

# TEHO INTERNATIONAL INC LTD.

(Company Registration Number 200811433K)  
(Incorporated in the Republic of Singapore)

## ANNUAL GENERAL MEETING PROXY FORM

I/We\*, \_\_\_\_\_ (Name)

(NRIC/Passport/Registration number\*) \_\_\_\_\_

of \_\_\_\_\_ (Address)

being a member/members\* of **TEHO INTERNATIONAL INC LTD.** (the "Company") hereby appoint:

Name	Address	NRIC/ Passport Number	Email Address**	Proportion of Shareholding	
				Number of Shares	%

and/or (delete as appropriate)

Name	Address	NRIC/ Passport Number	Email Address**	Proportion of Shareholding	
				Number of Shares	%

or if no proxy is named, the Chairman of the Annual General Meeting ("AGM") of the Company as my/our\* proxy/proxies\* to attend and vote for me/us\* on my/our\* behalf at the AGM of the Company to be held by electronic means on Tuesday, 25 October 2022 at 3.00 p.m. and at any adjournment thereof.

I/We\* direct my/our\* proxy/proxies\* to vote for, vote against or abstain from voting on the resolutions to be proposed at the AGM as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies\* will vote or abstain from voting at his/their\* discretion, as he/they\* will on any other matter arising at the AGM and at any adjournment thereof.

### IMPORTANT

- The AGM will be held by way of electronic means.
- SRS investors: (a) may vote live via electronic means at the AGM if they are appointed as proxies by their respective SRS operators, and should contact their respective SRS operators if they have any queries regarding their appointment as proxies; or (b) may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case they should approach their respective SRS operators to submit their votes by 3.00 p.m. on 13 October 2022.
- This proxy form is not valid for use by SRS investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

NO.	RESOLUTIONS	NUMBER OF VOTES FOR***	NUMBER OF VOTES AGAINST***	NUMBER OF VOTES ABSTAIN***
<b>ORDINARY BUSINESS</b>				
1.	To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 30 June 2022 together with the Independent Auditor's Report thereon			
2.	To declare a first and final dividend of 0.10 Singapore cent per ordinary share for the financial year ended 30 June 2022			
3.	To approve the payment of Directors' fees of \$180,000 for the financial year ending 30 June 2023, to be paid quarterly in arrears			
4.	To re-elect Mr Lim See Hoe as a Director of the Company			
5.	To re-elect Ms Joanne Khoo Su Nee as a Director of the Company			
6.	To re-appoint KPMG LLP as auditor of the Company and to authorise the Directors to fix its remuneration			
<b>SPECIAL BUSINESS</b>				
7.	To authorise the Directors to allot and issue shares and convertible securities			
8.	To approve the renewal of Share Buy-back Mandate			
9.	To approve the continued appointment of Ms Joanne Khoo Su Nee as an independent Director, for purposes of Rule 406(3)(d)(iii)(A) of the Catalist Rules of the SGX-ST			
10.	To approve the continued appointment of Ms Joanne Khoo Su Nee as an independent Director, for purposes of Rule 406(3)(d)(iii)(B) of the Catalist Rules of the SGX-ST			

\* Delete where inapplicable.

\*\* Compulsory for registration purposes. Appointed proxy(ies) will have to pre-register at the pre-registration website at the URL <https://globalmeeting.bigbangdesign.co/teho2022agm/> in order to access the Live AGM Webcast and the Live AGM Audio Feed.

\*\*\* Please indicate your vote "For", "Against" or "Abstain" with a tick [✓] within the box provided. Alternatively, please indicate the number of votes as appropriate. If you mark the abstain box for a particular resolution, you are directing your proxy not to vote on that resolution on a poll and your votes will not be counted in computing the required majority on a poll.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2022

Total Number of Shares in	Number of Shares
(a) Depository Register	
(b) Register of Members	

\_\_\_\_\_  
Signature(s) and/or Common Seal of Member(s)

