

CIRCULAR DATED 8 SEPTEMBER 2016

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

This Circular is issued by TEE Land Limited (the “Company”). If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your ordinary shares in the capital of the Company held through The Central Depository (Pte) Limited (“CDP”), you need not forward this Circular to the purchaser or transferee as arrangements will be made by CDP for a separate Circular to be sent to the purchaser or transferee. If you have sold or transferred all your shares in the capital of the Company represented by physical share certificate(s), you should immediately forward this Circular, the enclosed Notice of EGM and the enclosed Proxy Form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited (the “SGX-ST”) assumes no responsibility for the accuracy or correctness of any of the statements made, opinions expressed or reports contained in this Circular.

Terms appearing on this cover of this Circular bear the same meanings as defined in this Circular.



TEE LAND

TEE LAND LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 201230851R)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

THE PROPOSED ADOPTION OF THE SHARE BUY-BACK MANDATE

IMPORTANT DATES AND TIMES

- | | |
|--|---|
| Last date and time for lodgement of proxy form | : 21 September 2016 at 9.30 a.m. |
| Date and time of Extraordinary General Meeting | : 23 September 2016 at 9.30 a.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at 9.00 a.m. on the same day and at the same place) |
| Place of Extraordinary General Meeting | : Albizia Room, Level 2, Jurong Country Club, 9 Science Centre Road, Singapore 609078 |

CONTENTS

	PAGE
DEFINITIONS	3
LETTER TO SHAREHOLDERS	6
1. INTRODUCTION	6
2. THE PROPOSED ADOPTION OF THE SHARE BUY-BACK MANDATE	6
3. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS	20
4. DETAILS OF SHARE BUY-BACKS PURSUANT TO A SHARE BUY-BACK MANDATE.....	20
5. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS	21
6. LIMITS ON SHAREHOLDING	21
7. EXTRAORDINARY GENERAL MEETING	21
8. ACTION TO BE TAKEN BY SHAREHOLDERS	21
9. DIRECTORS' RECOMMENDATION	21
10. DIRECTORS' RESPONSIBILITY STATEMENT	21
11. DOCUMENTS AVAILABLE FOR INSPECTION	22
NOTICE OF EXTRAORDINARY GENERAL MEETING.....	N-1
PROXY FORM	

DEFINITIONS

For the purposes of this Circular, the following definitions apply throughout unless the context otherwise requires.

General

“ACRA”	:	Accounting & Corporate Regulatory Authority of Singapore
“AGM”	:	An annual general meeting of the Company
“Approval Date”	:	Has the meaning ascribed to it in Section 2.3.1 of this Circular
“Average Closing Price”	:	Has the meaning ascribed to it in Section 2.3.4 of this Circular
“Board” or “Board of Directors”	:	The board of directors of the Company from time to time
“CDP”	:	The Central Depository (Pte) Limited
“Company”	:	TEE Land Limited
“Companies Act”	:	The Companies Act (Chapter 50) of Singapore, as amended or modified from time to time
“Controlling Shareholder”	:	A person who: (i) holds directly or indirectly 15.0% or more of the Company’s issued share capital; or (ii) in fact exercises control over the Company
“Council”	:	The Securities Industry Council of Singapore
“Directors”	:	A director of the Company as at the Latest Practicable Date
“EGM”	:	The extraordinary general meeting of the Company to be held on 23 September 2016, notice of which is set out in page N-1 of this Circular
“EPS”	:	Earnings per Share
“Further Rules”	:	Has the meaning ascribed to it in Section 2.1 of this Circular
“FY” or “Financial Year”	:	Financial year ending or ended 31 May
“Group”	:	The Company and its subsidiaries, collectively
“Latest Practicable Date”	:	26 August 2016, being the latest practicable date prior to the date of this Circular
“Listing Manual”	:	The listing manual of the SGX-ST, as may be amended, supplemented or modified from time to time
“Mainboard”	:	The mainboard of the SGX-ST
“Market Day”	:	A day on which the SGX-ST is open for trading in securities
“Maximum Price”	:	Has the meaning ascribed to it in Section 2.3.4 of this Circular
“Notice of EGM”	:	Notice of the EGM dated 8 September 2016
“NTA”	:	Net tangible assets

DEFINITIONS

“Off-Market Share Buy-Backs”	:	Has the meaning ascribed to it in Section 2.3.3 of this Circular
“On-Market Share Buy-Backs”	:	Has the meaning ascribed to it in Section 2.3.3 of this Circular
“Registrar”	:	The Registrar of Companies
“Relevant Period”	:	Has the meaning ascribed to it in section 2.1 of this Circular
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Share Buy-Back Mandate”	:	The proposed general mandate to authorise the Directors to exercise all the powers of the Company to purchase, on behalf of the Company, Shares in accordance with the terms set out in this Circular
“Shares”	:	Ordinary shares in the capital of the Company
“Share Buy-Backs”	:	The purchase of Shares by the Company pursuant to the Share Buy-Back Mandate
“Shareholders”	:	Registered holders of Shares except that where the registered holder is CDP, the term “Shareholders” in relation to Shares held by CDP shall mean the persons named as Depositors in the Depository Register maintained by CDP and to whose securities accounts such Shares are credited
“Substantial Shareholder”	:	A person who has an interest or interests in voting Shares in the Company representing not less than 5.0% of all the voting Shares
“Take-over Code”	:	The Singapore Code on Take-overs and Mergers, as amended and modified from time to time
“Treasury Shares”	:	Shares of the Company which were (or are treated as having been) purchased by the Company in circumstances described under Section 76H of the Companies Act and have since purchase, been continuously held by the Company and not cancelled

Currencies, units and others

“S\$”, “SGD” or “\$” and “cents”	:	Singapore dollars and cents respectively
“%” or “per cent.”	:	Percentage and per centum

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, the Listing Manual, the Securities and Futures Act (Chapter 289) of Singapore (the “SFA”) or any statutory modification thereof and used in this Circular, shall have the meaning assigned to it under the Companies Act, the Listing Manual or the SFA as the case may be.

The terms “Depositor” and “Depository Register” shall have the meanings ascribed to them respectively under Section 81SF of the SFA.

DEFINITIONS

Words importing the singular number shall include the plural number where the context admits and *vice versa*. Words importing the masculine gender shall include the feminine gender where the context admits. Reference to persons shall, where applicable, include corporations.

Any reference to any agreement or document shall include such agreement or document as amended, modified, varied, novated, supplemented or replaced from time to time.

Any reference to a time of day or date in this Circular is a reference to a time of day or date, as the case may be, in Singapore, unless otherwise stated.

