

TIH LIMITED

(Company Registration Number: 199400941K)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

All capitalised terms in this Notice of Extraordinary General Meeting which are not defined herein shall have the same meanings ascribed to them in the Company's circular dated 27 August 2018.

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of TIH Limited (the "**Company**") will be held on 11 September 2018 at 10.00 a.m. at Crowne Plaza Changi Airport, Chengal Ballroom 1, Level 1, 75 Airport Boulevard, Singapore 819664, 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 ADOPTION OF THE INTERESTED PERSON TRANSACTIONS MANDATE

That:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual ("**Chapter 9**"), for the Company, its subsidiaries and its associated companies which are entities at risk as defined under Chapter 9, to enter into any of the transactions falling within the types of interested person transactions described in the Appendix A to the Company's Circular to Shareholders dated 27 August 2018 (the "**Appendix A**"), with any person who falls within the classes of interested persons described in the Appendix A, provided that such transactions are made on normal commercial terms and are not prejudicial to the interests of the Company and its minority shareholders and are in accordance with the review procedures for interested person transactions as set out in Appendix A (the "**IPT Mandate**");
- (b) the IPT Mandate shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company;
- (c) the Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of such procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 which may be prescribed by the SGX-ST from time to time; and
- (d) the Independent Directors for the purpose of the IPT Mandate be and are authorised to complete and do all such acts and things (including, without limitation, executing all such documents as may be required) as they may consider expedient or necessary in the interests of the Company to give effect to the IPT Mandate and/or this Resolution.

By Order of the Board

Wang Ya Lun Allen
Director

27 August 2018

Notes:

1. (a) A member of the Company entitled to attend and vote at this meeting is entitled to appoint not more than two proxies to attend, speak and vote in his/her stead. Where such member's instrument of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument of proxy. If no such proportion or number is specified, the first named proxy may be treated as representing 100 per cent of the shareholding and any second named proxy as an alternate to the first named.
- (b) Where a member of the Company is a relevant intermediary as defined in Section 181 of the Companies Act, the member is entitled to appoint more than two proxies to exercise all or any of his rights to attend and to speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by him (which number and class of Shares shall be specified).
- (c) A proxy need not be a member of the Company.
2. The instrument of proxy shall be under the hand of the Member, or by its attorney duly authorized in writing, or if the Member is a corporation, under seal or under the hand of its attorney duly authorized in writing. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the Member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company), shall be attached to the instrument of proxy.
3. A body corporate which is a member may also appoint by resolution of its directors or other governing body, such person as it thinks fit to act as its authorized representative in accordance with its constitution and Section 179 of the Companies Act, Chapter 50 of Singapore.
4. The instrument appointing a proxy or proxies, (together with the power of attorney (if any) under which it is signed or a certified copy thereof), must be deposited at the registered office of the Company at 137 Telok Ayer Street #03-07 Singapore 068602 not less than 72 hours before the time appointed for holding the meeting.

Personal data privacy:

By attending the Meeting and/or any adjournment thereof or submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting 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 Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (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 member of the Company discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member of the Company 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 member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

TIH Limited

27 August 2018

Dear shareholder

We are pleased to enclose herewith the Notice of Extraordinary General Meeting and Proxy Form for the Company's upcoming Extraordinary General Meeting to be held on 11 September 2018 at 10.00 a.m. at Crowne Plaza Changi Airport, Chengal Ballroom 1, Level 1, 75 Airport Boulevard, Singapore 819664.

The Company had issued a circular dated 27 August 2018 ("**Circular**"). In line with our efforts to reduce paper wastage and contribute to greater environmental sustainability, we will be discontinuing the practice of mailing the Company's circulars to shareholders. Instead, the Company's circulars will be available for download from the Company's website from the date hereof.

The Circular may be accessed at the URL http://tih.listedcompany.com/misc/Circular_dated_27_August_2018_IPT_Mandate.pdf. You will need an internet browser and PDF reader to view this document. You may access <https://get.adobe.com/uk/reader/> to download the free Adobe Acrobat Reader.

We sincerely hope that you will join our sustainability efforts and embrace e-communications. However if you still wish to receive printed copies of the Circular, please complete the request form below and return it to us no later than **6 September 2018** in order to receive the Circular before the Extraordinary General Meeting. All previous requests for printed versions of the Circulars/Annual Report will be disregarded.