**IMPORTANT: PLEASE READ NOTES OVERLEAF**



**Notes:**

1. If the member has shares entered against his name in the Depository Register, he should insert that number of shares. If the member has shares registered in his name in the Register of Members, he should insert that number of shares. If the member has shares entered against his name in the Depository Register and registered in his name in the Register of Members, he should insert the aggregate number of shares. If no number is inserted, this proxy form will be deemed to relate to all the shares held by the member.
2. Members who wish to exercise their voting rights at the AGM may:
  - (a) (where such members are individuals) vote "live" via electronic means at the AGM or (where such members are individuals or corporates) submit this Proxy Form to appoint proxies (other than the Chairman of the AGM)\* to vote "live" via electronic means at the AGM on their behalf; or
  - (b) (where such members are individuals or corporates) appoint the Chairman of the AGM as their proxy to vote on their behalf at the AGM.
  - (c) Members (including SRS Investors) and, where applicable, appointed proxies, who wish to vote "live" at the AGM must first pre-register at the pre-registration website at the URL <https://globalmeeting.bigbangdesign.co/teho2022agm/>.  
  
\* For the avoidance of doubt, SRS investors will not be able to appoint third party proxy(ies) (i.e., persons other than the Chairman of the AGM) to vote "live" at the AGM on their behalf.

This proxy form may be downloaded from the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>, the Company's website at the URL <https://investor.teho.com.sg> or on the registration portal at the URL <https://globalmeeting.bigbangdesign.co/teho2022agm/>.
3.
  - (a) A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies. Where such member's proxy form appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form; and
  - (b) A member who is a relevant intermediary is entitled to appoint more than two (2) proxies, 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 proxy form appoints more than two (2) proxies, the number of shares in relation to which each proxy has been appointed shall be specified in the proxy form.

"Relevant intermediary" shall have the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.
4. A proxy need not be a member of the Company.
5. This proxy form, duly executed, must be submitted to the Company in the following manner:
  - (i) by post to the Company's registered office at 1 Commonwealth Lane, #09-23 One Commonwealth, Singapore 149544; or
  - (ii) via email to [ir@teho.com.sg](mailto:ir@teho.com.sg),

in each case, by 3.00 p.m. on 22 October 2022 (being not less than 72 hours before the time appointed for holding the AGM).

6. Completion and return of this proxy form does not preclude a member from attending and voting at the AGM. A member who accesses the "live" webcast of the AGM proceedings may revoke the appointment of a proxy(ies) at any time before the AGM commences and in such an event, the Company reserves the right to terminate the proxy(ies)' access to the AGM proceedings.
7. This proxy form must be signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, it must be executed either under its common seal or signed by its attorney or officer duly authorised.
8. Where this proxy form is signed on behalf of the appointor by an attorney, the power of attorney or a notarially certified copy thereof (failing previous registration with the Company) must be lodged with this proxy form, failing which this proxy form may be treated as invalid.
9. A corporation which is a member may authorise by a resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM in accordance with Section 179 of the Companies Act 1967 of Singapore.
10. Persons who hold shares through relevant intermediaries (including SRS investors) and wish to exercise their votes:
  - (a) may vote "live" via electronic means at the AGM if they are appointed as proxies by their respective relevant intermediaries (which would include SRS operators), and should contact their respective relevant intermediaries if they have any queries regarding their appointment as proxies; or
  - (b) may appoint the Chairman of the AGM as their proxy to vote on their behalf at the AGM, in which case they should approach their respective relevant intermediaries (which would include SRS operators) to submit their votes at least seven (7) business days before the AGM (i.e. by 3.00 p.m. on 13 October 2022), in order to allow sufficient time for their respective relevant intermediaries to in turn submit this proxy form to appoint the Chairman of the AGM to vote on their behalf by 3.00 p.m. on 22 October 2022.
11. The Company shall be entitled to reject this proxy form 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 proxy form (including any related attachment). In addition, in the case of a member whose shares are entered in the Depository Register, the Company may reject any proxy form lodged if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

**Personal Data Privacy:**

By submitting this proxy form, the member is deemed to have accepted and agreed to the personal data privacy terms set out in the notice of AGM of the Company dated 10 October 2022.