

THIS DOCUMENT AND THE ENCLOSED FORM OF PROXY (OR FORM OF DIRECTION FOR HOLDERS OF DEPOSITARY INTERESTS ONLY) ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to the action you should take, you are recommended to seek your own personal independent financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended), if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you sell or otherwise transfer, or have sold or otherwise transferred, all of your Ordinary Shares, please forward this document together with the accompanying Form of Proxy and Form of Direction at once to the purchaser or transferee, or the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you sell or otherwise transfer or have sold or otherwise transferred part only of your holding of Ordinary Shares, please retain this document and the accompanying Form of Proxy and Form of Direction and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

The Directors, whose names appear on page 4 of this document, and the Company accept responsibility, collectively and individually, for the information contained in this document. To the best of the knowledge and belief of the Directors and the Company (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information. In connection with this document, no person is authorised to give any information or make any representation other than as contained in this document.

Tejoori Limited

(the “Company”)

(Incorporated in the British Virgin Islands with registered number 677553)

Proposed cancellation of admission of Ordinary Shares to trading on AIM and Notice of General Meeting

This document should be read as a whole in conjunction with the accompanying Form of Proxy and Form of Direction (as appropriate). Your attention is drawn to the letter from the Chairman of the Company, which is set out on pages 8 to 12 of this document, and which recommends Shareholders to vote in favour of the Resolutions to be proposed at the General Meeting referred to below.

Allenby Capital Limited (“Allenby”), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as nominated adviser and broker to the Company in connection with the matters described in this document. Persons receiving this document should note that Allenby will not be responsible to anyone other than the Company for providing the protections afforded to customers of Allenby or for advising any other person on the arrangements described in this document. Allenby has not authorised the contents of, or any part of, this document and no liability whatsoever is accepted by Allenby for the accuracy of any information or opinions contained in this document or for the omission of any information. Allenby, as nominated adviser to the Company, owes certain responsibilities to the London Stock Exchange which are not owed to the Company or the Directors.

Allenby has given and not withdrawn its consent to the issue of this document and the references to its name in the form and context in which they appear.

Application has been made to the London Stock Exchange for the cancellation of the admission of the Company’s Ordinary Shares to trading on AIM. **It is expected that the final day on which the Ordinary Shares will be able to be traded on AIM will be 5 December 2017 with Cancellation expected to occur on 6 December 2017.**

Notice of a General Meeting of the Company, to be held at 3:00 p.m. Dubai time (GMT+4) on 22 November 2017 at Roda Al Bustan Hotel located in Al Garhoud, Near Terminal 1, Casablanca Street, Dubai, United Arab Emirates (Telephone: +971 4 282 000) <http://www.roda-hotels.com/al-butan>, is set out at the end of this document. To be valid the accompanying Form of Proxy for use in connection with the General Meeting should be completed, signed and returned in accordance with the instructions printed on it so as to reach the Company’s registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU as soon as possible and in any event by 11:00 a.m. on 20 November 2017. If you are a holder of Depositary Interests, the accompanying Form of Direction for use in connection with the General Meeting should be completed and returned as soon as possible and, in any event, so as to reach Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not later than 11:00 a.m. on 17 November 2017. If you hold Ordinary Shares in uncertificated form (that is, in CREST), you may appoint a proxy by completing and transmitting a CREST Proxy Instruction to Capita Registrars Limited (CREST participant ID RA10) so that it is received by no later than 11:00 a.m. on 20 November 2017. Completion and return of a Form of Proxy or CREST Proxy Instruction will not prevent Shareholders from attending and voting in person at the General Meeting should they wish

to do so. The completed Form of Proxy or Form of Direction should also be sent to the Company by email at: nabila@tejoiriltd.ae

This document does not constitute an offer of securities and is accordingly not an approved prospectus for the purposes of, and as defined in, section 85 of the Financial Services and Markets Act 2000 (as amended) and has not been prepared in accordance with the Prospectus Rules, nor has it been approved by, or filed with, the FCA or by any other authority which is a competent authority for the purpose of the Prospectus Rules. In addition, this document does not constitute an admission document drawn up in accordance with the AIM Rules. The London Stock Exchange has not itself examined or approved the contents of this document.

