

TREK 2000 INTERNATIONAL LTD

Company No. 199905744N
(Incorporated in the Republic of Singapore)
(the "Company")

NOTICE OF TWENTY THIRD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty Third Annual General Meeting (the "AGM" or the "Meeting") of the Company will be held by way of electronic means on Tuesday, 26 April 2022 at 9.00 a.m., to transact the following businesses:

AS ORDINARY BUSINESS:

1. To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2021 together with the Auditors' Report thereon. **Resolution 1**
2. To re-elect Mr Tan Joon Yong Wayne, a Director of the Company retiring by rotation pursuant to Regulation 103 of the Company's Constitution and Rule 720(5) of the Listing Manual of the Singapore Exchange Securities Trading Limited. **Resolution 2**
3. To re-elect Mr Kwek Swee Heng, a Director of the Company retiring by rotation pursuant to Regulation 103 of the Company's Constitution. **Resolution 3**
[See Explanatory Note (i)]
4. To approve the payment of the Directors' fees of S\$140,000 for the financial year ended 31 December 2021 (FY2020: S\$107,000). **Resolution 4**
5. To re-appoint Messrs Foo Kon Tan LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 5**
6. To transact any other ordinary business which may properly be transacted at an AGM.

AS SPECIAL BUSINESS:

To consider and, if thought fit, to pass the following as Ordinary Resolutions, with or without modifications:

7. **Authority to allot and issue new shares** **Resolution 6**

THAT pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the "**Companies Act**"), and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), authority be and is hereby given for the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:

- (i) Allot and issue shares in the capital of the Company whether by way of rights, bonus or otherwise; and/or

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- (ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "**Instruments**") including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares; and/or
- (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues;

and (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuant to any Instrument made or granted by the Directors while the authority was in force, provided always that:

- (a) 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 fifty per centum (50%) of the Company's total number of issued shares (excluding treasury shares and subsidiary holdings, if any), of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued other than on a pro-rata basis to shareholders of the Company does not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any), and for the purpose of this Resolution, the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) shall be the Company's total number of issued shares (excluding treasury shares and subsidiary holdings, if any) at the time this Resolution is passed, after adjusting for:
 - (i) new shares arising from the conversion or exercise of convertible securities;
 - (ii) new shares arising from exercising share options or vesting of share awards provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of the Company's shares;
- (b) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Companies Act, the Company's Constitution and the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST); and
- (c) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next annual general meeting or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (ii)]

8. **Proposed Renewal of Share Buy-Back Mandate**

Resolution 7

That:

(a) for the purposes of Sections 76C and 76E of the Companies Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company 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 SGX-ST; 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 SGX-ST 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 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:

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

(iv) 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

(v) the date on which Share Buy-Backs are carried out to the full extent mandated.

(d) in this Resolution:

"**Maximum Limit**" means ten per centum (10%) of the issued shares as at the date of the passing of this Resolution (excluding treasury shares and subsidiary holdings, if any);

"**Maximum Price**" in relation to a share to be purchased, means an amount (excluding brokerage, commission, stamp duties, applicable

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goods and services tax, clearance fees and other related expenses) not exceeding:

- (i) in the case of an On-Market Purchase, five per centum (5%) above the average of the closing market prices of the shares over the last five (5) consecutive Market Days on the SGX-ST, on which transactions in the shares are 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, twenty per centum (20%) above the average of the closing market prices of the shares over the last five (5) consecutive Market Days on the SGX-ST, on which transactions in the shares are recorded immediately preceding the day on which the Company makes an announcement of an offer under an equal access scheme.

"**Market Day**" means a day on which the SGX-ST is open for trading in securities.

- (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 Resolution.

[See Explanatory Note (iii)]

By Order of the Board

Khor Peng Soon
Non-Executive Chairman
4 April 2022

Explanatory Notes:

- i. Key information on Mr Kwek Swee Heng can be found on page 12 of the 2021 Annual Report. Mr Kwek will, upon re-election as Director of the Company, remain as a member of Remuneration and Audit Committee. Mr Kwek is considered to be independent pursuant to Rule 704(8) of the Listing Manual of the SGX-ST.
- ii. Ordinary Resolution 6, if passed, will empower the Directors from the date of the passing of Ordinary Resolution 6 to the date of the next annual general meeting, to issue shares in the capital of the Company 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 an amount not exceeding in total fifty per centum (50%) of the issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company, with a sub-limit of twenty per centum (20%) of the issued shares (excluding treasury shares and subsidiary holdings, if any) for issues other than on a pro-rata basis to shareholders.

For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution 6 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 when this Ordinary Resolution 6 is passed; and (ii) any subsequent bonus issue, consolidation or subdivision of shares.

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- iii. Ordinary Resolution 7, if passed, will empower the Directors of the Company, effective 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, to repurchase ordinary shares of the Company by way of on-market purchases or off-market purchases of up to ten per centum (10%) of the total number of issued shares in the capital of the Company at the Maximum Price as defined in the Circular to Shareholders dated 4 April 2022.

Measures to Minimise Risk of Community Spread of COVID-19

On 3 April 2020, the Singapore Government announced the implementation of circuit breaker measures (enhanced safe distancing measures and closure of non-essential workplace premises) to curb the further spread of COVID-19.

The COVID-19 (Temporary Measures) Act 2020 passed by Parliament on 7 April 2020 and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the "**Order**") issued by the Minister for Law ("**MinLaw**") on 13 April 2020 provides legal certainty to enable issuers to make alternative arrangements to hold general meetings where personal attendance is required under written law or legal instruments (such as a company's constitution). The Order was amended on 14 April 2020, 24 April 2020 and 29 September 2020.