Any discrepancies in this Circular between the sum of the figures stated and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures which precede them.

LETTER TO SHAREHOLDERS

TEE LAND LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 201230851R)

Directors:

Er. Dr. Lee Bee Wah (Non-executive Chairman and Independent Director)
Mr. Phua Cher Chew (Executive Director and Chief Executive Officer)
Mr. Boon Choon Kiat (Non-executive Director)
Ms. Saw Chin Choo (Non-executive Director)
Dato Paduka Timothy Ong Teck Mong (Non-executive Director)
Dr. Tan Khee Giap (Independent Director)
Mr. Chin Sek Peng (Independent Director)
Mr. Lim Teck Chai, Danny (Independent Director)

Registered Office:

25 Bukit Batok Street 22
Singapore 659591

8 September 2016

To: The Shareholders of TEE Land Limited

Dear Sir/Madam,

THE PROPOSED ADOPTION OF THE SHARE BUY-BACK MANDATE**1. INTRODUCTION**

The Directors propose to convene an EGM to seek Shareholders' approval in relation to the proposed adoption of the Share Buy-Back Mandate.

The purpose of this Circular is to provide Shareholders with information relating to, and to seek their approval for, the proposed adoption of the Share Buy-Back Mandate at the EGM to be held on 23 September 2016 at 9.30 a.m. (or as soon thereafter following the conclusion or adjournment of the AGM of the Company to be held at 9.00 a.m. on the same day and at the same place). The Notice of EGM has been, or will be, despatched to Shareholders on the same date as the date of this Circular.

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

The SGX-ST assumes no responsibility for the accuracy or correctness of any of the statements made, opinions expressed or reports contained in this Circular.

2. THE PROPOSED ADOPTION OF THE SHARE BUY-BACK MANDATE**2.1 Introduction**

Any purchase or acquisition of its Shares by the Company would have to be made in accordance with, and in the manner prescribed by, the Companies Act, the Listing Manual, the constitution of the Company and such other laws and regulations as may, for the time being, be applicable.

It is a requirement under the Listing Manual and the Companies Act that a company which wishes to purchase or otherwise acquire its own shares has to obtain the approval of its shareholders to do so at a general meeting of its shareholders. Accordingly, approval is being sought from Shareholders at the EGM for the adoption of the Share Buy-Back Mandate.

LETTER TO SHAREHOLDERS

If approved by Shareholders at the EGM, the authority conferred by the Share Buy-Back Mandate will take effect from the date of the EGM and continue in force until the date of the next AGM or such date as the next AGM is required by law to be held, whichever is earlier (whereupon it will lapse, unless renewed at such meeting), unless prior thereto, the Share Buy-Backs are carried out to the full extent mandated or the Share Buy-Back Mandate is revoked or varied by the Company in a general meeting (the “**Relevant Period**”). Subject to its continued relevance to the Company, the Share Buy-Back Mandate will be put to Shareholders for renewal at each subsequent AGM of the Company.

In the event that subsequent to the EGM, there are new rules, regulations, directives or laws enacted or promulgated by the relevant competent authorities including but not limited to the SGX-ST (hereinafter, collectively referred to as the “**Further Rules**”) that augment, supplement or vary the existing provisions governing provisions set out in the Companies Act and/or the Listing Manual, the Company shall, if necessary and to the extent that the Further Rules impact on the Share Buy-Back Mandate, disseminate to the public by announcement(s), a memorandum setting out such Further Rules and the extent to which the Share Buy-Back Mandate is affected by such Further Rules.

2.2 Rationale for Adoption of the Share Buy-Back Mandate

The Share Buy-Back Mandate will give the Company the flexibility to undertake Share Buy-Backs at any time when circumstances permit during the period when the Share Buy-Back Mandate is in force.

The Directors constantly seek to increase Shareholders’ value and to improve, *inter alia*, the return on equity of the Group. A Share Buy-Back made at an appropriate price level is one of the ways through which the return on equity of the Group may be enhanced.

Share Buy-Backs provide the Company with a mechanism to facilitate the return of surplus cash over and above the Group’s working capital requirements in an expedient and cost-efficient manner, and an opportunity for Directors to exercise control over the Company’s share capital structure with a view to enhancing the EPS and/or NTA per Share. Share Buy-Backs may also help to mitigate short-term market volatility and offset the effects of share price speculation.

If and when circumstances permit, the Directors will decide whether to effect the Share Buy-Backs *via* On-Market Share Buy-Backs (as defined hereinafter) or Off-Market Share Buy-Backs (as defined hereinafter), after taking into account the amount of surplus cash available, the then prevailing market conditions and the most cost-effective and efficient approach.

The Share Buy-Backs will only be undertaken as and when the Directors consider it to be in the best interests of the Company and/or Shareholders. The Directors do not propose to carry out Share Buy-Backs to such an extent that would, or in circumstances that might, result in a material adverse effect on the liquidity and the orderly trading of the Shares, and the financial condition, working capital requirements and gearing level of the Company and the Group.

2.3 Authority and limits of the Share Buy-Back Mandate

The authority and limitations placed on the Share Buy-Backs by the Company under the proposed Share Buy-Back Mandate, if approved at the EGM, are summarised below:

2.3.1 Maximum number of Shares

Only Shares that are issued and fully paid-up may be purchased or acquired by the Company pursuant to the Share Buy-Back Mandate.

LETTER TO SHAREHOLDERS

The total number of Shares which can be purchased or acquired by the Company pursuant to the Share Buy-Back Mandate during the Relevant Period or within any one financial year of the Company, whichever is the earlier, shall not exceed 10.0% of the total number of issued Shares in the capital of the Company as at the date of the EGM at which the Share Buy-Back Mandate is approved, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act at any time during the Relevant Period, in which event the total number of Shares shall be taken to be the total number of Shares as altered (the “**Approval Date**”). For the purposes of calculating the percentage of issued Shares referred to above, any of the Shares which are held as Treasury Shares will be disregarded.

For illustrative purposes only, on the basis of 446,876,000 Shares in issue (excluding Treasury Shares) as at the Latest Practicable Date, and assuming no further Shares are issued on or prior to the date of the EGM, not more than 44,687,600 Shares (representing 10.0% of the total number of issued Shares of the Company as at the date of the EGM) may be purchased or acquired by the Company pursuant to the Share Buy-Back Mandate during the duration referred to in section 2.3.2 below.

Notwithstanding the above, while the Share Buy-Back Mandate would authorise a purchase or acquisition of Shares up to the 10.0% limit as described above during the duration referred to in section 2.3.2, Shareholders should note that purchases or acquisitions of Shares by the Company pursuant to the Share Buy-Back Mandate may not be carried out to the full limit as authorised, or at all. In particular, no purchase or acquisition of the Shares would be made in circumstances which would have or may have a material adverse effect on the float, liquidity, orderly trading of the Shares and/or financial position of the Group.