A copy of this document will be made available shortly on the Company's website at www.tejoiriltd.ae.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

(All times shall be London local time unless otherwise indicated below)

This document and Forms of Proxy posted to Shareholders (by first class post)	7 November 2017
Latest time and date for the Forms of Direction from the Depositary Interest holders to arrive with the Depositary	11:00 a.m. on 17 November 2017
Latest time for Depositary Interest holders to provide voting instructions via the CREST system for the General Meeting	11:00 a.m. on 17 November 2017
Latest time and date for receipt of Forms of Proxy and CREST Proxy Instructions for the General Meeting	11:00 a.m. on 20 November 2017
Date and time of General Meeting	3:00 p.m. Dubai Local Time (GMT+4) on 22 November 2017
Expected last day for dealings in Ordinary Shares on AIM	5 December 2017
Expected time and date of Cancellation	7.00 a.m. on 6 December 2017

Each of the times and dates above is subject to change. Dates set after the General Meeting assume that the General Meeting is not adjourned and that the Resolutions are passed. If any of the above times and/or dates change, any such change will be notified to Shareholders by an announcement on a Regulatory Information Service.

DIRECTORS AND ADVISERS

Directors	Khalid Nasser Al Nasser (<i>Chairman</i>) Abdullah Ibrahim Lootah (<i>Director</i>) Mohammed Abdullah Al Zaabi (<i>Director</i>) Saad Abdul Aziz Al Fozan (<i>Director</i>)
Company Secretary	Conyers Corporate Services (Middle East) Limited Dubai International Financial Centre Level 2, Gate Village 4 P.O. Box 506528 Dubai, United Arab Emirates
Company Assistant Secretary	Conyers Corporate Services (BVI) Limited Commerce House Wickhams Cay 1 P. O. Box 3140 Road Town Tortola British Virgin Islands VG1110
Registered Office	Conyers Trust Company (BVI) Limited Commerce House Wickhams Cay 1 P. O. Box 3140 Road Town Tortola British Virgin Islands VG1110
Nominated Adviser and Broker	Allenby Capital Limited 5 St Helen's Place London EC3 6AB United Kingdom
Legal Advisers to the Company (as to BVI law)	Conyers Dill & Pearman Limited Dubai International Financial Centre Level 2 Gate Village 4 P.O. Box 506528 Dubai, United Arab Emirates
Legal Advisers to the Company (as to English Law)	Bates Wells Braithwaite 10 Queen Street Place London EC4R 1BE

Registrars

Capita Registrars Limited
The Registry
34 Beckenham Road
Beckenham
Kent
BR3 4TU
United Kingdom

Website and contact details

www.tejooriltd.ae
Contact: Nabila Akhtar
Tel: 00971 4 2839316
Email: nabila@tejooriltd.ae

DEFINITIONS

The following definitions apply throughout this document, unless the context requires otherwise:

“ Admission ”	admission to trading on AIM;
“ AIM ”	AIM, the market of that name operated by the London Stock Exchange;
“ AIM Rules ”	the “AIM Rules for Companies” published by the London Stock Exchange from time to time;
“ Board ”	the board of directors of the Company;
“ Business Day ”	a day, other than a Saturday or Sunday or public holiday in England, Wales and the BVI, on which banks are open in London and Road Town for general commercial business;
“ BVI ”	the British Virgin Islands;
“ BVI Business Companies Act ”	the BVI Business Companies Act (as amended from time to time);
“ Cancellation ”	the cancellation of admission of the Ordinary Shares to trading on AIM;
“ certificated form ”	where a security is not held in uncertificated form (i.e. not recorded on the register of members of the Company as being held in uncertificated form in CREST);
“ Company ”	Tejoori Limited, a company incorporated under The International Business Companies Act and automatically re-registered under the BVI Business Companies Act;
“ CREST ”	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear UK & Ireland Limited is the Operator (as defined in the CREST Regulations);
“ CREST Proxy Instruction ”	the means by which a Shareholder who holds Ordinary Shares in CREST may appoint a proxy;
“ CREST Regulations ”	the Uncertificated Securities Regulations 2001 (SI 2001/3755);
“ Depository ”	Capita IRG Trustee Limited;
“ Depository Interests ” or “ DIs ”	the depository interests issued by the Depository in respect of and representing on a one-for-one basis Ordinary Shares held by the Depository;
“ DI Holders ”	holders of Depository Interests;
“ Directors ”	the directors of the Company whose names are set out on page 4;
“ FCA ”	the UK’s Financial Conduct Authority;
“ Form of Direction ”	the form of direction to be completed by DI Holders for use at the General Meeting
“ Form of Proxy ”	the form of proxy for use by Shareholders in connection with the General Meeting, which accompanies this document;
“ FSMA ”	the Financial Services and Markets Act 2000;
“ General Meeting ”	the general meeting of the Company to be held at Roda Al Bustan

