

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 2011 at 2.30 p.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Audited Accounts for the financial year ended 31 July 2011 together with the Directors' Report and the Auditors' Report of the Company. (Resolution 1)
- To declare a first and final dividend of 0.6 Singapore cent per ordinary share (tax exempt one tier) for the financial year ended 31 July 2011. (Resolution 2)
- To re-elect the following Directors retiring pursuant to Article 90 of the Articles of Association of the Company:
 - Mr Ling Chien Yien (Resolution 3)
Mr Ling Chien Yien, upon re-election will remain as an Independent Director, as well as a member of the Remuneration Committee, a member of the Audit Committee and the Chairman of the Nominating Committee, and will be considered independent of the Management.
 - Mr Leong Yee Yew (Resolution 4)
Mr Leong Yee Yew, upon re-election will remain as an Independent Director, as well as a member of the Nominating Committee, a member of the Audit Committee and the Chairman of the Remuneration Committee, and will be considered independent of the Management.
- To re-elect Dr Ng Yiau Heong, the Director retiring pursuant to Article 96 of the Articles of Association of the Company. (Resolution 5)
Dr Ng Yiau Heong, upon re-election as a Director of the Company, will remain an Executive Director of the Company.
- To approve the payment of Directors' fees of S\$140,000 to the Directors of the Company for the financial year ending 31 July 2012. (Resolution 6)
- To re-appoint Messrs RSM Chio Lim LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 7)
- To transact any other business that may be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

- To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modifications: (Resolution 8)
"Resolved that
 - 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);
 - 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:
 - new shares arising from the conversion or exercise of convertible securities;
 - 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
 - any subsequent bonus issue, consolidation or subdivision of shares; 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)]

By Order of the Board

Tan Swee Gek
Company Secretary
9 November 2011

Explanatory Note:

- 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.

Notes:

- 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.
- 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.
- 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.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of T T J Holdings Limited will be held at 8 Wilkie Road, #03-08, Wilkie Edge, Singapore 228095 on 30 November 2011 at 3.00 p.m. (or as soon thereafter as the Annual General Meeting of the Company to be held on the same day is concluded or adjourned) for the purpose of considering and, if thought fit, passing the following resolutions with or without any modifications:

AS ORDINARY BUSINESS

- To approve the Proposed Share Purchase Mandate** (Resolution 1)
Resolved that:
 - for the purposes of Sections 76C and 76E of the Companies Act (Chapter 50) (the "**Companies Act**"), the exercise by the Directors of all powers of the Company to purchase or otherwise acquire Shares, not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
 - market purchase(s) (each a "**Market Purchase**") transacted on the SGX-ST through the ready market or as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted, through 1 or more duly licensed stockbrokers appointed by the Company for the purpose; or
 - off-market purchase(s) (each an "**Off-Market Purchase**") effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,
and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Purchase Mandate**");
 - unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Purchase Mandate may be exercised by the directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:
 - the date on which the next annual general meeting of the Company is held; or
 - the date by which the next annual general meeting of the Company is required by law to be held;
 - in this Resolution:
"Prescribed Limit" means 10% of the number of issued Shares as at the date of passing of this Resolution; and
"Maximum Price" in relation to a Share to be purchased or acquired, means an amount (excluding brokerage, commission, stamp duties, applicable goods and services tax, clearance fees and other related expenses) not exceeding:
 - in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and
 - in the case of an Off-Market Purchase, 115% of the Average Closing Price of the Shares;where:
"Average Closing Price" means the average of the closing market prices of a Share over the last five market days on which transactions in the Shares were recorded on the SGX-ST immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five-day period; and
"date of the making of the offer" means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from holders of Shares, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase;
 - the Directors and each of them be and are hereby authorised to deal with the shares purchased by the Company, pursuant to the Share Purchase Mandate in any manner as they think fit, which is allowable under the Companies Act; and
 - the Directors and each of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they or he may consider necessary, desirable or expedient to give effect to the transactions contemplated by this Resolution.
- To approve the Proposed Diversification of Business** (Resolution 2)
Resolved that:
 - approval be and is hereby granted for the Company to diversify the business activities of the Company and its subsidiaries to include the business of property development, property investment and property management; and
 - the Directors of the Company be and are hereby authorised to do any and all such acts (including executing all such documents as may be required) as they may, in their absolute discretion deem fit, expedient or necessary to give effect to the proposed diversification of business activities.

BY ORDER OF THE BOARD

Tan Swee Gek
Company Secretary
Singapore
9 November 2011

Notes:

- A member of the Company entitled to attend and vote at the EGM is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- The instrument or form appointing a proxy or proxies, duly executed, must be deposited at the registered office of the Company at 57 Pioneer Road, Singapore 628508, not less than 48 hours before the time appointed for holding the EGM in order for the proxy to be entitled to attend and vote at the EGM.