2.3.2 Duration of authority

Under the Share Buy-Back Mandate, purchases or acquisitions of Shares may be made, at any time and from time to time, on and from the date of the EGM, at which the Share Buy-Back Mandate is approved, up to the earliest of:

- (i) the date on which the next AGM is held or required by law to be held; or
- (ii) the date on which the Share Buy-Backs are carried out to the full extent mandated; or
- (iii) the date on which the authority contained by the Share Buy-Back Mandate is revoked or varied by the Shareholders in general meeting.

The authority conferred on the Directors by the Share Buy-Back Mandate to purchase Shares may be renewed at each AGM or other general meeting of the Company. When seeking the approval of the Shareholders for the renewal of the Share Buy-Back Mandate, the Company is required to disclose details pertaining to any purchases or acquisitions of Shares made during the previous 12 months, including the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for such purchases of Shares, where relevant, and the total consideration paid for such purchases of Shares.

2.3.3 Manner of purchases or acquisitions of Shares

Purchases or acquisitions of Shares may be made by way of:

- (i) on-market purchases transacted on the SGX-ST through the ready market or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose (“**On-Market Share Buy-Backs**”); and/or

LETTER TO SHAREHOLDERS

- (ii) off-market purchases (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s), which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the Listing Manual (“**Off-Market Share Buy-Backs**”).

The Directors may impose such terms and conditions which are not inconsistent with the Share Buy-Back Mandate, the Listing Manual and the Companies Act as they consider fit in the interests of the Company in connection with or in relation to any equal access scheme(s).

Under the Companies Act, an equal access scheme must satisfy all of the following conditions:

- (i) offers for the purchase or acquisition of Shares shall be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;
- (ii) all of those persons shall be given a reasonable opportunity to accept the offers made to them;
- (iii) the terms of all the offers are the same, except that there shall be disregarded:
 - (a) differences in consideration attributable to the fact that offers relate to Shares with different accrued dividend entitlements;
 - (b) (if applicable) differences in consideration attributable to the fact that the offers relate to Shares with different amounts remaining unpaid; and
 - (c) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

In addition, the Listing Manual provides that, in making an Off-Market Share Buy-Back, the Company must issue an offer document to all Shareholders containing at least the following information:

- (i) the terms and conditions of the offer;
- (ii) the period and procedures for acceptances;
- (iii) the reasons for the proposed Share Buy-Back;
- (iv) the consequences, if any, of Share Buy-Backs by the Company that will arise under the Take-over Code or other applicable take-over rules;
- (v) whether the Share Buy-Back, if made, could affect the listing of the Shares on the SGX-ST;
- (vi) details of any Share Buy-Backs made by the Company in the previous 12 months (whether On-Market Share Buy-Backs or Off-Market Share Buy-Backs), giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for such Share Buy-Backs, where relevant, and the total consideration paid for such Share Buy-Backs; and
- (vii) whether the Shares purchased by the Company will be cancelled or kept as Treasury Shares.

LETTER TO SHAREHOLDERS

2.3.4 Maximum purchase price

The purchase price (excluding brokerage, commissions, stamp duties, applicable goods and services tax and other related expenses) to be paid for a Share will be determined by the Directors.

However, the purchase price to be paid for a Share pursuant to the Share Buy-Backs as determined by the Directors must not exceed:

- (i) in the case of an On-Market Share Buy-Back, 105.0% of the Average Closing Price (as defined hereinafter) of the Shares; and
- (ii) in the case of an Off-Market Share Buy-Back, 120.0% of the Average Closing Price of the Shares,

(the “**Maximum Price**”) in either case, excluding related expenses of the Share Buy-Back.

For the above purposes:

“**Average Closing Price**” means the average of the closing market prices of a Share over the last five (5) Market Days on which transactions in the Shares were recorded, immediately preceding the date of the On-Market Share Buy-Back or, as the case may be, immediately preceding the date of the making of the offer for an Off-Market Share Buy-Back, and deemed to be adjusted for any corporate action that occurs after the relevant five (5)-day period; and

“**date of the making of the offer**” means the date on which the Company announces its intention to make an offer for an Off-Market Share Buy-Back, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Share Buy-Back calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Share Buy-Back.

2.4 **Status of purchased Shares under the Share Buy-Back Mandate**

A Share purchased or acquired by the Company is deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to the Share will expire on such cancellation) unless such Share is held by the Company as a Treasury Share. Accordingly, the total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company and which are not held as Treasury Shares.

At the time of each purchase of Shares by the Company, the Directors will decide whether the Shares purchased will be cancelled or kept as Treasury Shares, or partly cancelled and partly kept as Treasury Shares, depending on the needs of the Company at that time.

2.5 **Cancellation of purchased Shares**

Any Share which is purchased or acquired by the Company shall, unless held as Treasury Shares to the extent permitted under the Companies Act, be deemed to be cancelled immediately on purchase, and all rights and privileges attached to that Share shall expire on cancellation. The total number of Shares will be diminished by such number of Shares purchased or acquired by the Company and which are not held as Treasury Shares.

Any Shares purchased or acquired by the Company (other than Treasury Shares held by the Company to the extent permitted by the Companies Act) and cancelled will be automatically delisted by the SGX-ST and (where applicable) all certificates in respect thereof will be cancelled and destroyed by the Company as soon as reasonably practicable following the settlement of any such purchase.

LETTER TO SHAREHOLDERS

2.6 Purchased Shares held as Treasury Shares

Under the Companies Act, Shares purchased or acquired by the Company may be held or dealt with as Treasury Shares. Some of the provisions on Treasury Shares under (i) the Listing Manual, and (ii) the Companies Act are summarised below:

2.6.1 Maximum holdings

The number of Shares held as Treasury Shares cannot at any time exceed 10.0% of the total number of issued Shares of the Company.

Any Shares in excess of this limit shall be cancelled or disposed of in the manner set out under section 2.6.3 below within six (6) months beginning with the day on which that contravention occurs, or such further period as the Registrar may allow.

As at the Latest Practicable Date, the Company has no Treasury Shares.

2.6.2 Voting and other rights

The Company cannot exercise any rights in respect of Treasury Shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Companies Act, the Company shall be treated as having no right to vote and the Treasury Shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution of the Company's assets may be made, to the Company in respect of Treasury Shares. However, the allotment of shares as fully paid bonus shares in respect of Treasury Shares is allowed. Also, a subdivision or consolidation of any Treasury Share into Treasury Shares of a smaller or larger amount is allowed so long as the total value of the Treasury Shares after the subdivision or consolidation is the same as before.

