

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of T T J Holdings Limited will be held at 8 Wilkie Road, #03-08, Wilkie Edge, Singapore 228095 on 30 November 2010 at 2.30 p.m. for the following purposes:

### AS ORDINARY BUSINESS

1. To receive and adopt the Audited Accounts for the financial year ended 31 July 2010 together with the Directors' Report and the Auditors' Report of the Company. **(Resolution 1)**
2. To declare a first and final dividend of 0.4 Singapore cent per ordinary share (tax exempt one tier) for the financial year ended 31 July 2010. **(Resolution 2)**
3. To re-elect the following Directors retiring pursuant to Article 96 of the Articles of Association of the Company:
  - a. Ms Chiong Su Been; and **(Resolution 3)**
  - b. Mr Lim Yian Poh. **(Resolution 4)**
4. To approve the payment of Directors' fees of S\$122,917 to the Directors of the Company for the financial year ended 31 July 2010. **(Resolution 5)**
5. To approve the payment of Directors' fees of S\$140,000 to the Directors of the Company for the financial year ending 31 July 2011. **(Resolution 6)**
6. To re-appoint RSM Chio Lim LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**
7. To transact any other business that may be transacted at an Annual General Meeting.

### AS SPECIAL BUSINESS

8. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modifications:

"Resolved that

  - (a) pursuant to Section 161 of the Companies Act, Cap. 50 (the "Act") and Rule 806(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to allot and issue shares and convertible securities in the Company at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares and convertibles securities to be issued pursuant to this Resolution does not exceed more than 50% of the total number of issued shares (excluding treasury shares), of which the aggregate number of shares and convertible securities issued other than on a pro-rata basis to existing shareholders must be not more than 20% of the total number of issued shares (excluding treasury shares);
  - (b) for the purpose of determining the aggregate number of shares that may be issued under (a) above, the percentage of issued share capital is based on the issued share capital of the Company (excluding treasury shares) at the time of the passing of this Resolution, after adjusting for:
    - (i) new shares arising from the conversion or exercise of convertible securities;
    - (ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual; and
    - (iii) any subsequent bonus issue, consolidation or subdivision of shares; and
  - (c) the 50% limit in (a) above may, until 31 December 2010 or such later date as may be determined by the SGX-ST, be increased to 100% for the Company to undertake pro-rata renounceable rights issues and unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier."  
[See Explanatory Note (i)] **(Resolution 8)**
9. To consider and, if thought fit, pass the following resolution as an ordinary resolution, with or without modifications:

"That subject to and pursuant to the share issue mandate in resolution 8 above being obtained, authority be and is hereby given to the Directors to issue new shares other than on a pro-rata basis to shareholders of the Company at an issue price per new share which shall be determined by the Directors in their absolute discretion provided that such price shall not (i) if the issue is made on or before 31 December 2010, or such other date as may be determined by the SGX-ST, represent more than a 20% discount for new shares to the weighted average price per share or (ii) if the issue is made after 31 December 2010, or such other date as may be determined by the SGX-ST, represent more than a 10% discount for new shares to the weighted average price per share, determined in accordance with the requirements of the SGX-ST."  
[See Explanatory Note (ii)] **(Resolution 9)**

By Order of the Board

Tan Swee Gek  
Company Secretary  
10 November 2010

### Explanatory Notes:

- (i) The Ordinary Resolution 8 proposed in item 8 above, if passed, will empower the Directors from the date of this Annual General Meeting until the date of the next Annual General Meeting, to allot and issue shares and convertible securities in the Company up to an amount not exceeding, in total, 50% of the issued share capital of the Company (excluding treasury shares); at the time of passing of this resolution, of which up to 20% may be issued other than on a pro-rata basis to shareholders. For the purpose of determining the aggregate number of shares which may be issued, the percentage of share capital shall be based on the Company's issued share capital (excluding treasury shares) at the time this Ordinary Resolution is passed, after adjusting for (a) new shares arising from the conversion or exercise of convertible securities, (b) new shares arising from the exercise of share options or vesting of share awards which are outstanding or subsisting at the time this Ordinary Resolution is passed and (c) any subsequent consolidation or subdivision of shares. The 50% limit may be increased to 100% for pro-rata renounceable rights issue.
- (ii) The Ordinary Resolution 9 proposed in item 9 above, if passed, will authorise the Directors to issue new shares (other than on a pro-rata basis to shareholders of the Company) at an issue price of up to 20% discount to the weighted average price per share.

### Notes:

- 1) A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy or proxies (not more than two) to attend and vote on his/her behalf. A proxy need not be a member of the Company.
- 2) The instrument appointing a proxy or proxies must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.
- 3) The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 57 Pioneer Road, Singapore 628508 at least 48 hours before the time of the Annual General Meeting.