions by post or by email are required to indicate their full names (for individuals)/company names (for corporates), NRIC/passport/company registration numbers, contact numbers, shareholding types and number of Shares held together with their submission of questions, to the email address or office address provided. Investors who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act), excluding SRS investors, should contact their respective relevant intermediaries to submit their questions based on the abovementioned instructions.

- (ii) The Company will endeavour to address all substantial and relevant questions received from shareholders prior to the AGM soonest possible and in any case, by 3.00 p.m. on 25 October 2024, being not later than 48 hours before the closing date and time for the lodgement of Proxy Forms. The responses to questions from shareholders will be posted on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <https://investor.teho.com.sg>. If substantial and relevant written questions are submitted after the abovementioned cut-off time, they will be addressed during the AGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed. The minutes of the AGM will be published on the SGXNET and the Company's website within one (1) month after the date of the AGM.

Voting

- (i) Shareholders who wish to exercise their voting rights at the AGM may:
 - (a) (where such shareholders are individuals) attend and vote at the AGM or (where such shareholders are individuals or corporates) appoint proxies (other than the Chairman of the AGM) to attend and vote at the AGM on their behalf; or
 - (b) (where such shareholders are individuals or corporates) appoint the Chairman of the AGM as their proxy to vote on their behalf at the AGM.
- (ii) A shareholder who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend and vote at the AGM. Where such shareholder appoints two (2) proxies, the proportion of his shareholding to be represented by each proxy shall be specified in the Proxy Form.

A shareholder who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such shareholder. Where such shareholder appoints more than one (1) proxy, the number of Shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.

“Relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act.
- (iii) A proxy need not be a shareholder of the Company. The Chairman of the AGM, as proxy, need not be a shareholder of the Company.
- (iv) Shareholders who wish to submit Proxy Forms can use the printed copy of the Proxy Form which is sent to him/her/it/by post. Alternatively, he/she/it may download a copy of the Proxy Form from the SGXNET or the Company's website. After completing and signing the Proxy Form, he/she/it should submit the Proxy Form (duly executed together with the power of attorney or other authority, if any, under which the Proxy Form is signed or a notarially certified copy of that power of attorney or other authority, failing previous registration with the Company) in the following manner:
 - (c) by post to the Company's registered office at 1 Commonwealth Lane, #09-23 One Commonwealth, Singapore 149544; or

(d) via email to ir@teho.com.sg,

in each case, by 3.00 p.m. on 27 October 2024 (being not less than 72 hours before the time appointed for holding the AGM).

- (v) The Proxy Form must be signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, it must be executed either under its common seal or signed by its attorney or officer duly authorised.
- (vi) Persons who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act), including SRS Investors:
 - (a) may vote at the AGM if they are appointed as proxies by their respective relevant intermediaries (which would include SRS operators), and should approach their respective relevant intermediaries (which would include SRS operators), as the case may be, if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM,

in which case they should approach their respective relevant intermediaries (which would include SRS operators) through which they hold such Shares in order to submit their voting instructions at least seven (7) business days before the AGM, in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to vote on their behalf by 3.00 p.m. on 27 October 2024 (being not less than 72 hours before the time appointed for holding the AGM).

- (vii) The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form (such as in the case where the appointor submits more than one Proxy Form). If no specific direction as to voting is given in respect of a resolution, the appointed proxy/proxies will vote or abstain from voting at his/her/their discretion. If the appointor is a corporate, the Proxy Form must be executed under seal or the hand of its duly authorised officer or attorney.

In addition, in the case of Shares entered in the Depository Register maintained by The Central Depository (Pte) Limited, the Company may reject a Proxy Form if the shareholder, being the appointor, is not shown to have Shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the AGM as certified by CDP to the Company.

- (viii) A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time appointed for holding the AGM in order for the Depositor to be entitled to attend and vote at the AGM.

PERSONAL DATA PRIVACY:

By (a) submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM of the Company and/or any adjournment thereof, or (b) submitting any question prior to or during the AGM in accordance with this notice, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder's and its proxy(ies)'s or representative(s)'s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes of meeting and other documents relating to the AGM of the Company (including any adjournment thereof), addressing relevant and substantial questions from shareholders received before and during the AGM and if necessary, following up with the relevant shareholders in relation to such questions, and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"); and (ii) warrants that where the shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder has obtained the prior express consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes. Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a shareholder of the Company (such as his/her name, his/her presence at the AGM and any questions he/she may raise or motions he/ she proposes/seconds) may be recorded by the Company for such purpose.

This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, SAC Capital Private Limited (the "**Sponsor**"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"). The 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 Sponsor is Ms Audrey Mok (Tel: (65) 6232 3210), at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.