2.6.3 Disposal and cancellation

Where Shares are held as Treasury Shares, the Company may at any time:

- (i) sell the Treasury Shares for cash;
- (ii) transfer the Treasury Shares for the purposes or pursuant to any share scheme, whether for employees, directors or other persons;
- (iii) transfer the Treasury Shares as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (iv) cancel the Treasury Shares; or
- (v) sell, transfer or otherwise use the Treasury Shares for such other purposes as may, by order, be prescribed by the Minister of Finance of Singapore.

2.6.4 Reporting obligation under the Listing Manual

Under the Listing Manual, the Company must immediately announce any sale, transfer, cancellation and/or use of Treasury Shares, stating the following:

- (i) date of the sale, transfer, cancellation and/or use;
- (ii) purpose of such sale, transfer, cancellation and/or use;
- (iii) number of Treasury Shares sold, transferred, cancelled and/or used;

LETTER TO SHAREHOLDERS

- (iv) number of Treasury Shares before and after such sale, transfer, cancellation and/or use;
- (v) percentage of the number of Treasury Shares against the total number of shares outstanding in a class that is listed before and after such sale, transfer, cancellation and/or use; and
- (vi) value of the Treasury Shares if they are used for a sale or transfer, or cancelled.

2.7 Source of funds

The Company may only apply funds legally available for the purchase or acquisition of Shares in accordance with the constitution of the Company and the applicable laws in Singapore.

The Companies Act permits the Company to purchase its own Shares out of capital, as well as from its distributable profits, provided that:

- (a) the Company is able to pay its debts in full at the time it purchases the Shares and will be able to pay its debts as they fall due in the normal course of business in the twelve (12) months immediately following the purchase; and
- (b) the value of the Company's assets is not less than the value of its liabilities (including contingent liabilities) and will not after the purchase of Shares become less than the value of its liabilities.

The Company intends to use internal resources and/or external borrowings to finance its Share Buy-Backs.

The Directors will only carry out the share purchases as and when they consider it to be in the best interests of the Company, and in circumstances that they believe would not result in a material adverse effect on the liquidity, financial condition and working capital of the Company and the Group.

2.8 Financial effects of the Share Buy-Back Mandate

Under the Companies Act, the purchase or acquisition of Shares by the Company may be made out of the Company's capital or profits so long as the Company is solvent. Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of profits, such consideration (excluding brokerage, commission, stamp duties, applicable goods and services tax and other related expenses) will correspondingly reduce the profits of the Company and hence the amount available for the distribution of cash dividends by the Company. Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of capital, such consideration (excluding brokerage, commission, stamp duties, applicable goods and services tax and other related expenses) will correspondingly reduce the share capital of the Company but the amount available for the distribution of cash dividends by the Company will not be reduced.

It is not possible for the Company to realistically calculate or quantify the impact of purchases or acquisitions of Shares that may be made pursuant to the Share Buy-Back Mandate as the financial effects on the Company and the Group arising from the Share Buy-Backs will depend on, *inter alia*, the aggregate number of Shares purchased or acquired, whether the purchases or acquisitions are made out of capital or profits, whether the purchases or acquisitions are made by way of On-Market Share Buy-Backs or Off-Market Share Buy-Backs, the price at which the purchases or acquisitions are made, the amount (if any) borrowed by the Company to fund the purchases or acquisitions and whether the Shares are cancelled or held in treasury.

LETTER TO SHAREHOLDERS

For illustrative purposes only, the financial effects on the Company and the Group arising from the Share Buy-Backs, based on the audited financial statements of the Company and the Group for the financial year ended 31 May 2016 (“**FY2016**”), are prepared on the assumptions set out below:

- (a) the Share Buy-Backs comprised 44,687,600 Shares (representing 10.0% of the 446,876,000 issued Shares as at the Latest Practicable Date and assuming no further Shares are issued or held as Treasury Shares on or prior to the EGM);
- (b) in the case of On-Market Share Buy-Back, the Maximum Price was S\$0.20475 (being 5.0% above the Average Closing Price of the Shares for the last five (5) Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date) and accordingly the maximum amount of funds required for effecting such On-Market Share Buy-Back (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses), would amount to approximately S\$9,149,786;
- (c) in the case of Off-Market Share Buy-Back, the Maximum Price was S\$0.234 (being 20.0% above the Average Closing Price of the Shares for the last five (5) Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date) and accordingly the maximum amount of funds required for effecting such Off-Market Share Buy-Back (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses), would amount to approximately S\$10,456,898;
- (d) the Share Buy-Backs took place on 1 June 2015; and
- (e) the Share Buy-Backs were financed by internal cash and external borrowings of the Group, and transaction costs incurred for the Share Buy-Backs are assumed to be insignificant and have been ignored.

For illustrative purposes only and on the basis of the assumptions set out in (a) to (e) above, the financial effects of the:

- (i) purchase or acquisition of 44,687,600 Shares by the Company pursuant to the Share Buy-Back Mandate made entirely out of profit and/or capital and cancelled; and
- (ii) purchase or acquisition of 44,687,600 Shares by the Company pursuant to the Share Buy-Back Mandate made entirely out of profit and/or capital and held as Treasury Shares,

on the audited financial statements of the Company and the Group for FY2016, are set out below:

LETTER TO SHAREHOLDERS

(A) Purchased Shares cancelled

On-Market Share Buy-Back/ Off-Market Share Buy-Back

	Group			Company		
	Before Share Buy-Backs	After Share Buy-Backs		Before Share Buy-Backs	After Share Buy-Backs	
	S\$'000	On- Market Share Buy-Backs S\$'000	Off-Market Share Buy-Backs S\$'000	S\$'000	On-Market Share Buy-Backs S\$'000	Off-Market Share Buy-Backs S\$'000
As at 31 May 2016						
Share capital	142,238	133,088	131,781	142,238	133,088	131,781
Shareholders' fund	158,009	148,859	147,552	144,451	135,301	133,994
NTA	171,468	162,318	161,011	144,451	135,301	133,994
Current assets	242,085	232,935	231,628	160,163	153,393	153,393
Current liabilities	71,625	71,625	71,625	4,871	7,251	8,558
Cash & cash equivalents	26,368	17,218	15,911	6,770	0	0
Total borrowings	192,522	192,522	192,522	31,373	31,373	31,373
Net profit attributable to equity holders of the Company for FY2016	7,331	7,331	7,331	3,268	3,268	3,268
Number of Shares as at 31 May 2016 ('000)	446,876	402,188	402,188	446,876	402,188	402,188
Weighted average number of Shares as at 31 May 2016 ('000)	446,876	402,188	402,188	446,876	402,188	402,188
Financial Ratios						
NTA per Share (cents) ⁽¹⁾	38.4	40.4	40.0	32.3	33.6	33.3
Gross gearing (times) ⁽²⁾	1.1	1.2	1.2	0.2	0.2	0.2
Current ratio (times) ⁽³⁾	3.4	3.3	3.2	32.9	21.2	17.9
EPS (cents) ⁽⁴⁾						
- Basic	1.6	1.8	1.8	0.7	0.8	0.8
- Diluted	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

Notes:

(1) "NTA per Share" represents NTA divided by the number of Shares as at 31 May 2016.