Hotel located in Al Garhoud, Near Terminal 1, Casablanca Street, Dubai, United Arab Emirates at 3.00 p.m. Dubai time (GMT+4) on 22 November 2017 or any adjournment thereof, notice of which is set out at the end of this document;

“ Group ”	the Company and its subsidiary;
“ London Stock Exchange ”	London Stock Exchange plc;
“ Notice of General Meeting ”	the notice convening the General Meeting, which is set out at the end of this document;
“ Ordinary Shares ”	the shares with a par value of US\$0.01 each in the capital of the Company;
“ participant ID ”	the identification code or membership number used in CREST to identify a particular CREST member or other CREST participant;
“ Record Date(s) ”	the date fixed by the directors of the Company pursuant to the BVI Business Companies Act as the record date for determining the shares that are entitled to vote at the meeting, being 11:00 a.m. on 17 November 2017;
“ Regulatory Information Service ”	a service approved by the FCA for the distribution to the public of regulatory announcements and included within the list maintained on the FCA’s website at www.fca.org.uk ;
“ Resolutions ”	the resolutions to be proposed at the General Meeting to obtain the approval of Shareholders to the Cancellation, as set out in the Notice of General Meeting (and “ Resolution ” means any one of the Resolutions as the context requires);
“ Shareholders ”	the registered holders of Ordinary Shares from time to time;
“ Takeover Code ”	the City Code on Takeovers and Mergers;
“ UK ” or “ United Kingdom ”	the United Kingdom of Great Britain and Northern Ireland;
“ uncertificated ” or “ uncertificated form ”	Ordinary Shares which are recorded on the register of members of the Company as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST; and
“ Voluntary Liquidation ”	the voluntary liquidation of a solvent BVI company pursuant to the BVI Business Companies Act.

LETTER FROM THE CHAIRMAN OF TEJOORI LIMITED

(Incorporated in the British Virgin Islands with registered number 677553)

Directors:

Khalid Nasser Al Nasser (*Chairman*)
Abdulla Ibrahim Lootah (*Non-Executive Director*)
Saad Abdul Aziz Al Fozan (*Non-Executive Director*)
Mohammed Abdullah Al Zaabi (*Non-Executive Director*)

Commerce House
Wickhams Cay 1
P.O. Box 3140
Road Town
Tortola
British Virgin Islands
VG1110

To Shareholders of the Company

7 November 2017

Dear Shareholders:

Proposed cancellation of admission of the Ordinary Shares to trading on AIM and Notice of General Meeting

1. Introduction

Having consulted with the Company's advisers, your Directors have concluded that it is in the overall interests of the Company and its Shareholders if the admission of the Ordinary Shares to trading on AIM is cancelled and the Company commences a Voluntary Liquidation following the Cancellation. Accordingly, earlier today, the Company announced proposals to cancel the admission of the Company's Ordinary Shares to trading on AIM. Pursuant to Rule 41 of the AIM Rules, the Company has, through its nominated adviser, notified the London Stock Exchange of the intended date of the proposed Cancellation.

This letter sets out the background to and reasons for the Cancellation and the Voluntary Liquidation, why your Board believes it to be in the best interests of Shareholders as a whole and its recommendation to Shareholders to vote in favour of the Cancellation.

The Cancellation will require Shareholder approval and the Company is convening a general meeting to propose the necessary resolutions to effect each the Cancellation. A notice convening the General Meeting, to be held at 3:00 p.m. Dubai time (11.00 a.m. UK time) on 22 November 2017, is set out at the end of this document.

Following the Cancellation the Directors will seek to return the net cash resources of the Company to Shareholders and, as part of this distribution to Shareholders, the Directors will recommend to Shareholders that the Directors engage a liquidator to carry out a members' voluntary liquidation of the Company.

2. Background to and reasons for the proposed Cancellation

Over the past 12 months the Company has been realising its existing investment portfolio culminating in the sale of the final plot of land in Arjan previously owned by Tejoori in February 2017. Following the disposal the Company has no remaining investments and its sole asset is the cash held at bank by the Company. As at 31 October 2017 the Company held cash balances of approximately AED64.7 million (equivalent to approximately US\$17.6 million at the prevailing exchange rate).

The Board has considered a number of options such as the Company continuing as a listed cash shell and the return of a majority of cash to Shareholders by way of a dividend. However, the Board would also need to seek a new investment or series of investments and, in all likelihood, new board members to implement any revised investing strategy. The Board considered that the potential for significant costs, uncertainties and risks associated with this option outweighed the potential premium that any new

investor(s) might attach to the Company as a cash shell. The Board has also considered other ways of returning surplus capital to Shareholders but concluded this was too costly and could generate dividends that would be taxable to Shareholders as opposed to a return of capital.

