TEE INTERNATIONAL LIMITED
(Incorporated in Singapore with limited liability)
(Company registration number 200007107D)

MANDATORY CONDITIONAL CASH OFFER FOR TEE INTERNATIONAL LIMITED

- **Warrant Proposal**

1. INTRODUCTION

The board of directors (the "**Board**" or the "**Directors**") of TEE International Limited (the "**Company**") refers to:

(a) the offer announcement dated 7 July 2020 (the "**Offer Announcement**") made by Xandar Capital Pte Ltd, for and on behalf of Tramore Global Limited (the "**Offeror**"), which sets out, *inter alia,* that, in accordance with Section 139 of the Securities and Futures Act (Cap. 289) and Rule 14 of the Singapore Code on Take-overs and Mergers (the "**Code**"), the Offeror is required to make a mandatory conditional cash offer (the "**Offer**") for all the ordinary shares in the capital of the Company (the "**Shares**"), excluding treasury Shares and those already owned, controlled and agreed to be acquired by the Offeror as a result of the Offeror's entry into a sale and purchase agreement with Mr. Phua Chian Kin pursuant to which, the Offeror will purchase 237,857,566 Shares and 31,774,040 warrants issued by the Company from Mr. Phua Chian Kin; and

(b) the Company's announcement dated 13 July 2020 in relation to the appointment of Provenance Capital Pte. Ltd. as the independent financial adviser ("**IFA**") to advise the Directors who are considered independent for the purposes of the Offer under the Code (the "**Independent Directors**").

As set out in the Offer Announcement, in accordance with Rule 19 of the Code, the Offeror also intends to make an offer to the holders (the "**Warrantholders**") of outstanding warrants issued by the Company (the "**Warrants**") pursuant to the bonus issue of Warrants undertaken by the Company on 30 April 2018, as adjusted, each Warrant carrying the right to subscribe for one (1) new Share at an adjusted exercise price of S$0.189 for each new Share and such offer for the Warrants will be conditional upon the Offer becoming or being declared unconditional in all respects (the "**Warrants Proposal**").

Warrantholders may refer to the Offer Announcement, a copy of which is available on the website of the Singapore Exchange Securities Trading Limited at www.sgx.com, for more information. Warrantholders are advised to review the Offer Announcement in its entirety and carefully in conjunction with this announcement.

2. THE WARRANTS PROPOSAL LETTER

According to the Offer Announcement, details of the Warrants Proposal will be set out in a letter to the Warrantholders to be despatched to the Warrantholders at the same time as, and together with a copy of, the formal offer document in relation to the Offer ("**Offer Document**"), which shall be despatched to shareholders of the Company ("**Shareholders**") not earlier than 14 days and not later than 21 days from the date of the Offer Announcement.

3. ADVICE OF THE INDEPENDENT FINANCIAL ADVISER

A circular containing, *inter alia*, the advice of the IFA and the recommendation of the Independent Directors in respect of the Offer and the Warrants Proposal (the "**Offeree Circular**"), will be despatched by the Company to its Shareholders and Warrantholders within 14 days from the date of despatch of the Offer Document.

In the meantime, Shareholders and Warrantholders are advised to exercise caution when dealing in their Shares and Warrants to refrain from taking any action in respect of their Shares and Warrants which may be prejudicial to their interests, until they or their professional advisers have considered the information and the recommendation of the Independent Directors, as well as the advice of the IFA set out in the Offeree Circular to be issued in due course. Shareholders and Warrantholders who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

4. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors (including those who have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement (other than those relating to the Offeror, the Offer and the Warrants Proposal) are fair and accurate and no material facts have been omitted from this announcement, and they jointly and severally accept full responsibility accordingly. Where any information has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, the Offer Announcement), the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from such sources and/or reproduced in this announcement in its proper form and context.

By Order of the Board

Josephine Toh
Company Secretary

15 July 2020