

SITRA HOLDINGS (INTERNATIONAL) LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 197901237E)

NOTICE OF ANUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Sitra Holdings (International) Limited ("the Company") will be held at 15 Hillview Terrace, Singapore 669226 on Thursday, 30 April 2015 at 9.30 a.m. for the following purposes:-

AS ORDINARY BUSINESS

- To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2014 and the Reports of the Directors and Auditors thereon. **(Resolution 1)**
- To re-elect the following Directors who are retiring in accordance with the Company's Articles of Association:-
 - Mr Chew Chiew Siang, Steven (retiring under Article 91) **(Resolution 2)**
 - Mr Ng Boon Huan, Daniels (retiring under Article 91) **(Resolution 3)***Mr Ng Boon Huan, Daniels will, upon re-election as a Director of the Company, remain as a member of the Audit Committee and will be considered independent for the purposes of Rule 704(7) of the Listing Manual Section B, Rules of Catalyst of the Singapore Exchange Securities Trading Limited ("Rules of Catalyst").*
[See Explanatory Note (1)]
- To re-appoint Mr Tan Eng Kiat, Dominic as a director pursuant to Section 153(6) of the Companies Act, Cap 50, to hold office from the date of this Annual General Meeting until the next Annual General Meeting of the Company. **(Resolution 4)**
Mr Tan Eng Kiat, Dominic will, upon re-appointment as a Director of the Company, remain as a member of the Audit Committee and will be considered independent for the purposes of Rule 704(7) of the Listing Manual Section B, Rules of Catalyst of the Singapore Exchange Securities Trading Limited ("Rules of Catalyst").
[See Explanatory Note (2)]
- To approve the payment of Directors' fees of S\$105,000 for the financial year ended 31 December 2014. (2013: S\$100,000) **(Resolution 5)**
- To re-appoint Messrs Nexia TS Public Accounting Corporation as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

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

- Authority to allot and issue shares
THAT pursuant to Section 161 of the Companies Act, Chapter 50 and Rule 806 of the Rules of Catalyst, authority be and is hereby given to the Directors of the Company to:
 - issue shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise; and/or
 - make or grant offers, agreements or options (collectively, "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) 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;
- (notwithstanding that the authority conferred by this Ordinary Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Ordinary Resolution was in force, provided that:
 - the aggregate number of Shares to be issued pursuant to this Ordinary Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Ordinary Resolution) does not exceed 100% of the total number of issued shares in the capital of the Company excluding treasury shares (as calculated in accordance with subparagraph (ii) 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 Ordinary Resolution) does not exceed 50% of the total number of issued shares in the capital of the Company excluding treasury shares (as calculated in accordance with sub-paragraph (ii) below);
 - for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (i) above, the percentage of issued share capital shall be based on the total number of issued shares in the capital of the Company excluding treasury shares at the time of passing of this Ordinary Resolution, after adjusting for:
 - new Shares arising from the conversion or exercise of any convertible securities;
 - new Shares arising from exercise of share options or vesting of share awards outstanding or subsisting at the time of passing of this Ordinary Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Rules of Catalyst; and
 - any subsequent bonus issue, consolidation or subdivision of Shares;
 - in exercising the authority conferred by this Ordinary Resolution, the Company shall comply with the provisions of the Rules of Catalyst for the time being in force (unless such compliance has been waived by the Singapore Exchange Securities Trading Limited) and the Articles of Association for the time being of the Company; and
 - unless revoked or varied by the Company in general meeting, the authority conferred by this Ordinary 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; and
- the Directors be and are hereby authorized to do any and all acts which they deem necessary and expedient in connection with paragraphs (a) and (b) above. **(Resolution 7)**

By Order of the Board
Joanna Lim Lan Sim
Company Secretary
Singapore, 15 April 2015

Explanatory Notes

- Key information on Mr Chew Chiew Siang, Steven and Mr Ng Boon Huan, Daniels are set out in the section entitled "Board of Directors" and Table C in the Corporate Governance Report of the Company's 2014 Annual Report.
There are no relationships (including immediate family relationships) between Mr Ng Boon Huan, Daniels and the other directors of the Company.
Mr Chew Chiew Siang, Steven is the son of Mr Chew Ah Ba, George (Director, CEO and controlling shareholder of the Company).
- Key information on Mr Tan Eng Kiat, Dominic is set out in the section entitled "Board of Directors" and Table C in the Corporate Governance Report of the Company's 2014 Annual Report.
There are no relationships (including immediate family relationships) between Mr Tan Eng Kiat and the other directors of the Company.