Following careful consideration the Board has concluded that it is in the best interests of Shareholders to effect the Cancellation and, following the Cancellation, return cash to Shareholders by way of a Voluntary Liquidation, which the Board believe will maximise the return to Shareholders. It is anticipated that, assuming the Board's recommendations receive required Shareholder approval, the proposed liquidators would plan to make orderly distributions of capital to Shareholders in the course of the liquidation of the Company.

The appointment of a liquidator, the Voluntary Liquidation and related actions will require, *inter alia*, the approval of Shareholders in a further general meeting to be convened after Cancellation has taken place and will require a further circular to be published and sent to Shareholders.

3. Trading update and AIM Rule 15 status

The Company announced on 24 February 2017 the completion of the sale of their final remaining plot of land in Dubai for a gross consideration of approximately US\$5.8 million. Following this sale the Company had divested of its entire investment portfolio and continued to hold cash and wakala deposits only. As at 31 October 2017 the Company's sole asset is cash balances of approximately AED64.7 million (equivalent to approximately US\$17.6 million at the prevailing exchange rate).

As announced in the Company's interim results released on 30 March 2017, following the sale of the final plot of land in February 2017 the Company is deemed to have disposed of all of its assets within the meaning of Rule 15 of the AIM Rules. As such Tejoori has 12 months from the date of this disposal, being 23 February 2017, to implement its current investing policy in accordance with Rule 15 of the AIM Rules otherwise the Company's shares will be suspended from trading on AIM pursuant to Rule 40 of the AIM Rules for Companies.

As previously announced the Company's stated strategy is to return cash to shareholders and not to re-invest the cash proceeds from recent disposals into new investment opportunities. The return of capital is to be effected by a Voluntary Liquidation which the Company will be seeking to implement following the Cancellation. Shareholders should be aware that if the Cancellation is not approved in the general meeting of the Company convened for 22 November 2017 then the Company would not be in a position to proceed with the Voluntary Liquidation while the Company remains as an AIM quoted company. In this scenario the Company would need to examine other ways of returning capital to shareholders however it is the view of the Directors that the Voluntary Liquidation is the most efficient manner to maximise the return of cash to shareholders. In addition if the Cancellation is not approved by Shareholders in the General Meeting there would be an increased likelihood that the Company's shares will be suspended from trading for not implementing its current investing policy in accordance with the timeframe outlined above.

4. Principal effects of Cancellation

The principal effects that the Cancellation will have on Shareholders include the following:

- there will no longer be a formal market mechanism enabling Shareholders to trade their Ordinary Shares on AIM (or any other recognised market or trading exchange);
- it will be more difficult for Shareholders to determine the market value of their investment in the Company at any given time;
- the Company will no longer be subject to the AIM Rules and, accordingly, Shareholders will no longer be afforded the protections given by the AIM Rules- in particular, the Company will not be bound to: make any public announcements of material events, or to announce interims or final

results; comply with any of the corporate governance practices applicable to AIM companies; announce substantial transactions and related party transactions; or comply with the requirement to obtain shareholder approval for reverse takeovers and fundamental changes in the Company's business;

- the Company will cease to retain a nominated adviser and broker; and
- the Cancellation might have either positive or negative taxation consequences for Shareholders. Shareholders who are in any doubt about their tax position should consult their own professional independent adviser immediately.

Notwithstanding the Cancellation the Company will continue to comply with the applicable statutory requirements and the Company's memorandum and articles of association.

The Board intends to continue to maintain the Company's website (www.tejooriltd.ae) until the Voluntary Liquidation has been completed. Shareholders should be aware that following Cancellation there will be no obligation on the Company to include the information required under AIM Rule 26 or to update the website as required by the AIM Rules. In addition Shareholders are reminded that, as the Company is incorporated in the BVI, Shareholders are not afforded the protections provided by the Takeover Code, however, they will have all rights pursuant to the BVI Business Companies Act and the Company's Memorandum and Articles of Association.

5. Cancellation Process

The Cancellation is conditional on the approval of not less than 75 per cent. of votes cast by Shareholders (in person or by proxy) at a general meeting. Resolution 1 in the Notice of General Meeting, which is set out at the end of this document, proposes that admission of the Ordinary Shares to trading on AIM be cancelled.