(2) "Gross gearing" represents total borrowings divided by total equity.

(3) "Current ratio" represents current assets divided by current liabilities.

(4) EPS represents net profit attributable to equity holders of the Company for FY2016 respectively divided by the weighted average number of Shares for FY2016.

LETTER TO SHAREHOLDERS

(B) Purchased Shares held as Treasury Shares

On-Market Share Buy-Back/ Off-Market Share Buy-Back

	Group			Company		
	Before Share Buy-Backs	After Share Buy-Backs		Before Share Buy-Backs	After Share Buy-Backs	
	S\$'000	On- Market Share Buy-Backs S\$'000	Off-Market Share Buy-Backs S\$'000	S\$'000	On-Market Share Buy-Backs S\$'000	Off-Market Share Buy-Backs S\$'000
As at 31 May 2016						
Share capital	142,238	142,238	142,238	142,238	142,238	142,238
Shareholders' fund	158,009	148,859	147,552	144,451	135,301	133,994
NTA	171,468	162,318	161,011	144,451	135,301	133,994
Current assets	242,085	232,935	231,628	160,163	153,393	153,393
Current liabilities	71,625	71,625	71,625	4,871	7,251	8,558
Cash & cash equivalents	26,368	17,218	15,911	6,770	0	0
Total borrowings	192,522	192,522	192,522	31,373	31,373	31,373
Net profit attributable to equity holders of the Company for FY2016	7,331	7,331	7,331	3,268	3,268	3,268
Number of Shares as at 31 May 2016 ('000)	446,876	446,876	446,876	446,876	446,876	446,876
Weighted average number of Shares as at 31 May 2016 ('000)	446,876	446,876	446,876	446,876	446,876	446,876
Financial Ratios						
NTA per Share (cents) ⁽¹⁾	38.4	36.3	36.0	32.3	30.3	30.0
Gross gearing (times) ⁽²⁾	1.1	1.2	1.2	0.2	0.2	0.2
Current ratio (times) ⁽³⁾	3.4	3.3	3.2	32.9	21.2	17.9
EPS (cents) ⁽⁴⁾						
- Basic	1.6	1.6	1.6	0.7	0.7	0.7
- Diluted	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

Notes:

(1) "NTA per Share" represents NTA divided by the number of Shares as at 31 May 2016.

(2) "Gross gearing" represents total borrowings divided by total equity.

(3) "Current ratio" represents current assets divided by current liabilities.

(4) EPS represents net profit attributable to equity holders of the Company for FY2016 respectively divided by the weighted average number of Shares for FY2016.

LETTER TO SHAREHOLDERS

The Directors do not propose to exercise the Share Buy-Back Mandate to such an extent that it would have a material adverse effect on the working capital requirements of the Company and the Group. The Share Buy-Backs will only be effected after taking into consideration both financial factors (such as cash surplus, debt position and working capital requirements of the Group) and non-financial factors (such as market conditions and performance of the Shares).

Shareholders should note that the financial effects set out above, based on the respective aforementioned assumptions, are for illustration purposes only. In particular, it is important to note that the above analysis is based on the audited financial statements of the Company and the Group for FY2016 and is not necessarily representative of the future financial performance of the Company and the Group. Although the Share Buy-Back Mandate would authorise the Company to purchase up to 10.0% of the total number of issued Shares of the Company as at the date the Share Buy-Back Mandate is obtained, the Company may not necessarily buy back or be able to buy back 10.0% of the total number of issued Shares in full (as further detailed under Section 2.3.1 of this Circular).

2.9 Listing Manual

- 2.9.1 Under the Listing Manual, a listed company may only purchase shares by way of a market acquisition at a price which is not more than 5.0% above the average closing market price. The term “average closing market price” is defined as the average of the closing market price of shares over the last five (5) market days, on which transactions in the shares were recorded, before the day on which purchases are made. The Maximum Price for a Share in relation to market purchases by the Company, referred to in Section 2.3.4 of this Circular, conforms to this restriction.
- 2.9.2 Further, the Listing Manual specifies that a listed company shall report all purchases or acquisitions of its shares to the SGX-ST not later than 9.00 a.m., (a) in the case of a market purchase, on the Market Day following the day of purchase or acquisition of any of its shares; and (b) in the case of an off-market purchase under an equal access scheme, on the second Market Day after the close of acceptances of the offer. Such announcement should be made in compliance with Appendix 8.3.1 of the Listing Manual and currently requires the inclusion of details of the total number of shares purchased, the purchase price per share or the highest and lowest prices paid for such shares, as applicable.
- 2.9.3 While the Listing Manual does not expressly prohibit any purchase of shares by a listed company during any particular time or times, because the listed company would be regarded as an “insider” in relation to any proposed purchase or acquisition of its issued shares, the Company will not undertake any purchase or acquisition of Shares pursuant to the proposed Share Buy-Back Mandate at any time after a price-sensitive development has occurred or has been the subject of a decision until the price sensitive information has been publicly announced. In particular, in line with Rule 1207(19)(c) of the Listing Manual, the Company will not purchase or acquire any Shares pursuant to the proposed Share Buy-Back Mandate during the period commencing two weeks before the announcement of the Company’s financial statements for each of the first three quarters of its financial year and one month before the announcement of the Company’s full year financial statements.
- 2.9.4 The Listing Manual requires a listed company to ensure that at least 10.0% of any class of its listed securities must be held by public shareholders. As at the Latest Practicable Date, approximately 30.01% of the issued share capital of the Company is held in the hands of the public. Assuming that the Company re-purchased the maximum of 10.0% of the total number of issued Shares of the Company as at the Latest Practicable Date from members of the public by way of a market purchase, the percentage of Shares held by the public would be approximately 22.36%.