Statement Pursuant to Article 54 of the Company's Articles of Association

Ordinary Resolution 7

Ordinary Resolution 7 proposed in item 7 above, if passed, will 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 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 a number not exceeding 100% of the issued shares in the capital of the Company excluding treasury shares, of which up to 50% may be issued other than on a pro rata basis to shareholders. The aggregate number of shares which may be issued shall be based on the total number of issued shares in the capital of the Company (excluding treasury shares) at the time that Ordinary Resolution 6 is passed, after adjusting for (a) 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 that Ordinary Resolution 6 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares.

Notes:

- A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote in his stead and a proxy need not be a member of the Company.
- 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.
- The instrument appointing a proxy must be deposited at the registered office of the Company at 15 Hillview Terrace, Singapore 669226 not later than 48 hours before the time appointed for the Annual General Meeting.

Personal data privacy:

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting ("AGM") and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the personal data of the member 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 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) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the proxy(ies) and/or representative(s) of the member 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, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the breach of warranty of the member.

This notice has been reviewed by the Company's Sponsor, RHT Capital Pte. Ltd., for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"). The Company's Sponsor has not independently verified the contents of this notice.

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.

*The details of the contact person for the Sponsor are:
Name: Mr Chew Kok Liang, Registered Professional
Address: 6 Battery Road, #10-01, Singapore 049909
Tel: (65) 6381 6757*

NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise defined, all capitalised terms not defined herein shall bear the same meaning as ascribed to them in the circular dated 15 April 2015 of the Company to its Shareholders (including supplements and modifications thereto) (the "Circular").

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of Sitra Holdings (International) Limited (the "**Company**") will be held at 15 Hillview Terrace Singapore 669226 on 30 April 2015 at 10.00 a.m. (or immediately after the conclusion of the Annual General Meeting to be held on the same day prior to the EGM) for the purpose of considering and, if thought fit, passing with or without modification, the following resolutions:

AS ORDINARY RESOLUTIONS

RESOLUTION 1: THE PROPOSED ADOPTION OF THE SITRA HOLDINGS EMPLOYEE SHARE OPTION SCHEME

That the employee share option scheme to be known as the Sitra Holdings Employee Share Option Scheme (the "**Scheme**"), the rules of which have been set out in the Circular, be and is hereby approved and adopted substantially in the form set out in the rules of the Scheme, and the Committee and/or Directors of the Company be and are hereby authorised:-

- to establish and administer the Scheme;
- to modify and/or amend the Scheme from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the Scheme and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Scheme; and
- to offer and grant Option(s) in accordance with the rules of the Scheme and to, from time to time, allot and issue such number of new Shares (credited as fully paid) or deliver such number of treasury shares as may be required to be issued or delivered pursuant to the exercise of the Option(s) under the Scheme.

RESOLUTION 2: THE PROPOSED GRANT OF AUTHORITY TO OFFER AND GRANT OPTIONS AT A DISCOUNT UNDER THE SCHEME

That subject to and contingent upon the passing of Ordinary Resolution 1, the Directors of the Company be and are hereby authorised to offer and grant Option(s) in accordance with the rules of the Scheme with exercise prices set at a discount to the Market Price, provided that such discount does not exceed the relevant limits set by SGX-ST and the rules of the Scheme.

RESOLUTION 3: THE PROPOSED ADOPTION OF THE SITRA HOLDINGS PERFORMANCE SHARE PLAN

That the performance share plan to be known as the Sitra Holdings Performance Share Plan (the "**Plan**"), the rules of which have been set out in the Circular, be and is hereby approved and adopted substantially in the form set out in the rules of the Plan, and the Committee and/or Directors of the Company be and are hereby authorised:-

- to establish and administer the Plan;
- to modify and/or amend the Plan from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the Plan and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Plan; and
- to grant Award(s) in accordance with the rules of the Plan and to, from time to time, allot and issue such number of new Shares (credited as fully paid) or deliver such number of treasury shares as may be required to be issued or delivered pursuant to the vesting and release of Award(s) under the Plan.

