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 Novotel Singapore Clarke Quay, Mace Room 1, Level 5, 177A River Valley Road, Singapore 179031 on Friday, 31 October 2014 at 11.00 a.m., for the following purposes:

AS ORDINARY BUSINESS:

1. To receive and adopt the Audited Accounts for the financial year ended 30 June 2014 together with the Directors' Report and Independent Auditors' Report thereon. **(Resolution 1)**
2. To approve the payment of a first and final one-tier tax exempt dividend of 0.8 cent per ordinary share for the financial year ended 30 June 2014. **(Resolution 2)**
3. To approve the payment of Directors' fees of S$168,400 for the financial year ended 30 June 2014 (2013: S$150,000). **(Resolution 3)**
4. To approve the payment of Directors' fees of S$180,000 for the financial year ending 30 June 2015, to be paid quarterly in arrears. **(Resolution 4)**
5. To re-elect Mr Lim See Hoe, a Director retiring pursuant to Article 107 of the Company's Articles of Association. **(Resolution 5)**
   (see explanatory note 1)
6. To note the retirement of Mr Terrance Tan Kong Hwa, a Director retiring pursuant to Article 107 of the Company's Articles of Association. Mr Tan has decided not to seek re-election and will retire as Director at the conclusion of the forthcoming AGM.
   (see explanatory note 2)
7. To re-elect Ms Joanne Khoo Su Nee, a Director retiring pursuant to Article 117 of the Company's Articles of Association. **(Resolution 6)**
   (see explanatory note 3)
8. To appoint KPMG LLP as auditors of the Company in place of the retiring auditors, RSM Chio Lim LLP, to hold office until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**
   (see explanatory note 4 and Appendix for details)

AS SPECIAL BUSINESS:

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

9. Ordinary Resolution: Authority to Allot and Issue Shares **(Resolution 8)**

   That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual ("**Catalist Rules**"), 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) options, 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:

   (1) the aggregate number of Shares or Instruments to be issued pursuant to this Ordinary Resolution (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Ordinary Resolution) shall not exceed 100% of the total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares and Instruments to be issued other than on a *pro rata* basis to shareholders of the Company (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Ordinary Resolution) shall not exceed 50% of the total number of issued Shares (excluding treasury shares) (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) shall be based on the total number of issued Shares (excluding treasury shares) at the time of passing this Ordinary Resolution, after adjusting for:

   (a) new Shares arising from the conversion or exercise of any convertible securities;

   (b) new Shares arising from the exercise of share options or vesting of share awards outstanding or subsisting at the time of passing this Ordinary Resolution, 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;

   (3) 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

   (4) (unless revoked or varied by the Company in general meeting, such authority conferred by this Ordinary 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 earlier.

   (see explanatory note 5)

10. 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
Singapore
16 October 2014

Explanatory Notes:

1. Mr Lim See Hoe will, upon re-election as a Director of the Company, remain as the Chairman of the Board of Directors of the Company.
2. Mr Terrance Tan Kong Hwa will retire as a Director of the Company at the conclusion of the forthcoming AGM. Upon Mr Tan's retirement, he will cease to be the Chairman of the Nominating Committee and a member of the Audit and Remuneration Committees of the Company. His replacement for each Committee will be announced in due course.
3. Ms Joanne Khoo Su Nee will, upon re-election as a Director of the Company, remain as the 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.
4. The Ordinary Resolution 7 proposed in item 8 above is to approve the appointment of KPMG LLP as auditors of the Company in place of the retiring auditors, RSM Chio Lim LLP, to hold office until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration. An appendix is attached to the annual report to provide shareholders with information relating to the proposed change of auditors to be tabled at the AGM ("**Appendix**").
   (a) The outgoing auditors, RSM Chio Lim LLP, have confirmed by way of a letter dated 1 October 2014 that they are not aware of any professional reasons why the new auditors, KPMG LLP, should not accept appointment as auditors of the Company;
   (b) The Company confirms that there were no disagreements with the outgoing auditors, RSM Chio Lim LLP, on accounting treatments within the last 12 months;
   (c) The Company confirms that, other than as set out in the Appendix, it is not aware of any circumstances connected with the proposed change of auditors that should be brought to the attention of shareholders of the Company;
   (d) The specific reason for the change of auditors is that RSM Chio Lim LLP has served as auditors of the Company for seven consecutive audits since the financial year ended 30 June 2008. The Directors are of the view that a change of auditors would be a good corporate governance practice and would enable the Company to benefit from fresh perspectives and views of another professional audit firm and further enhance the value of the audit. The proposed change of auditors is neither due to the dismissal of RSM Chio Lim LLP nor RSM Chio Lim LLP declining to continue to serve as auditors of the Company. Please refer to the Appendix for further details; and
   (e) The Company confirms that it is in compliance with Rules 712 and 715 of the Catalist Rules in relation to the appointment of KPMG LLP as auditors of the Company.
5. The Ordinary Resolution 8 proposed in item 9 above, if passed, will empower the Directors of the Company from the date of this AGM until the date of the next AGM is to be held or is required by law to be held, whichever is 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) at the time of passing 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) at the time of passing this Ordinary Resolution. This authority will, unless previously revoked or varied at a general meeting, expire at the next AGM.

Notes:

(i) A member of the Company entitled to attend and vote at this AGM 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 this AGM.

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*This Notice of AGM ("**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 opinion made or reports contained in this Notice.

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

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 Novotel Singapore Clarke Quay Mace Room 1, Level 5, 177A River Valley Road Singapore 179031 on 31 October 2014 at 12 p.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 11 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without modifications, the resolution 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 16 October 2014 (the "**Circular**")*

ORDINARY RESOLUTIONS

RESOLUTION 1: PROPOSED BUSINESS EXPANSION

That:

(a) approval be and is hereby given for the expansion of the Group's business to include the Expanded Property Business (the "**Proposed Business Expansion**"), and any other activities related to the Proposed Business Expansion;

(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 Business Expansion 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.

RESOLUTION 2: PROPOSED ACQUISITION

That, subject to and contingent upon the passing of Ordinary Resolution 1, Ordinary Resolution 3 and Ordinary Resolution 4:

(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 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 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.

RESOLUTION 3: PROPOSED ISSUANCE OF CONSIDERATION SHARES

That, subject to and contingent upon the passing of Ordinary Resolution 1, Ordinary Resolution 2 and Ordinary Resolution 4:

(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 the 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.

RESOLUTION 4: PROPOSED ISSUANCE OF THE ERIC CHENG CONSIDERATION SHARES

That, subject to and contingent upon the passing of Ordinary Resolution 1, Ordinary Resolution 2 and Ordinary Resolution 3:

(a) approval be and is hereby given to the Directors or any of them to allot and issue the Eric Cheng Consideration Shares, on and subject to the terms and conditions of the Agreement, the issue of such Consideration Shares constituting a transfer of a Controlling Interest in the Company to Eric Cheng pursuant to Rule 803 of the Catalist Rules as well as an issue of shares to a substantial shareholder pursuant to Rule 812 of the Catalist Rules; and

(b) 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.

By Order of the Board
TEHO INTERNATIONAL INC LTD.

LIM SEE HOE
EXECUTIVE CHAIRMAN & CEO
16 October 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.

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*This Notice of EGM ("**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 (Tel: (65) 6221 5590) at 1 Robinson Road, #21-02, AIA Tower, Singapore 048542.