LETTER TO SHAREHOLDERS

Accordingly, the Company is of the view that there is a sufficient number of the Shares in issue held by public Shareholders which would permit the Company to undertake Share Buy-Backs up to the full 10.0% limit pursuant to the Share Buy-Back Mandate without affecting the listing status of the Shares on the SGX-ST, and that the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or to affect orderly trading. The Directors will ensure that any Share Buy-Back, if undertaken by the Company pursuant to the Share Buy-Back Mandate, will not affect orderly trading of the Company's shares and its listing status.

- 2.9.5 The Directors will ensure that the Share Buy-Backs will not have any effect on the listing of the Company's securities including the Shares listed on the SGX-ST. Rule 723 of the Listing Manual requires at least 10.0% of any class of a company's listed securities to be held by the public at all times.

Although the Share Buy-Back Mandate would authorise the Company to purchase up to 10.0% of the total number of issued Shares of the Company as at the date the Share Buy-Back Mandate is approved, the Company may not necessarily buy back or be able to buy back 10.0% of the total number of issued Shares in full (as further detailed under Section 2.3.1 of this Circular).

2.10 Tax implications

Shareholders who are in doubt as to their respective tax positions or the tax implications of the Share Buy-Backs by the Company or who may be subject to tax whether in or outside in Singapore should consult their own professional advisers.

2.11 Take-over Code implications arising from Share Buy-Backs

Appendix 2 of the Take-over Code contains the Share Buy-Back Guidance Note applicable as at the Latest Practicable Date. The take-over implications arising from any purchase or acquisition by the Company of its Shares are set out below:

2.11.1 Obligation to make a take-over offer

If, as a result of Share Buy-Backs, a Shareholder's proportionate interest in the voting capital of the Company increases, such increase will be treated as an acquisition for the purposes of the Take-over Code. If such increase results in the change of control, or, as a result of such increase, a Shareholder or group of Shareholders acting in concert obtains or consolidates effective control of the Company, such Shareholder or group of Shareholders acting in concert could become obliged to make a take-over offer for the Company under Rule 14 of the Take-over Code.

2.11.2 Persons acting in concert

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), cooperate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of that company.

Unless the contrary is established, the following persons will, *inter alia*, be presumed to be acting in concert:

- (a) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts);

LETTER TO SHAREHOLDERS

- (b) a company with its parent company, subsidiaries, its fellow subsidiaries, any associated companies of the above companies, and any company whose associated companies include any of the above companies. For this purpose, a company is an associated company of another company if the second company owns or controls at least 20.0% but not more than 50.0% of the voting rights of the first-mentioned company;
- (c) a company with any of its pension funds and employee share schemes;
- (d) a person with any investment company, unit trust or other fund in respect of the investment account which such person manages on a discretionary basis;
- (e) a financial or other professional adviser, with its clients in respect of the shareholdings of the adviser and the persons controlling, controlled by or under the same control as the adviser and all the funds which the adviser manages on a discretionary basis, where the shareholding of the adviser and any of those funds in the client total 10.0% or more of the client's equity share capital;
- (f) directors of a company, together with their close relatives, related trusts and companies controlled by any of them, which is subject to an offer where they have reason to believe a bona fide offer for their company may be imminent;
- (g) partners; and
- (h) an individual, his close relatives, his related trusts, any person who is accustomed to act according to his instructions and companies controlled by any of the above, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights.

The circumstances under which Shareholders (including Directors) and persons acting in concert with them respectively will incur an obligation to make a take-over offer under Rule 14 of the Take-over Code after a Share Buy-Back by the Company are set out in Appendix 2 of the Take-over Code.

2.11.3 Effect of Rule 14 and Appendix 2 of the Take-over Code

In general terms, the effect of Rule 14 and Appendix 2 of the Take-over Code is that, unless exempted, Directors and persons acting in concert with them will incur an obligation to make a take-over offer under Rule 14 of the Take-over Code if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Directors and their concert parties would increase to 30.0% or more, or if the voting rights of such Directors and their concert parties fall between 30.0% and 50.0% of the Company's voting rights, the voting rights of such Directors and their concert parties would increase by more than 1.0% in any period of six (6) months.

Under Appendix 2 of the Take-over Code, a Shareholder not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 of the Take-over Code if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder in the Company would increase to 30.0% or more, or, if such Shareholder holds between 30.0% and 50.0% of the Company's voting rights, the voting rights of such Shareholder would increase by more than 1.0% in any period of six (6) months. Such Shareholder need not abstain from voting in respect of the resolution authorising the proposed adoption of the Share Buy-Back Mandate.

Shareholders (including Directors) and their concert parties who hold more than 50.0% of the Company's voting rights are under no obligation to make a take-over offer if the voting rights of such Shareholders and their concert parties were to increase as a result of the Company purchasing or acquiring Shares.

LETTER TO SHAREHOLDERS

As at the Latest Practicable Date, the aggregate shareholdings and voting rights of the Directors and Substantial Shareholders, in the event of Share Buy-Backs up to the maximum of 10.0% of the total number of issued Shares of the Company as permitted by the proposed adoption of the Share Buy-Back Mandate, are as follows:

	Percentage of Shares and voting rights as at the Latest Practicable Date			Percentage of Shares and voting rights after the maximum Share Buy-Backs permitted under the Share Buy-Back Mandate ⁽³⁾		
	Direct Interest	Deemed Interest	Total Interest	Direct Interest	Deemed Interest	Total Interest
	Number of Shares	Number of Shares	% ⁽²⁾	Number of Shares	Number of Shares	% ⁽²⁾
Directors						
Er. Dr. Lee Bee Wah ⁽¹⁾	1,177,233	–	0.26	1,177,233	–	0.29
Mr. Phua Cher Chew ⁽¹⁾	4,306,537	–	0.96	4,306,537	–	1.07
Mr. Boon Choon Kiat	–	–	–	–	–	–
Ms. Saw Chin Choo ⁽¹⁾	318,000	220	0.07	318,000	220	0.08
Dato Paduka Timothy Ong Teck Mong ⁽¹⁾	664,885	–	0.15	664,885	–	0.17
Dr. Tan Khee Giap	–	–	–	–	–	–
Mr. Chin Sek Peng	260,000	100,000	0.08	260,000	100,000	0.09
Mr. Lim Teck Chai, Danny	–	–	–	–	–	–
Substantial Shareholders (excluding Directors)						
TEE International Limited ⁽¹⁾	282,777,678	–	63.28	282,777,678	–	70.31
Mr. Phua Chian Kin ⁽¹⁾	22,005,593	283,879,428	68.45	22,005,593	283,875,428	76.06

Notes:

- (1) As at the Latest Practicable Date, Er. Dr. Lee Bee Wah, Mr. Phua Cher Chew, Ms. Saw Chin Choo, Dato Paduka Timothy Ong Teck Mong and Mr. Phua Chian Kin hold, directly and indirectly, 764,000, 666,556, 1,393,312, 2,258,279 and 298,097,620 shares in TEE International Limited respectively.
- (2) Based on 446,876,000 issued Shares as at the Latest Practicable Date.
- (3) The above is based on the assumption that the Share Buy-Backs by the Company will be cancelled immediately.