Under the AIM Rules, Cancellation requires the expiration of a period of not less than 20 clear Business Days from the date on which notice of the intended Cancellation is given to the London Stock Exchange. The Company has notified the London Stock Exchange of the proposed Cancellation. Cancellation will occur no earlier than five clear Business Days after the General Meeting and it is expected that trading in the Ordinary Shares on AIM will cease at the close of business on 5 December 2017, with Cancellation expected to take effect at 7:00 a.m. on 6 December 2017.

Shareholders should be aware that if Cancellation is approved by Shareholders and takes effect, they will as from that time cease to hold shares in a company whose shares are admitted to trading on AIM. Following Cancellation, there will be limited opportunities for Shareholders to realise their investment in the Company other than pursuant to the proposed Voluntary Liquidation.

6. Trading in the Ordinary Shares after Cancellation

Following Cancellation, the Ordinary Shares will not be traded on any public market and the CREST facility will be cancelled. The Ordinary Shares will remain capable of being transferred in paper form for a limited time in accordance with the provisions of the Memorandum and Articles of Association of the Company until the Voluntary Liquidation has commenced. Transfers of interests in shares in certificated form should be sent to the Company's registrars, Capita Registrars Limited, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. Existing share certificates remain valid until completion of the Voluntary Liquidation.

Prior to the commencement of the Voluntary Liquidation the Company intends to use reasonable endeavours to facilitate introductions and communication among Shareholders who wish to sell their Ordinary Shares and those persons who wish to purchase Ordinary Shares. To do this, Shareholders or persons who wish to acquire or sell Ordinary Shares will be able to leave an indication with the Company that they are prepared to buy / sell Ordinary Shares at a specified price. In carrying out such introductions the Company will not arrange transactions and will take no responsibility in respect of the timeframe and manner in which introductions or communications (if any) are made or as to the price at which any trades

might take place.

Shareholders or persons wishing to trade in the Company's Ordinary Shares following Cancellation and prior to commencement of the Voluntary Liquidation should contact the Company via email to nabila@tejooriltd.ae, giving an indication that they are prepared to buy or sell at an agreed price.

As the Company intends to undertake a Voluntary Liquidation after the Cancellation, the Company intends to cancel the Depository Interest facility representing the Ordinary Shares shortly after Cancellation. Following the cancellation of the Depository Interest facility Shareholders will be able to continue to trade their Ordinary Shares in certificated form.

The appointment of a liquidator, the Voluntary Liquidation and related actions will require, *inter alia*, the approval of Shareholders in a further general meeting to be convened after Cancellation has taken place and will require a further circular to be published and sent to Shareholders.

7. Taxation

Shareholders who are in any doubt about their tax position should consult with their own independent professional adviser as soon as possible.

8. General Meeting

Set out at the end of this document is a notice convening the General Meeting to be held at 3:00 p.m. (Dubai time GMT+4) on 22 November 2017 at Roda Al Bustan Hotel located in Al Garhoud, Near Terminal 1, Casablanca Street, Dubai, United Arab Emirates (Telephone: +971 4 282 0000) <http://www.roda-hotels.com/al-bustan> for the purposes of considering and, if thought fit, passing the Resolutions. Resolution 1 to approve the Cancellation will be proposed as a "special resolution" requiring the approval of not less than 75 per cent. of the votes cast, in person or by proxy, by Shareholders at the General Meeting. Resolution 2 will be proposed as an ordinary resolution requiring the approval of not less than 51 per cent. of the votes cast, in person or by proxy, by Shareholders at the General Meeting.

A meeting of Shareholders is duly constituted if, at the commencement of the meeting, there are present, in person or by proxy, not less than 50 per cent. of the votes of the shares entitled to vote on the resolutions of Shareholders to be considered at the meeting. If within two hours from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the next business day at the same time and place, and if at the adjourned meeting there are present within one hour from the time appointed for the meeting, in person or by proxy, not less than one third of the votes of the shares entitled to vote on the resolutions to be considered at the meeting those present shall constitute a quorum but otherwise the meeting shall be dissolved.

9. Action to be taken

You will find enclosed with this document a Form of Proxy and a Form of Direction (for use in the event that any Shareholder is a holder of Depository Interests), in each case for use in connection with the General Meeting or at any adjournment thereof.

