GKE CORPORATION LIMITED

(Company Registration Number 200001941G)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of **GKE Corporation Limited** (the "**Company**") will be held at 30 Pioneer Road, Singapore 628502 on 30 October 2015 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the resolutions as set out below:

RESOLUTION 1: ORDINARY RESOLUTION

THE PROPOSED SALE AND LEASEBACK OF THE PROPERTY LOCATED AT 30 PIONEER ROAD SINGAPORE 628502

Noted That:

Capitalised terms not defined in this Resolution shall bear the meanings ascribed to them in the Circular dated 15 October 2015. Resolved That:

(a) the proposed sale by GKE Warehousing & Logistics Pte Ltd, a subsidiary of the Company of the property located at 30 Pioneer Road Singapore 628502 (the "**Property**") with the plant, mechanical and electrical equipment, fixtures and fittings which relate to the Property to The Trust Company (Asia) Limited, in its capacity as trustee of Viva Industrial Real Estate Investment Trust at the purchase price of $45,000,000 (the "**Proposed Sale**") be and is hereby approved; and

(b) the Directors be and are hereby authorised to complete and to take such steps, do such acts and things and exercise such discretions as they may in their absolute discretion consider necessary, desirable or expedient pursuant to, in connection with and/or incidental to the Proposed Sale, GKE Warehousing's entry into the Option Agreement and the Master Lease Agreement and/or any transaction(s) thereby contemplated and their completion, including approving and executing all agreements and documents relating to or in connection with any of the abovementioned matters and making any amendments to the terms and conditions of the Proposed Sale and the Master Lease Agreement.

RESOLUTION 2: ORDINARY RESOLUTION

THE PROPOSED DIVERSIFICATION OF THE GROUP'S BUSINESS TO INCLUDE: (I) MARINE AND SHIPPING LOGISTICS, AND (II) SUPPLY OF INFRASTRUCTURAL MATERIALS AND SERVICES

Resolved That:

(a) approval be and is hereby given for the diversification by the Company and its subsidiaries (the "**Group**") of the Group's business to include marine and shipping logistics described in paragraph 3.2.1 of the Circular dated 15 October 2015 and the supply of infrastructural materials and services described in paragraph 3.2.2 of the Circular dated 15 October 2015;

(b) approval be and is hereby given for the Group to engage in any and all activities relating to the above proposed new businesses;

(c) the Company be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of, from time to time any and all assets, investments and securities in any entity that is involved in one or more of the Proposed New Businesses on such terms and conditions as the Directors deem fit, and such Directors be and are hereby authorised to take such steps and exercise such discretion and do all such acts or things as they deem desirable, necessary or expedient or give effect to any such investment, purchase, acquisition or disposal; and

(d) the Directors or any of them be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this Ordinary Resolution as they or he may think fit.

RESOLUTION 3: ORDINARY RESOLUTION

THE PROPOSED SHARE BUY BACK MANDATE

Resolved That:

(a) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 of Singapore (the "**Companies Act**"), the Directors be and are hereby authorised to exercise all the powers of the Company to purchase or otherwise acquire ordinary shares in the capital of the Company ("**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:

(i) market purchases (each a "**Market Purchase**") on the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"); and/or

(ii) off-market purchases (each an "**Off-Market Purchase**") (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other provisions of the Companies Act and the Listing Manual of the SGX-ST as may for the time being be applicable (the "**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 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 passing of this Resolution and expiring on the earlier of:

(i) the date on which the next annual general meeting of the Company ("**AGM**") is held or is required by law to be held;

(ii) the date on which the buy backs of Shares pursuant to the Share Buy Back Mandate are carried out to the full extent mandated; or

(iii) the date on which the authority conferred in the Share Buy Back Mandate is varied or revoked;

(d) for purposes of this Resolution:

"**Prescribed Limit**" means 10% of the issued Shares as at the date of the passing of this Resolution unless the Company has effected a reduction of its share capital in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period (as hereinafter defined), in which event the number of issued Shares shall be taken to be the number of issued Shares as altered (excluding any treasury shares that may be held by the Company from time to time);

"**Relevant Period**" means the period commencing from the date on which the last AGM was held and expiring on the date the next AGM is held or is required by law to be held, whichever is earlier, after the date of this Resolution; and

"**Maximum Price**" in relation to a Share to be purchased, means an amount (excluding brokerage, commission, stamp duties, applicable goods and services tax, clearance fees and other related expenses) not exceeding:

(i) in the case of a Market Purchase: 105% of the Average Closing Price (as hereinafter defined); and

(ii) in the case of an Off-Market Purchase: 120% of the Average Closing Price, where:

"**Average Closing Price**" means the average of the closing market prices of a Share over the last 5 market days, on which transactions in the Shares were recorded, preceding the day of the market purchase by the Company or, as the case may be, the day 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 5-day period;

"**day of the making of the offer**" means the day on which the Company announces its intention to make an offer for the purchase of Shares from Shareholders of the Company stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

(e) any of the Directors be and are hereby authorised to complete and do all such acts and things (including without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents), as they or he may consider desirable, expedient or necessary to give effect to the transactions contemplated by this Resolution.

By Order of the Board
GKE Corporation Limited

Neo Cheow Hui
Chief Executive Officer and Executive Director

15 October 2015

Notes:

(1) A shareholder of the Company entitled to attend and vote at the Extraordinary General Meeting of the Company ("**EGM**") may appoint not more than 2 proxies to attend and vote in his/her stead. A shareholder of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a shareholder of the Company.

(2) If a proxy is to be appointed, the instrument appointing a proxy must be duly deposited at the registered office of the Company at 30 Pioneer Road, Singapore 628502 not later than 48 hours before the time appointed for the holding of the EGM.

(3) The instrument appointing a proxy must be signed by the appointor 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.

(4) A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 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.

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