In the event that the Company undertakes Share Buy-Backs of up to 10.0% of the total number of issued Shares of the Company as permitted under the Share Buy-Back Mandate, the shareholdings and voting rights of the Directors will remain below 30.0%. Accordingly, no take-over offer by the Directors will be required to be made pursuant to the Take-over Code.

In the event that the Company undertakes Share Buy-Backs of up to 10.0% of the total number of issued Shares of the Company as permitted under the Share Buy-Back Mandate, the shareholdings and voting rights of each of TEE International Limited and Mr. Phua Chian Kin will remain above 50.0%. Accordingly, no take-over offer will be required to be made pursuant to the Take-over Code.

The Directors are not aware of any Shareholder or group of Shareholders acting in concert who may become obliged to make a take-over offer in the event that the Directors exercise the authority to buy back Shares in full pursuant to the Share Buy-Back Mandate.

LETTER TO SHAREHOLDERS

Shareholders are advised to consult their professional advisers and/or the Council and/or the relevant authorities at the earliest opportunity as to whether an obligation to make a take-over offer would arise by reason of any Share Buy-Backs or acquisitions by the Company pursuant to the proposed adoption of the Share Buy-Back Mandate.

Although the Share Buy-Back Mandate would authorise the Company to purchase up to 10.0% of the total number of issued Shares of the Company as at the date the Share Buy-Back Mandate is obtained, the Company may not necessarily buy back or be able to buy back 10.0% of the total number of issued Shares in full (as further detailed under Section 2.3.1 of this Circular).

2.12 Reporting requirements

Within 30 days of the passing of a Shareholders' resolution to approve or renew the Share Buy-Back Mandate, the Company shall lodge a copy of such resolution with ACRA. The Company shall also lodge a notice with ACRA within 30 days of a Share Buy-Back. Such notification is to include details such as the date of the Share Buy-Back; the number of Shares purchased or acquired by the Company; the number of Shares cancelled; the number of Shares held as Treasury Shares; the Company's issued share capital before the Share Buy-Back; the amount of consideration paid by the Company for the Share Buy-Back, whether the Shares were purchased out of profits or the capital of the Company and such other particulars that might be prescribed.

3. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

The interests of Directors and Substantial Shareholders in the Shares as recorded in the Register of Directors' Shareholdings and Register of Members, respectively, as at the Latest Practicable Date, are as follows:

	<u>Direct Interest</u>	<u>Deemed Interest</u>	<u>Total Interest</u>
	<u>Number of Shares</u>	<u>Number of Shares</u>	<u>%⁽²⁾</u>
Directors			
Er. Dr. Lee Bee Wah ⁽¹⁾	1,177,233	–	0.29
Mr. Phua Cher Chew ⁽¹⁾	4,306,537	–	0.96
Mr. Boon Choon Kiat	–	–	0.00
Ms. Saw Chin Choo ⁽¹⁾	318,000	220	0.07
Dato Paduka Timothy Ong Teck Mong ⁽¹⁾	664,885	–	0.15
Dr. Tan Khee Giap	–	–	–
Mr. Chin Sek Peng	260,000	100,000	0.08
Mr. Lim Teck Chai, Danny	–	–	–
Substantial Shareholders (excluding Directors)			
TEE International Limited ⁽¹⁾	282,777,678	–	63.28
Mr. Phua Chian Kin ⁽¹⁾	22,005,593	283,879,428	68.45

Notes:

(1) As at the Latest Practicable Date, Er. Dr. Lee Bee Wah, Mr. Phua Cher Chew, Ms. Saw Chin Choo, Dato Paduka Timothy Ong Teck Mong and Mr. Phua Chian Kin hold, directly and indirectly, 764,000, 666,556, 1,393,312, 2,258,279 and 298,097,620 shares in TEE International Limited respectively.

(2) Based on 446,876,000 issued Shares as at the Latest Practicable Date.

4. DETAILS OF SHARE BUY-BACKS PURSUANT TO A SHARE BUY-BACK MANDATE

The Company has not made any Share Buy-Backs in the last twelve (12) months immediately preceding the Latest Practicable Date.

LETTER TO SHAREHOLDERS

5. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

As at the Latest Practicable Date, save as disclosed in this Circular, none of the Directors and Controlling Shareholders has any interest, direct or indirect, in the proposed adoption of the Share Buy-Back Mandate.

6. LIMITS ON SHAREHOLDING

The Company does not have any limits on the shareholdings of the Shareholders.

7. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which has been, or will be, despatched to Shareholders on the same date as the date of this Circular, will be held on 23 September 2016 at 9.30 a.m. (or as soon thereafter following the conclusion or adjournment of the AGM of the Company to be held at 9.00 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing, with or without modification, the resolution set out in the Notice of EGM.

8. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the EGM and wish to appoint a proxy to attend and vote at the EGM on their behalf will find attached to the Notice of EGM, a proxy form which they are requested to complete, sign and return in accordance with the instructions printed thereon as soon as possible and, in any event, so as to arrive at the registered office of the Company at 25 Bukit Batok Street 22, Singapore 659591, not later than 48 hours before the time fixed for holding the EGM.

The completion and return of a proxy form by a Shareholder does not preclude him from attending and voting in person at the EGM if he so wishes. A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register 72 hours before the EGM.

9. DIRECTORS' RECOMMENDATION

Having considered the rationale and information relating to the proposed adoption of the Share Buy-Back Mandate, the Directors are of the opinion that the proposed adoption of the Share Buy-Back Mandate is in the best interests of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of the ordinary resolution relating to the proposed adoption of the Share Buy-Back Mandate at the EGM.

10. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors of the Company collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the proposed adoption of Share Buy-Back Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

Where information in the Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the Circular in its proper form and context.

LETTER TO SHAREHOLDERS

11. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected at the registered office of the Company at 25 Bukit Batok, Street 22, Singapore 659591, during normal business hours from the date of this Circular up to and including the date of the EGM:

- (i) the constitution of the Company; and
- (ii) the annual report of the Company for FY2016.