It is important that Shareholders have the opportunity to vote, even if they are unable to attend the General Meeting in person. If you are unable to come to the General Meeting you can use the enclosed Form of Proxy or Form of Direction to nominate the chairman of the meeting or someone else to attend the meeting and vote for you (this person is called a proxy). **Whether or not you wish to attend the General Meeting in person, you are requested to complete the Form of Proxy or, in the case of holders of Depository Interests, the Form of Direction in accordance with the instructions printed on it and return it by post or (during normal business hours only) by hand so as to be received by Capita Registrars Limited, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom as soon as possible and in any event so as to arrive by no later than 11:00 a.m. on 17 November 2017. The Form of Proxy or Form of Direction should also be sent to the Company by email at: nabila@tejooriltd.ae.**

As an alternative to returning the Form of Proxy or Form of Direction, certain Shareholders can appoint a proxy electronically as follows. If you hold your Ordinary Shares in uncertificated form (i.e., in CREST) you may appoint a proxy by completing and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual so that it is received by Capita Registrars Limited (under CREST participant ID RA10) by no later than 11:00 a.m. on 20 November 2017.

Unless the Form of Proxy or CREST Proxy Instruction is received by the relevant date and time specified above, it will be invalid. Completion and posting of the Form of Proxy or completing and transmitting a CREST Proxy Instruction will not preclude you from attending and voting in person at the General Meeting if you wish to do so.

10. Further information

The expected timetable of principal events for the Cancellation is set out on page 3 of this document. Shareholders are advised to read the whole of this document.

If you require assistance in completing the Form of Proxy, please call Capita Registrars Limited on 0871 664 0300 or, if telephoning from outside the UK, on +44 (0) 37 1664 0300, between 9.00 a.m. and 5.30 p.m. Monday to Friday (excluding bank and public holidays). Calls to the Capita Registrars Limited's telephone number are charged at 10 pence per minute plus any of your service provider's network extras. Different charges may apply to calls from mobile telephones. Calls to the Capita Registrars Limited's +44 (0) 37 1664 0300 number from outside the UK are charged at applicable international rates. Calls may be recorded and monitored randomly for security and training purposes. Capita Registrars Limited cannot provide advice on the merits of the Cancellation and Voluntary Liquidation nor give any financial, legal or tax advice.

11. Recommendation to Shareholders

Your Directors consider that the Cancellation is in the best interests of the Company and Shareholders as a whole. Accordingly, your Directors unanimously recommend that Shareholders vote in favour of the Resolutions as they, and persons connected with the Directors, intend to do in respect of their own beneficial holdings, amounting, in aggregate, to 4,550,633 Ordinary Shares representing 16.42 per cent. of the issued ordinary share capital of the Company at the date of this document.

Yours faithfully

Khalid Nasser Al Nasser
Chairman

NOTICE OF GENERAL MEETING

Tejoori Limited

(the “Company”)

(Incorporated in the British Virgin Islands with registered number 677553)

Notice is hereby given that a general meeting of the Company will be held at 3:00 p.m (**Dubai time GMT+4**) on **22 November 2017** at **Roda Al Bustan Hotel** located in Al Garhoud, Near Terminal 1, Casablanca Street, Dubai, United Arab Emirates (Telephone: +971 4 282 000) <http://www.roda-hotels.com/al-bustan> to consider and, if thought fit, pass the following resolutions of which resolution 1 will be proposed as a special resolution and resolution 2 will be proposed as an ordinary resolution:

SPECIAL RESOLUTION

RESOLVED THAT:

1. the admission of the shares with a par value of US\$0.01 each in the capital of the Company to trading on AIM, a market operated by London Stock Exchange plc, be cancelled (the “**Cancellation**”) and that any Director of the Company (the “**Authorised Signatory**”), acting singly, be and is hereby authorised to agree, sign or execute and deliver on behalf of the Company from time to time any and all agreements, instruments and other documents whatsoever in connection with the Cancellation and do any and all other things whatsoever as such Authorised Signatory shall in his absolute and unfettered discretion deem or determine appropriate in connection with the matters contemplated thereby, such determination to be conclusively evidenced by any such signing or execution or the taking of any such action by such person or persons;

without limiting the foregoing, if any Authorised Signatory considers it necessary or appropriate, the Cancellation documents or any related or ancillary document may be signed or executed as a deed by such Authorised Signatory, acting singly, under hand or under seal, and if any Authorised Signatory considers it necessary or appropriate, such Authorised Signatory be and is hereby authorised to affix the Company’s common seal to any such documents, and such Authorised Signatory, acting singly, be and is hereby authorised to witness and attest to the same as such Authorised Signatory shall in his sole discretion, consider fit; and

ORDINARY RESOLUTION

2. that the signing or execution and delivery of any and all documents whatsoever, and the taking of any and all actions whatsoever, by an Authorised Signatory of the Company on behalf of the Company in connection with the subject matter of these resolutions prior to

the date hereof be and are hereby approved, ratified and confirmed and the Shareholders ratify and confirm all and any actions taken by the Directors and Officers of the Company relative to the business of the Company up to the date hereof.

