



TEE INTERNATIONAL LIMITED

(Company Registration No. 200007107D)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING AND CLOSURE OF BOOKS

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "EGM") of TEE International Limited (the "Company") will be held at Rose Room I & II, Upper Lobby Level, York Hotel Singapore, 21 Mount Elizabeth, Singapore 228516 on 16 April 2015 at 3.00 p.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution, which will be proposed as an ordinary resolution:

ORDINARY RESOLUTION: THE PROPOSED DISTRIBUTION

THAT, pursuant to Article 130 of the Articles of Association of the Company, approval be and is hereby given for the following:

- (a) subject to the Proposed Distribution being approved by Shareholders at the EGM and the satisfaction of the Approvals (as defined in paragraph 2.3.4 of the circular dated 1 April 2015 (the "Circular")), the Company to make a distribution of up to 45,973,888 shares in TEE Land Limited (collectively, the "TEE Land Shares" and each, a "TEE Land Share") held directly by the Company, to the shareholders of the Company (collectively, the "Shareholders" and each, a "Shareholder") by way of a dividend *in specie* (the "Proposed Distribution") on the basis of one TEE Land Share for every 15 ordinary shares in the issued share capital of the Company (the "Shares") held by Shareholders as at the Books Closure Date (as defined below), fractional entitlements to be disregarded, free of encumbrances and together with all rights attaching thereto on and from the date the Proposed Distribution is completed, except that for practical reasons and in order to avoid violating applicable securities laws outside Singapore, the TEE Land Shares will not be distributed to any Shareholder whose registered address as at the Books Closure Date (as recorded in the Register of Members of the Company or in the Depository Register maintained by The Central Depository (Pte) Limited ("CDP")) for the service of notice and documents is outside Singapore (each, an "Overseas Shareholder" and collectively, the "Overseas Shareholders") and who have not at least five market days (or such other cut-off date as the Directors may determine) prior to the Books Closure Date provided the Company's Share Registrar (being B.A.C.S. Private Limited at 63 Cantonment Road, Singapore 089758) or CDP, as the case may be, with addresses in Singapore for the service of notices or documents in accordance with the foregoing, and such TEE Land Shares shall be dealt with in the manner set out in paragraph (c) below;
- (b) any resulting fractional TEE Land Shares be aggregated and held by the Company for such purpose as the directors of the Company (the "Directors") deem fit;
- (c) arrangements be made for the distribution of TEE Land Shares which would otherwise have been distributed to the Overseas Shareholders pursuant to the Proposed Distribution, to be distributed to such person(s) as the Directors may appoint, who shall sell such TEE Land Shares at prices relevant at the time of sale and thereafter, distribute the aggregate amount of the net proceeds, after deducting all dealing and other expenses in connection therewith, proportionately among such Overseas Shareholders according to the respective TEE Land Shares they would otherwise have been entitled to as at the Books Closure Date in full satisfaction of their rights to the TEE Land Shares, provided that where the net proceeds to which any particular Overseas Shareholder is entitled is less than S\$10.00, such net proceeds shall be retained for the benefit of the Company, and no Overseas Shareholder shall have any claim whatsoever against the Company or CDP in connection therewith;
- (d) the Directors and each of them be and are hereby authorised to determine the amount to be appropriated out of the retained and/or current year profits of the Company (as the case may be) to meet the value of the TEE Land Shares to be distributed to the Entitled Shareholders (as defined in the Circular); and
- (e) the Directors and each of them be and are hereby authorised and empowered to complete and do all such acts and things, decide all questions and exercise all discretion (including, but not limited to, finalising, approving, modifying and executing all documents) as they may consider necessary or expedient in connection with the Proposed Distribution and/or to give effect to the Proposed Distribution.

NOTICE IS ALSO HEREBY GIVEN THAT:

- (f) the register of members and share transfer books of the Company will be closed on 8 May 2015 at 5.00 p.m. (the "Books Closure Date") for the purposes of determining the entitlements of Shareholders to the TEE Land Shares pursuant to the Proposed Distribution. Duly completed transfers received by the Company's Share Registrar (being B.A.C.S. Private Limited at 63 Cantonment Road, Singapore 089758) up to the close of business at 5.00 p.m. on 8 May 2015 will be registered to determine Shareholders' entitlements to the Proposed Distribution. The Proposed Distribution, if approved at the EGM, will be distributed on or around 15 May 2015.

By Order of the Board
Ms. Yeo Ai Mei
Ms. Lynn Wan Tiew Leng
Company Secretaries

Singapore
1 April 2015

Notes:

1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint not more than two proxies to attend and vote on his or her behalf. A proxy need not be a member of the Company.
2. The instrument appointing a proxy must be deposited at the Company's registered office at Block 2024, Bukit Batok Street 23, #03-48, Singapore 659529 not less than **forty-eight (48) hours** before the time fixed for holding the EGM.

Personal Data Privacy:

By submitting an instrument appointing a proxy (or proxies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company: (i) consents to the collection, use and disclosure of the member'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"); and (ii) warrants that where the member discloses the personal data of the member's proxy (or proxies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy (or proxies) 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.