



TEE INTERNATIONAL LIMITED

(Incorporated in Singapore with limited liability)

(Co. Reg. No.: 200007107D)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “EGM”) of TEE INTERNATIONAL LIMITED (the “Company”) will be held on 27 September 2016 at 3.00 p.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at 2.30 p.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 ordinary resolutions:

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 9 September 2016.

ORDINARY RESOLUTION 1: THE PROPOSED ADOPTION OF THE TEE INTERNATIONAL EMPLOYEE SHARE OPTION SCHEME 2016 (THE “SCHEME”)

THAT:-

- (a) an employee share option scheme to be known as the “TEE International Employee Share Option Scheme 2016” (the “Scheme”), under which options (the “Options”) will be granted to such persons to subscribe for ordinary shares in the capital of the Company (the “Shares”) on such terms and conditions and in accordance with such rules as set out in the Company’s circular to Shareholders dated 9 September 2016 (the “Circular”), be and is hereby approved and adopted;
- (b) the directors of the Company (the “Directors”), and/or such committee comprising Directors duly authorised and appointed by the Board of the Company to administer the Scheme, be and are hereby authorised:
 - (i) to establish and administer the Scheme;
 - (ii) to modify and/or amend the Scheme from time to time provided that such modifications and/or amendments are effected in accordance with the Scheme Rules and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Scheme;
 - (iii) to offer and grant Options in accordance with the Scheme Rules and to allot and issue or deliver from time to time such number of new Shares (or treasury shares) required pursuant to the exercise of the Options under the Scheme (provided that the aggregate number of Shares available pursuant to the Scheme, the Plan (as defined below) and any other share-based schemes of the Company, shall not exceed 15% of the total number of issued Shares of the Company from time to time); and
 - (iv) to complete and do all acts and things (including executing such documents as may be required) as they may consider necessary, desirable or expedient to give effect to or for the purposes of this resolution or as they shall deem fit in the interests of the Company.

ORDINARY RESOLUTION 2: THE PROPOSED GRANT OF OPTIONS AT A DISCOUNT UNDER THE SCHEME

THAT subject to and contingent upon the passing of Ordinary Resolution 1, approval be and is hereby given for Options to be granted under the Scheme with Exercise Prices set at a discount not exceeding 20% of the Market Price for the Shares at the time of the grant of the Option (such Market Price to be determined in accordance with the Scheme Rules), provided that such discount does not exceed the relevant limits set by the Singapore Exchange Securities Trading Limited from time to time.

ORDINARY RESOLUTION 3: THE PROPOSED ADOPTION OF THE TEE INTERNATIONAL PERFORMANCE SHARE PLAN 2016 (THE “PLAN”)

THAT:-

- (a) a performance share plan to be known as the “TEE International Performance Share Plan 2016” (the “Plan”), under which awards (the “Awards”) of fully-paid Shares will be granted on such terms and conditions and in accordance with the Plan Rules, be and is hereby approved and adopted;
- (b) the Directors, and/or such committee comprising Directors duly authorised and appointed by the Board of the Company to administer the Plan, be and are hereby authorised:
 - (i) to establish and administer the Plan;
 - (ii) to modify and/or amend the Plan from time to time provided that such modifications and/or amendments are effected in accordance with the Plan Rules and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Plan;
 - (iii) to offer and grant Awards in accordance with the Plan Rules and to allot and issue or deliver from time to time such number of new Shares (or treasury shares) required pursuant to the vesting of the Awards under the Plan (provided that the aggregate number of Shares available pursuant to the Plan, the Scheme and any other share-based schemes of the Company, shall not exceed 15% of the total number of issued Shares of the Company from time to time); and
 - (iv) to complete and do all acts and things (including executing such documents as may be required) as they may consider necessary, desirable or expedient to give effect to or for the purposes of this resolution or as they shall deem fit in the interests of the Company.

ORDINARY RESOLUTION 4: THE PROPOSED PARTICIPATION OF MR. PHUA BOON KIN, AN ASSOCIATE OF MR. PHUA CHIAN KIN, A CONTROLLING SHAREHOLDER OF THE COMPANY, IN EACH OF THE SCHEME AND THE PLAN

THAT subject to and contingent upon the passing of Ordinary Resolutions 1, 2 and 3, approval be and is hereby given for the participation of Mr. Phua Boon Kin, an Associate of Mr. Phua Chian Kin, a Controlling Shareholder of the Company, in the Scheme and/or the Plan.

By Order of the Board

Ms. Yeo Ai Mei

Ms. Lynn Wan Tiew Leng

Company Secretaries

Singapore

9 September 2016

Notes:

1. A member of the Company entitled to attend and vote at EGM is entitled to appoint not more than two (2) proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company.
2. If the appointor is a corporation, the Proxy Form must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
3. The instrument appointing a proxy must be deposited at the office of The Central Depository (Pte) Limited at 11 North Buona Vista Drive #06-07, The Metropolis Tower 2, Singapore 138589, not less than 48 hours before the time appointed for the EGM. The completion and return of the proxy form by a member will not prevent him from attending and voting in person at the EGM if he so wishes. In such event, the relevant Proxy Form will be deemed to be revoked.

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.