The joint statement had been issued on 13 April 2020 (and subsequently updated on 27 April 2020, 22 June 2020 and 1 October 2020) by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and the Singapore Exchange Regulation ("**SGX RegCo**") which included a checklist to provide additional guidance for listed and non-listed entities on the manner in which general meetings are to be conducted during the Applicable Period (as defined below) stipulated in the Order (the "**Checklist**").

The Order was amended on 6 April 2021 to extend the alternative meeting arrangements beyond 30 June 2021 (the "**Applicable Period**"), until revoked or amended by MinLaw. Accordingly, until such time, issuers including the Company may continue to utilise the Checklist to guide entities on the conduct of their general meetings. On 4 February 2022, the SGX RegCo has announced that the Regulator's Column issued on 16 December 2021 in relation to the expectation of SGX RegCo for the conduct of general meetings be formed part of the Checklist.

In light of the above developments, the Company is arranging for a live webcast of the AGM proceedings (the "**Live AGM Webcast**") which will take place on 26 April 2022 at 9.00 a.m.. Members will be able to watch the AGM proceedings through the Live AGM Webcast, and the Company will not accept any physical attendance by members. Any member seeking to attend the AGM physically in person will be turned away.

Printed copy of this Notice will not be sent to members. Instead, this Notice will be sent to members by electronic means via the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

The 2021 Annual Report and the Circular to Shareholders dated 4 April 2022 in relation to the Proposed Renewal of the Share Buyback Mandate have been published on SGXNet.

Participation at the AGM via live webcast or live audio feed

1. As the AGM will be held by way of electronic means, members will **NOT** be able to attend the AGM in person. All members or their corporate representatives (in the case of members which are legal entities) will be able to participate in the AGM proceedings by accessing a live webcast or live audio feed. To do so, members are required to pre-register their participation in the AGM ("**Pre-registration**") at this link, <https://on.skr.ma/trek2000-agm> (the "**Registration Link**") by 9.00 a.m. on 23 April 2022 ("**Registration Deadline**"), providing their full name and identification number for verification of their status as members (or the corporate representatives of such members).
2. Upon successful registration, each such member or its corporate representative will receive a verification email by 5.00 p.m. on 23 April 2022. The email will contain instructions to verify your email address. Each authenticated and verified members or its corporate representative will be able to access the live webcast or live audio feed of the AGM proceedings using the account information created during the registration process on the Registration Link. Members or their corporate representatives must not forward the email to other persons who are not members and who are not entitled to participate in the AGM proceedings. Members or their corporate representatives who register by the Registration Deadline but do not receive an email response by 9.00 a.m. on 24 April 2022 may contact the Company by email to fy2021agm@trek2000.com.sg for assistance.

Voting by proxy

3. To minimise physical interactions and COVID-19 transmission risks, a member will not be able to attend the AGM in person. A member (whether individual or corporate) shall appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting

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rights at the AGM. The accompanying proxy form for the AGM will be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. Members who are not able to download the proxy form may request for a copy from the Company at email address: fy2021agm@trek2000.com.sg.

4. Members who wish to vote on any or all of the resolutions at the AGM shall appoint the Chairman of the Meeting as their proxy to do so on their behalf and shall give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
5. Central Provident Fund (“CPF”) or Supplemental Retirement Scheme (“SRS”) investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on Thursday, 14 April 2022.
6. The duly executed proxy form shall be submitted via one of the following means:
 - (a) during registration on the Registration Link, <https://on.skr.ma/trek2000-agm>, not later than 9:00 am on 23 April 2022;
 - (b) mail to the registered office of the Company at 30 Loyang Way, #07-13/14/15, Singapore 508769 not later than 9:00 am on 23 April 2022; or
 - (c) email to email address: fy2021agm@trek2000.com.sg, not later than 9:00 am on 23 April 2022.

In view of the current Covid-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

7. A Depositor shall not be regarded as a member of the Company unless his/her name appears on the Depository Register seventy-two (72) hours before the time appointed for the AGM.

Submission of Questions

8. Members may submit questions relating to the items on the agenda of the AGM via one of the following means:
 - (a) during registration via the Registration Link, <https://on.skr.ma/trek2000-agm>;
 - (b) by mail to the registered office of the Company at 30 Loyang Way, #07-13/14/15, Singapore 508769; or
 - (c) email to email address: fy2021agm@trek2000.com.sg.

All mails and emails should include the full name and identification number of members for authentication purposes. All questions must be submitted by 9:00 a.m. on 23 April 2022.

9. The Company will endeavour to address the substantial and relevant questions before the AGM. The responses to such questions from members will be posted on the SGXNet by 26 April 2022 or addressed at the AGM.

Important reminder

10. Due to the constantly evolving COVID-19 situation, the Company may be required to change its AGM arrangements at short notice. Members are advised to regularly check the announcements released on SGXNet for updates on the AGM. Further, in light of the current COVID-19 measures, which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

Personal Data Privacy:

By (a) submitting an instrument appointing the Chairman of the Meeting as a proxy to vote at the AGM and/or any adjournment thereof, or (b) completing the Pre-registration in accordance with this Notice, or (c) submitting any question prior to the AGM in accordance with this Notice, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) administration and analysis of the Company (or its agents or service providers) for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");

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- (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 or service providers), 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty;
- (iii) the processing and administration by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the Meeting as a proxy for the AGM (including any adjournment thereof);
- (iv) the processing of the Pre-registration for purposes of granting access to members (or their corporate representatives in the case of members which are legal entities) to the live webcast or live audio feed of the AGM proceedings and providing them with any technical assistance where necessary;
- (v) addressing relevant and substantial questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions;
- (vi) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and
- (vii) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.