By completing, signing and returning the request form to us, you agree and acknowledge that we and/or our service provider may collect, use and disclose your personal data, as contained in your submitted request form or which is otherwise collected from you (or your authorised representative(s)), for the purpose of processing and effecting your request.

Yours faithfully
For and on behalf of
TIH Limited
Tham Shook Han (Ms)
Company Secretary

Request Form

To: TIH Limited

Please send me a printed copy of the Circular dated 27 August 2018.

Name of shareholder: _____

NRIC/passport number: _____

Company registration number: _____ (If applicable)

Mailing address: _____

Signature: _____

Date: _____

Note: This request is valid for the Circular dated 27 August 2018 only.



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Request for Circular dated 27 August 2018

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TIH LIMITED
137 Telok Ayer Street #03-07
Singapore 068602

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TIH LIMITED

(Company Registration Number: 199400941K)
(Incorporated in the Republic of Singapore)

IMPORTANT:

1. For investors who have used their Central Provident Fund ("CPF") monies to buy TIH Limited's shares, this Circular is forwarded to them at the request of the CPF Approved Nominees and is sent solely **FOR INFORMATION ONLY**.
2. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. Relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 may appoint more than two proxies to attend, speak and vote at the Extraordinary General Meeting.
4. By submitting an instrument appointing a proxy(ies) and or representative(s), a member accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting.

PROXY FORM

(Please see notes overleaf before completing this Form)

I/We, _____

of _____

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

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

and/or (delete as appropriate)

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

or failing *him/her/them, the Chairman of the Extraordinary General Meeting of the Company as *my/our *proxy/proxies to attend and to vote for *me/us on *my/our behalf and, if necessary, to demand a poll at the Extraordinary General Meeting of the Company to be held at Crowne Plaza Changi Airport, Chengal Ballroom 1, Level 1, 75 Airport Boulevard, Singapore 819664 on 11 September 2018 at 10.00 a.m. and at any adjournment thereof.

I/We direct my/our proxy/proxies to vote for or against the resolution to be proposed at the Extraordinary General Meeting as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/her discretion.

No.	Resolutions	To be used for poll	
		No. of Votes For	No. of Votes Against
1	Ordinary Resolution: The Proposed Adoption of the Interested Person Transactions Mandate		

Dated this _____ day of _____ 2018

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

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

* Please delete accordingly.



Notes:

1. (a) A member of the Company entitled to attend and vote at this meeting is entitled to appoint not more than two proxies to attend, speak and vote in his/her stead. Where such member's instrument of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument of proxy. If no such proportion or number is specified, the first named proxy may be treated as representing 100 per cent of the shareholding and any second named proxy as an alternate to the first named.
- (b) Where a member of the Company is a relevant intermediary as defined in Section 181 of the Companies Act, the member is entitled to appoint more than two proxies to exercise all or any of his rights to attend and to speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by him (which number and class of shares shall be specified).
- (c) A proxy need not be a member of the Company.
2. The instrument of proxy shall be under the hand of the Member, or by its attorney duly authorized in writing, or if the Member is a corporation, under seal or under the hand of its attorney duly authorized in writing. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the Member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company) shall be attached to the instrument of proxy.
3. A body corporate which is a member may also appoint by resolution of its directors or other governing body, such person as it thinks fit to act as its authorised representative in accordance with its constitution and Section 179 of the Companies Act, Chapter 50 of Singapore.

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TIH LIMITED
137 Telok Ayer Street #03-07
Singapore 068602

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4. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 137 Telok Ayer Street, #03-07, Singapore 068602 **not less than 72 hours** before the time appointed for the Extraordinary General Meeting.
5. Please insert the total number of Shares held by you. If you have Shares entered against your name on the Depository Register (as defined in the Securities and Futures Act, Chapter 289 of Singapore), you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and registered in your name in the Register of Members, you should insert the aggregate number of shares. If no number is inserted, this instrument of proxy will be deemed to relate to all the Shares held by you.
6. The Company shall be entitled to reject this instrument of proxy 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 this instrument of proxy. In addition, in the case of members whose Shares are deposited with The Central Depository (Pte) Limited ("**CDP**"), the Company may reject any instrument of proxy lodged if such member is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for the holding of the Extraordinary General Meeting as certified by CDP to the Company.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting and/or 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or its service providers), the member 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 or its service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

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