

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Venture Corporation Limited (the "Company") will be held at The Boardroom, 5006 Ang Mo Kio Avenue 5, #05-01/12 TECHplace II, Singapore 569873 on 25 April 2014 at 12.30 p.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 11.30 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without modifications, the following Resolution which will be proposed as an Ordinary Resolution:

As Ordinary Resolution

RESOLUTION 1: PROPOSED ADOPTION OF THE VENTURE CORPORATION EXECUTIVES' SHARE OPTION SCHEME 2015

That:

- (a) a new share option scheme to be known as the "Venture Corporation Executives' Share Option Scheme 2015" (the "2015 Scheme"), the commencement date of which shall be 1 January 2015, and the rules of which have been, for the purpose of identification, subscribed to by the Chairman of the Meeting, under which options (the "Options") will be granted to selected employees of the Company and/or its subsidiaries, including Directors of the Company and other selected participants, to acquire shares in the capital of the Company (the "Shares"), details of which are set out in the Circular to Shareholders dated 2 April 2014, be and is hereby approved;
- (b) the Directors of the Company be and are hereby authorised:
 - (i) to establish and administer the 2015 Scheme; and
 - (ii) to modify and/or alter the 2015 Scheme from time to time, provided that such modification and/or alteration is effected in accordance with the provisions of the 2015 Scheme; and
 - (iii) to offer and grant Options in accordance with the provisions of the 2015 Scheme and to allot and issue from time to time such number of Shares as may be required to be issued, or to deliver existing Shares (whether such existing Shares are acquired, pursuant to a share purchase mandate or (to the extent permitted by law) held as treasury shares, or otherwise) pursuant to the exercise of the Options under the 2015 Scheme, provided that the aggregate number of Shares to be issued pursuant to the 2015 Scheme when added to the aggregate number of Shares issued and issuable and existing Shares delivered and deliverable in respect of:
 - (1) all Awards under the Venture Corporation Restricted Share Plan approved by shareholders on 26 April 2011 made after 30 April 2014, being the date on which the Venture Corporation Executives' Share Option Scheme 2004 expires; and
 - (2) all Options granted under the 2015 Scheme,shall not exceed 10 per cent. of the total number of issued Shares (excluding treasury shares) from time to time; and
 - (iv) to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the 2015 Scheme.

By Order of the Board

Angeline Khoo Cheng Nee
Company Secretary
Singapore
2 April 2014

Notes:

- 1. A member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
- 2. Where a member appoints two proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.
- 3. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 5006 Ang Mo Kio Avenue 5, #05-01/12 TECHplace II, Singapore 569873, not less than forty-eight (48) hours before the time appointed for the Extraordinary General Meeting.
- 4. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his 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. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
- 5. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Extraordinary General Meeting, in accordance with Section 179 of the Singapore's Companies Act, Chapter 50.
- 6. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at forty-eight (48) hours before the time appointed for holding the meeting, as certified by The Central Depository (Pte) Limited to the Company.