



TREK 2000 INTERNATIONAL LTD

(Incorporated in Singapore)
(Company Reg. No. 199905744N)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of TREK 2000 INTERNATIONAL LTD (the "**Company**") will be held at 30 Loyang Way #07-13/14/15, Loyang Industrial Estate, Singapore 508769 on 24 April 2015 at 10.15 a.m. ("**EGM**") (or as soon as practicable immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be held 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 Ordinary Resolutions:

RESOLUTION 1 – ORDINARY RESOLUTION

PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE (on a poll taken)

That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 of Singapore (the "**Companies Act**"), the exercise by the directors of the Company (the "**Directors**") of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company (the "**Shares**") not exceeding in aggregate the Maximum 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:
- (i) an on-market purchase ("**On-Market Purchase**") transacted on the Singapore Exchange Securities Trading Limited (the "**SGXST**"); and/or
 - (ii) an off-market purchase ("**Off-Market Purchase**") effected pursuant to an equal access scheme (as defined in Section 76C of the Companies Act) as may be determined or formulated by the Directors as they consider fit, which scheme shall satisfy all the conditions prescribed by the Companies Act,
- and otherwise in accordance with all other laws, regulations and rules of the SGXST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally ("**Share Buy-Back Mandate**");
- (b) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Buy-Back Mandate shall, at the discretion of the Directors, either be cancelled or held in treasury and dealt with in accordance with the Companies Act;
- (c) unless varied or revoked by an ordinary resolution of shareholders of the Company in general meeting, the authority conferred on the Directors pursuant to the Share Buy-Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:
- (i) the date on which the next annual general meeting of the Company is held or required by law to be held;
 - (ii) the date on which the authority conferred by the Share Buy-Back Mandate, if renewed, is revoked or varied by the Company in general meeting; or
 - (iii) the date on which Share Buy-Backs are carried out to the full extent mandated;
- (d) in this Resolution:
- "**Maximum Limit**" means 10% of the issued Shares as at the date of the passing of this Ordinary Resolution;
- "**Maximum Price**" in relation to a Share to be purchased, means an amount (excluding brokerage, commission, stamp duty, applicable goods and services tax and other related expenses) not exceeding:
- (i) in the case of an On-Market Purchase, 5% above the average of the closing market prices of the Shares over the last five (5) consecutive Market Days on the SGXST, on which transactions in the Shares recorded immediately preceding the day of the On-Market Purchase and deemed to be adjusted for any corporate action occurring after such 5-Market Day period; and
 - (ii) in the case of an Off-Market Purchase, 20% above the average of the closing market prices of the Shares over the last five (5) consecutive Market Days on the SGXST, on which transactions in the Shares recorded immediately preceding the day on which the Company makes an announcement of an offer under an equal access scheme; and
- "**Market Day**" means a day on which the SGXST is open for trading in securities; and
- (e) the Directors and/or any 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 and/or he may consider desirable, expedient or necessary to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.

RESOLUTION 2: ORDINARY RESOLUTION

PARTICIPATION OF TAN BOON SIONG IN THE SCHEME

That approval be given for the participation of Tan Boon Siong, an Associate of a Controlling Shareholder, in the Scheme.

RESOLUTION 3: ORDINARY RESOLUTION

PARTICIPATION OF TAN JOON YONG WAYNE IN THE SCHEME

That approval be given for the participation of Tan Joon Yong Wayne, an Associate of a Controlling Shareholder, in the Scheme.

RESOLUTION 4: ORDINARY RESOLUTION

GRANT OF OPTIONS TO HENN TAN UNDER THE SCHEME

That approval be given for Options, exercisable at any time after the first anniversary of the date of the grant and up to the tenth anniversary of the date of the grant, to be granted to Henn Tan in respect of up to a maximum of 1,700,000 Shares pursuant to the Scheme, and that the Board of Directors of the Company be and is hereby authorised to allot and issue the Shares pursuant to the exercise of such Options at the Subscription Price of S\$0.338 per Share.

RESOLUTION 5: ORDINARY RESOLUTION

GRANT OF OPTIONS TO TAN BOON TAT UNDER THE SCHEME

That approval be given for Options, exercisable at any time after the first anniversary of the date of the grant and up to the tenth anniversary of the date of the grant, to be granted to Tan Boon Tat in respect of up to a maximum of 600,000 Shares pursuant to the Scheme, and that the Board of Directors of the Company be and is hereby authorised to allot and issue the Shares pursuant to the exercise of such Options at the Subscription Price of S\$0.338 per Share.

RESOLUTION 6: ORDINARY RESOLUTION

GRANT OF OPTIONS TO TAN BOON SIONG UNDER THE SCHEME

That contingent on the passing of Ordinary Resolution 2, approval be given for Options, exercisable at any time after the first anniversary of the date of the grant and up to the tenth anniversary of the date of the grant, to be granted to Tan Boon Siong in respect of up to a maximum of 600,000 Shares pursuant to the Scheme, and that the Board of Directors of the Company be and is hereby authorised to allot and issue the Shares pursuant to the exercise of such Options at the Subscription Price of S\$0.338 per Share.

RESOLUTION 7: ORDINARY RESOLUTION

GRANT OF OPTIONS TO TAN JOON YONG WAYNE UNDER THE SCHEME

That contingent on the passing of Ordinary Resolution 3, approval be given for Options, exercisable at any time after the first anniversary of the date of the grant and up to the tenth anniversary of the date of the grant, to be granted to Tan Joon Yong Wayne in respect of up to a maximum of 900,000 Shares pursuant to the Scheme, and that the Board of Directors of the Company be and is hereby authorised to allot and issue the Shares pursuant to the exercise of such Options at the Subscription Price of S\$0.338 per Share.

By Order of the Board

Ng Kwee Lian

Tan Giok Lan

Company Secretaries

Singapore, 8 April 2015

IMPORTANT: PLEASE READ NOTES BELOW

NOTES:

- (1) All capitalised terms used herein which are not defined shall have the same meanings as ascribed to them in the circular dated 8 April 2015 to shareholders of the Company.
- (2) A member of the Company entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (3) A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
- (4) If a proxy is to be appointed, the instrument appointing a proxy must be deposited at the registered office of the Company at 30 Loyang Way, #07-13/14/15 Loyang Industrial Estate, Singapore 508769 not less than forty-eight (48) hours before the time appointed for holding the EGM.
- (5) The instrument appointing a proxy must be signed by the appointer or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
- (6) A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at forty-eight (48) hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member'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**"), and (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member 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.