Registered Office and Registered Agent:
Commerce House
Wickhams Cay 1
P. O. Box 3140
Road Town, Tortola
British Virgin Islands
VG1110

By order of the Board

Conyers Corporate Services (Middle East) Limited

Company Secretary
Gate Village 4, Suite 201
Dubai International Financial Centre
Dubai
United Arab Emirates
7 November 2017

**Schedule 1
Proxy**

Tejoori Limited
(the “**Company**”)
(Incorporated in the British Virgin Islands)
Form of Proxy for use at General Meeting

I/We (*Note 1*).....

of.....
.....

being the registered holders of (*Note 2*)
.....

shares having a par value of US\$0.01 each in the share capital of **Tejoori Limited** (the “**Company**”), hereby appoint (*Note 3*) the (i) Chairman of the Meeting, or

(ii)
.....

of
.....

as my/our proxy to attend and vote for me/us and on my/our behalf at the said meeting of the Company to be held at at 3:00 p.m. (**Dubai time GMT+4**) on 22 November 2017 at Roda Al Bustan Hotel located in Al Garhoud, Near Terminal 1, Casablanca Street, Dubai, United Arab Emirates (Telephone: +971 4 282 0000) <http://www.roda-hotels.com/al-bustan> (or at any adjournment thereof) in respect of the resolutions set out in the notice convening the said meeting as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

RESOLVED THAT: (<i>Note 4</i>)	For*	Against*	Abstain*
1. Special Resolution The admission of the shares with a par value of US\$0.01 each in the capital of the Company to trading on AIM, a market operated by the			

<p>London Stock Exchange plc, to be cancelled (the “Cancellation”) and that any Director of the Company (the “Authorised Signatory”), acting singly, be and is hereby authorised to agree, sign or execute and deliver on behalf of the Company from time to time any and all agreements, instruments and other documents whatsoever in connection with the Cancellation and do any and all other things whatsoever as such Authorised Signatory shall in his absolute and unfettered discretion deem or determine appropriate in connection with the matters contemplated thereby, such determination to be conclusively evidenced by any such signing or execution or the taking of any such action by such person or persons;</p> <p>without limiting the foregoing, if any Authorised Signatory considers it necessary or appropriate, the Cancellation documents or any related or ancillary document may be signed or executed as a deed by such Authorised Signatory, acting singly, under hand or under seal, and if any Authorised Signatory considers it necessary or appropriate, such Authorised Signatory be and is hereby authorised to affix the Company’s common seal to any such documents, and such Authorised Signatory, acting singly, be and is hereby authorised to witness and attest to the same as such Authorised Signatory shall in his sole discretion, consider fit; and</p>			
<p>2. Ordinary Resolution</p> <p>That the signing or execution and delivery of any and all documents whatsoever, and the taking of any and all actions whatsoever, by an Authorised Signatory of the Company on behalf of the Company in connection with the subject matter of these resolutions prior to the date hereof be and are hereby approved, ratified and confirmed and the Shareholders ratify and confirm all and any actions taken by the Directors and Officers of the Company relative to the business of the Company up to the date hereof.</p>			

Notes:

1. Please insert full name(s) and address (es) in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out “the Chairman of the Meeting or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR, AGAINST OR ABSTAIN ON EACH OF THE RESOLUTIONS, PLEASE PLACE AN “X” IN THE APPROPRIATE BOX.** If you do not indicate how you wish your proxy to vote, your proxy will exercise his discretion whether to vote for or against the Resolutions or to abstain from voting. Your proxy will be entitled to vote at his discretion on any resolutions properly put to the Meeting other than those referred to in the Notice convening the Meeting.
5. This form of proxy must be signed under the hand of the appointer or of his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
6. If two or more persons are jointly entitled to a share and are present at the Meeting, only the joint holder whose name stands first in the Register of Members in respect of the joint holding is entitled to vote at the Meeting.
7. To be valid, this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged by post or by hand with the Company’s share registrar, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom not less than 48 hours before the time appointed for holding the Meeting or adjourned Meeting. The Form of Proxy should also be sent by email to the Company at nabila@tejoorltd.ae.

Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the Meeting if the member so desires and in such event, the instrument appointing a proxy shall be deemed to be revoked.