Yours faithfully

For and on behalf of the Board of Directors of

TEE LAND LIMITED

Phua Cher Chew
Chief Executive Officer

NOTICE OF EXTRAORDINARY GENERAL MEETING

TEE LAND LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 201230851R)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “**EGM**”) of **TEE LAND LIMITED** (the “**Company**”) will be held on 23 September 2016 at 9.30 a.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at 9.00 a.m. on the same day and at the same place) at Albizia Room, Level 2, Jurong Country Club, 9 Science Centre Road, Singapore 609078 for the purpose of considering and, if thought fit, passing with or without any modifications the following resolution:

*All capitalised terms used in this Notice of EGM which are not defined herein shall, unless the context otherwise requires, have the same meanings ascribed to them in the Circular to shareholders of the Company dated 8 September 2016 (the “**Circular**”).*

ORDINARY RESOLUTION: THE PROPOSED ADOPTION OF THE SHARE BUY-BACK MANDATE

That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company (“**Shares**”) not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
- (i) on-market purchases transacted on the SGX-ST through the ready market or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose (“**On-Market Share Buy-Backs**”); and/or
 - (ii) off-market purchases (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s), which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the Listing Manual (“**Off-Market Share Buy-Backs**”),

on the terms set out in the Circular and otherwise in accordance with all other laws and regulations as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Buy-Back Mandate**”);

- (b) the authority conferred on the Directors pursuant to the Share Buy-Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:
- (i) the date on which the next annual general meeting is held or required by law to be held; or
 - (ii) the date on which the Share Buy-Backs are carried out to the full extent mandated; or
 - (iii) the date the authority contained by the Share Buy-Back Mandate is revoked or varied by the Shareholders in a general meeting;

- (c) in this Resolution:

“**Average Closing Price**” means the average of the closing market prices of a Share over the last five (5) Market Days on which transactions in the Shares were recorded, immediately preceding the date of the On-Market Share Buy-Back or, as the case may be, immediately preceding the date of the making of the offer for an Off-Market Share Buy-Back, and deemed to be adjusted for any corporate action that occurs after the relevant five (5)-day period;

NOTICE OF EXTRAORDINARY GENERAL MEETING

“**date of the making of the offer**” means the date on which the Company announces its intention to make an offer for an Off-Market Share Buy-Back, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Share Buy-Back calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Share Buy-Back;

“**Maximum Limit**” means such number of issued Shares representing not more than 10.0% of the total number of issued Shares of the Company as at the date of the passing of this Resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act at any time during the Relevant Period, in which event the total number of Shares shall be taken to be the total number of Shares as altered (excluding any Shares which are held as Treasury Shares); and

“**Maximum Price**” in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, stamp duties, applicable goods and services tax and other related expenses) which shall not exceed:

- (i) in the case of an On-Market Share Buy-Back, 105.0% of the Average Closing Price of the Shares; and
 - (ii) in the case of an Off-Market Share Buy-Back pursuant to an equal access scheme, 120.0% of the Average Closing Price of the Shares;
- (d) the Directors of the Company and/or any of them be and are hereby authorised to deal with the Shares purchased by the Company pursuant to the Share Buy-Back Mandate in any manner as they think fit which is permitted under the Companies Act; and
- (e) the Directors of the Company and/or any of them be and are hereby authorised to do all such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or he may consider necessary, desirable or expedient to give effect to the transactions contemplated and/or authorised by this Resolution or as they and/or he shall deem fit in the interests of the Company.

By Order of the Board

Ng Tah Wee
Lai Foon Kuen
Company Secretaries

Singapore, 8 September 2016

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend and vote in his/her stead at the EGM. A proxy need not be a member of the Company.
- (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50.

2. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 25 Bukit Batok Street 22, Singapore 659591, not less than forty-eight (48) hours before the time appointed for holding the EGM.

Personal data privacy:

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder'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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (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 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, and (iii) agrees that the shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.

TEE LAND LIMITED

(Co. Reg. No. 201230851R)
(Incorporated in the Republic of Singapore)

PROXY FORM

(Please see notes overleaf before completing this Form)

IMPORTANT:

CPF investors

1. A relevant intermediary may appoint more than two (2) proxies to attend the Extraordinary General Meeting and vote (please see Note 4 for the definition of "relevant intermediary").
2. For investors who have used their CPF monies to buy shares in the Company, this proxy form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Company's Notice of EGM dated 8 September 2016.

I/We _____ (name)

of _____ (address)

being a member/members of **TEE LAND LIMITED** (the "Company"), hereby appoint:

Name	NRIC / Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

*and/or

Name	NRIC / Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

as *my/our proxy/proxies to vote for *me/us on *my/our behalf at the Extraordinary General Meeting ("EGM") of the Company to be held at Albizia Room, Level 2, Jurong Country Club, 9 Science Centre Road, Singapore 609078 on 23 September 2016 at 9.30 a.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at 9.00 a.m. on the same day and at the same place) and at any adjournment thereof. *I/We direct *my/our proxy/proxies to vote for the Ordinary Resolution proposed at the EGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the *proxy/proxies will vote or abstain from voting at his/her discretion. The ordinary resolution will be put to vote at the EGM by way of poll.

(If you wish to exercise all your votes "For" or "Against", please tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate).

ORDINARY RESOLUTION	Number of Votes For	Number of Votes Against
To approve the proposed adoption of the Share Buy-Back Mandate		

* Delete where inapplicable

Dated this _____ day of _____ 2016.

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

Signature(s) of Shareholder(s) or
Common Seal of Corporate Shareholder

IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM



Notes:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Cap. 289, of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. A member of the Company who is not a relevant intermediary as defined under Section 181(6) of the Companies Act, Cap. 50 is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
3. Where a member appoints more than one proxy, the member shall specify the proportion of his/her shares to be represented by each such proxy, failing which the nomination shall be deemed to be alternative.
4. For any member who acts as a relevant intermediary as defined under Section 181(6) of the Companies Act, Cap. 50, who is either:
 - a. a banking corporation licensed under the Banking Act (Cap. 19) or its wholly-owned subsidiary which provides nominee services and holds shares in that capacity;
 - b. a capital markets services licence holder which provides custodial services for securities and holds shares in that capacity; or
 - c. Central Provident Fund ("CPF") Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased on behalf of CPF investors,you are entitled to appoint more than two proxies to attend and vote at the EGM. The proxy need not be a member of the Company. Please note that if any of your shareholdings are not specified in the list provided by the relevant intermediary to the Company, the Company may have the sole discretion to disallow the said participation of the said proxy at the forthcoming EGM.
5. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 25 Bukit Batok Street 22, Singapore 659591 not less than 48 hours before the time appointed for holding the EGM.
6. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of an officer or attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument of proxy.
7. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.

General:

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

Personal data privacy:

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder'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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (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 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, and (iii) agrees that the shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.