RESOLUTION 4: THE PROPOSED PARTICIPATION OF THE RELEVANT DIRECTORS IN THE SCHEME

That subject to and contingent upon the passing of Ordinary Resolution 1 for the adoption of the Sitra Holdings Employee Share Option Scheme, for the purposes of section 169 of the Companies Act (Cap. 50), approval be and is hereby given for the participation of the Directors of the Company (other than those who are Controlling Shareholders or their Associates) in the Scheme in accordance with the Rules of the Scheme, from time to time.

RESOLUTION 5: THE PROPOSED PARTICIPATION OF THE RELEVANT DIRECTORS IN THE PLAN

That subject to and contingent upon the passing of Ordinary Resolution 3 for the adoption of the Sitra Holdings Performance Share Plan, for the purposes of section 169 of the Companies Act (Cap. 50), approval be and is hereby given for the participation of the Directors of the Company (other than those who are Controlling Shareholders or their Associates) in the Plan in accordance with the Rules of the Plan, from time to time.

RESOLUTION 6: THE PROPOSED PARTICIPATION BY MR CHEW AH BA GEORGE, A CONTROLLING SHAREHOLDER, IN THE SCHEME

That subject to and contingent upon the passing of Ordinary Resolution 1, the proposed participation by Mr Chew Ah Ba George, a Controlling Shareholder of the Company in the Scheme, be and is hereby approved.

RESOLUTION 7: THE PROPOSED PARTICIPATION BY MR CHEW CHIEW SIANG STEVEN, AN ASSOCIATE OF A CONTROLLING SHAREHOLDER, IN THE SCHEME

That subject to and contingent upon the passing of Ordinary Resolution 1, the proposed participation by Mr Chew Chiew Siang Steven, an Associate of a Controlling Shareholder of the Company in the Scheme, be and is hereby approved.

RESOLUTION 8: THE PROPOSED PARTICIPATION BY MADAM TERESA TAN, AN ASSOCIATE OF A CONTROLLING SHAREHOLDER, IN THE SCHEME

That subject to and contingent upon the passing of Ordinary Resolution 1, the proposed participation by Madam Teresa Tan, an Associate of a Controlling Shareholder of the Company in the Scheme, be and is hereby approved.

RESOLUTION 9: THE PROPOSED PARTICIPATION BY MR CHEW AH BA GEORGE, A CONTROLLING SHAREHOLDER, IN THE PLAN

That subject to and contingent upon the passing of Ordinary Resolution 3, the proposed participation by Mr Chew Ah Ba George, a Controlling Shareholder of the Company in the Plan, be and is hereby approved.

RESOLUTION 10: THE PROPOSED PARTICIPATION BY MR CHEW CHIEW SIANG STEVEN, AN ASSOCIATE OF A CONTROLLING SHAREHOLDER, IN THE PLAN

That subject to and contingent upon the passing of Ordinary Resolution 3, the proposed participation by Mr Chew Chiew Siang Steven, an Associate of a Controlling Shareholder of the Company in the Plan, be and is hereby approved.

RESOLUTION 11: THE PROPOSED PARTICIPATION BY MADAM TERESA TAN, AN ASSOCIATE OF A CONTROLLING SHAREHOLDER, IN THE PLAN

That subject to and contingent upon the passing of Ordinary Resolution 3, the proposed participation by Madam Teresa Tan, an Associate of a Controlling Shareholder of the Company in the Plan, be and is hereby approved.

BY ORDER OF THE BOARD

SITRA HOLDINGS (INTERNATIONAL) LIMITED

Mr Chew Ah Ba George
Executive Chairman & Chief Executive Officer
15 April 2015

IMPORTANT: Please read notes below.

Notes:

- A member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote in his stead and a proxy need not be a member of the Company.
- 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.
- The instrument appointing a proxy must be lodged at the Company's place of business at 15 Hillview Terrace Singapore 669226, not less than 48 hours before the time appointed for the Extraordinary General Meeting.

Personal data privacy:

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder'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"), (ii) warrants that where the shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder 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, and (iii) agrees that the shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.

This notice has been reviewed by the Company's Sponsor, RHT Capital Pte. Ltd., for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"). The Company's Sponsor has not independently verified the contents of this notice.

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.

*The details of the contact person for the Sponsor are:
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