Notes:

1. A member entitled to attend and vote at the Meeting is also entitled to appoint a proxy or proxies to attend, speak and vote instead of him or her. A member may appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy need not be a member of the Company. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form enclosed with this notice of Meeting. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them. Appointment of a proxy will not preclude a member from attending and voting in person at the Meeting.
2. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. If a voting indication is given, your proxy will be legally obliged to vote in accordance with that indication. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
3. If you wish to attend the Meeting in person, please arrive at the venue for the Meeting by 2.30 p.m. on 22 November 2017. Shareholders who have queries regarding special access or other requirements should contact the Company, for the attention of Nabila Akhtar, by phone on +971 4 2839316 or +971 55 2121330.
4. Shareholders may appoint a proxy or proxies by completing and returning a form of proxy by post or by hand to the offices of the Company's registrars, Capita Registrars Limited, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. The Form of Proxy should also be sent by email to the Company at nabila@tejooriltd.ae.
5. A form of proxy which may be used to make such an appointment and give proxy instructions accompanies this notice of Meeting. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Capita Registrars Limited on 0871 664 0300 (calls cost 12p per minute plus network extras from within the UK) or from overseas on 0871 664 0300 (in either case lines are open 9.00 a.m. to 5.30 p.m. (UK time) Monday to Friday). Should you wish to appoint more than one proxy, please photocopy the form indicating on each copy the name of the proxy you wish to appoint, the number of ordinary shares in respect of which the proxy is appointed and the way in which you wish them to vote on the resolution proposed. You should send all pages to Capita Registrars Limited, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU.
6. To be effective, the appointment of a proxy, or amendment to the instructions given for a previously appointed proxy, must be received by Capita Registrars Limited in accordance with note 4 above by not later than 11.00 a.m. on 20 November 2017 or, in the event of any adjournment, 48 hours before the time of the adjourned meeting. In determining the 48 hour period, no account shall be taken of any part of a day that is not a working day. In addition, any power of attorney or any other authority under which the form of proxy is signed (or a duly certified copy of such power or authority) must be included with the form of proxy.
7. The Form of Direction accompanying this notice of meeting must be signed by the depositary interest holder or an attorney duly authorised in writing and deposited with Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU by not later than 11.00 a.m. on 17 November 2017. Any Form of Direction received after that time will not be valid for the scheduled meeting.
8. In the case of a member which is a company, the form of proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
9. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
10. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names of the holders stand in the register of members in respect of the joint holding.
11. To change your proxy instructions, simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
12. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share. Corporate representatives must make themselves known to the Company prior to the start of the Meeting (and in any event, not less than 48 hours before the time fixed for the Meeting). The Company may require such corporate representative to produce a certified copy of the resolution of authorisation before permitting them to exercise their powers at the Meeting. A corporation, that authorises a corporate representative to be present, is treated as being present at the meeting if the corporate representative so authorised is present.
13. As at close of business on 6 November 2017 (being the latest business day prior to the publication of this document) the Company's issued share capital consisted of 27,708,863 ordinary shares of par value US\$0.01 each, carrying one vote each. Therefore, the total voting rights in the Company are 27,708,863.

14. Only those shareholders registered in the register of members of the Company at close of business on 17 November 2017 shall be entitled to attend or vote at the Meeting in respect of the number of shares registered in their name at that time. If the Meeting is adjourned, the Company specifies that only shareholders entered on the Company's register of members at close of business on the date being two days before the time fixed for the adjourned Meeting shall be entitled to attend and vote at the Meeting. Changes to entries on the register of members after that time will be disregarded in determining the right of any person to attend or vote at the Meeting and/or the number of votes which any person may cast. Pursuant to Regulation 41 of The Uncertificated Securities Regulations 2001 and paragraph 18(c) of The Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, the Company specifies that only those members registered on the Company's register of members 48 hours before the time of the Meeting shall be entitled to attend and vote at the Meeting. In calculating the period of 48 hours mentioned above no account shall be taken of any part of a day that is not a working day.
15. Except as provided above, members who have general queries about the Meeting should use the following means of communication (please note that no other methods of communication will be accepted):
- call Capita Registrars Limited on the number referred to in note 5 above; or
 - call the Company on the number referred to in note 3 above; or
 - contact the Company (marked for the attention of the Company Secretary) on +971 4 428 2900, Attention Dennis Ryan between 9:00 a.m. and 5:30 p.m. Sunday to Thursday.

You may not use any electronic address provided either in this notice of Meeting or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.