



TREK 2000 INTERNATIONAL LTD

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

NOTICE OF FIFTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifteenth Annual 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 Wednesday, 23 April 2014 at 10.00 a.m. to transact the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Report and Audited Accounts for the year ended 31 December 2013 and the Auditors’ Report thereon. **Resolution 1**
2. To re-elect the following Directors, each of whom will retire by rotation pursuant to Article 91 of the Articles of Association of the Company and who, being eligible, offer themselves for re-election:
 - (i) Mr Seah Moon Ming *1 **Resolution 2**
 - (ii) Mr Noel Hon Chia Chun *2 **Resolution 3**
 - (iii) Mr Poo Teng Pin **Resolution 4**

*1 Mr Seah Moon Ming will, upon re-election as Director of the Company, continue as Chairman of the Remuneration Committee and as a Member of the Audit Committee and Nominating Committee. Mr Seah is considered an independent director for the purpose of Rule 704(8) of the Singapore Exchange Securities Trading Limited (the “SGX-ST”) Listing Manual.

*2 Mr Noel Hon Chia Chun will, upon re-election as Director of the Company, continue as Chairman of the Nominating Committee and as a Member of the Audit Committee and Risk Review Committee. Mr Hon is considered an independent director for the purpose of Rule 704(8) of the SGX-ST Listing Manual.
3. To approve the sum of S\$76,422 as Directors’ fees for the year ended 31 December 2013. (2012: S\$80,541) **Resolution 5**
4. To re-appoint Ernst & Young LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**

AS SPECIAL BUSINESS

5. To consider and, if thought fit, to pass with or without modifications, the following resolutions which will be proposed as Ordinary Resolutions:

That authority be and is hereby given to the Directors to:

Resolution 7

 - (a) (i) issue shares in the capital of the Company (the “shares”) whether by way of rights, bonus or otherwise; and/or
 - (ii) make or grant offers, agreements or options (collectively, the “Instruments”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares, 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; and
 - (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that:

 - (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50 per cent. of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a *pro rata* basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20 per cent. of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
 - (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed, after adjusting for:
 - (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
 - (ii) any subsequent bonus issue or consolidation or subdivision of shares;
 - (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
 - (4) (unless revoked or varied by the Company in General Meeting) the authority conferred by this Resolution 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.
6. That the Directors be empowered to issue ordinary Shares to all the holders of options granted by the Company, whether granted during the subsistence of this authority or otherwise, under the approved Trek 2000 International Ltd Share Option Scheme 2011 (the “2011 Scheme”) upon the exercise of such options and in accordance with the terms and conditions of the 2011 Scheme, provided that the aggregate number of ordinary Shares issued pursuant to the 2011 Scheme shall not exceed 15% of the issued ordinary share capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in general meeting, 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. **Resolution 8**

By Order of the Board
Ng Kwee Lian (Ms)
Company Secretary
Singapore, 4 April 2014

EXPLANATORY NOTES

Resolutions 2 to 4

The Directors who have offered themselves for re-election have each confirmed that, save as disclosed in the Annual Report 2013, he does not have any relationships (including immediate family relationships) with the other Directors, the Company or its 10% shareholders. A list of all current directorships in other listed companies and details of other principal commitments held by each of these Directors can be found on pages 14 to 16 of the Annual Report 2013.

Resolution 7

Resolution 7 is to empower the Directors from the date of this Meeting until the date of the next Annual General Meeting, or the date by which the next Annual General Meeting is required by law to be held or when varied or revoked by the Company in general meeting, whichever is the earlier, to allot and issue shares and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments up to a number not exceeding fifty per centum (50%) of the issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this resolution. For issues other than on a *pro rata* basis to all shareholders, the aggregate number of shares to be issued shall not exceed twenty per centum (20%) of the issued shares (excluding treasury shares) in the capital of the Company.

For the purpose of this resolution, the percentage of issued shares is based on the issued shares (excluding treasury shares) in the capital of the Company at the time this proposed Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time this proposed Ordinary Resolution is passed and any subsequent consolidation or subdivision of shares.

Resolution 8

Resolution 8 is to empower the Directors from the date of this Meeting until the next Annual General Meeting, or the date by which the next Annual General Meeting is required by law to be held or when varied or revoked by the Company in general meeting, whichever is the earlier, to offer and grant options and allot and issue shares in the Company pursuant to the 2011 Scheme of up to a number not exceeding in total fifteen per centum (15%) of the issued ordinary shares in the capital of the Company from time to time pursuant to the exercise of the options under the 2011 Scheme.

NOTES

- (1) A member of the Company entitled to attend and vote at the Fifteenth Annual General Meeting (the “Meeting”) 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.
- (2) The instrument appointing a proxy must be lodged at the registered office of the Company at 30 Loyang Way #07-13/14/15, Loyang Industrial Estate, Singapore 508769 not less than 48 hours before the time appointed for the Meeting.