



TREK 2000 INTERNATIONAL LTD
(Incorporated in the Republic of Singapore)
(Company Registration No.: 199905744N)

NOTICE OF SEVENTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Seventeenth Annual General Meeting of the Company will be held at 30 Loyang Way, #07-13/14/15 Loyang Industrial Estate, Singapore 508769 on Friday, 14 October 2016 at 10:00 a.m., to transact the following businesses:

AS ORDINARY BUSINESSES:

1. To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2015 together with the Auditor's Report thereon. **Resolution 1**
2. To approve the payment of the Directors' fees of S\$83,250 for the financial year ended 31 December 2015 (2014: S\$73,606). **Resolution 2**
3. To re-elect Mr Khor Peng Soon, the director retiring by rotation pursuant to Article 91 of the Company's Constitution and who, being eligible, offer himself for re-election
[See Explanatory Note (i)] **Resolution 3**
4. To re-elect the following Directors, each of whom will cease to hold office pursuant to Article 97 of the Company's Constitution and who, being eligible, offer themselves for re-election:-
i. Dr Long Ming Fai Edwin **Resolution 4**
ii. Ms Celine Cha Mui Hwang **Resolution 5**
iii. Mr Chay Yee Meng **Resolution 6**
iv. Mr Chan Leng Wai **Resolution 7**
[See Explanatory Note (ii) to Note (v)]
5. To appoint Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 8**

AS SPECIAL BUSINESSES:

- To consider and, if thought fit, to pass the following ordinary resolution with or without modifications:
6. **Authority to allot and issue shares** **Resolution 9**
"THAT pursuant to Section 161 of the Companies Act, Chapter 50, and the Listing Rules 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) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
(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;
(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, 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 for the purpose of this Resolution, the total number of issued shares excluding treasury shares shall be the Company's total number of issued shares excluding treasury shares at the time this Resolution is passed, after adjusting for:
(i) new shares arising from the conversion or exercise of convertible securities, or
(ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed, and
(iii) any subsequent bonus issue, consolidation or subdivision of the Company's shares;
(b) 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 (vi)]
 7. **Authority for Directors to offer and grant options and allot shares pursuant to the Trek 2000 International Ltd Share Option Scheme 2011** **Resolution 10**
"That the Directors be empowered to issue 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 shares issued pursuant to the 2011 Scheme shall not exceed 15% of the issued 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 earlier."
[See Explanatory Note (vii)]
 8. To transact any other business which may be properly transacted at an Annual General Meeting.

FOR AND ON BEHALF OF THE BOARD

Henn Tan
Executive Chairman & Chief Executive Officer
22 September 2016

Explanatory Notes:

- (i) Key information on Mr Khor Peng Soon can be found on page 14 of the Annual Report 2015. Mr Khor Peng Soon will, upon re-election as Director of the Company, remain as the Chairman of the Remuneration and Risk Review Committees and a member of the Audit and Nominating Committees. The Board considers Mr Khor to be independent for the purpose of Rule 704(8) of the Listing Manual of Singapore Exchange Securities Trading Limited ("SGX-ST"). There is no relationship (including family relationship) between Mr Khor and the other Directors of the Company or its substantial shareholders.
- (ii) Key information on Dr Long Ming Fai Edwin can be found on page 15 of the Annual Report 2015. Dr Long Ming Fai Edwin will, upon re-election as Director, remain as a Member of the Risk Review Committee.
- (iii) Key information on Ms Celine Cha Mui Hwang can be found on page 16 of the Annual Report 2015. Ms Celine Cha Mui Hwang will, upon re-election as Director, remain as a member of the Remuneration and Risk Review Committees. The Board considers Ms Celine Cha to be independent for the purpose of Rule 704(8) of the SGX-ST Listing Manual. There is no relationship (including family relationship) between Ms Celine Cha and the other Directors of the Company or its substantial shareholders.
- (iv) Key information on Mr Chay Yee Meng can be found on page 15 of the Annual Report 2015. Mr Chay Yee Meng will, upon re-election as Director, remain as the Chairman of the Audit and Nominating Committees. The Board considers Mr Chay to be independent for the purpose of Rule 704(8) of the SGX-ST Listing Manual. There is no relationship (including family relationship) between Mr Chay and the other Directors of the Company or its substantial shareholders.
- (v) Key information on Mr Chan Leng Wai can be found on page 16 of the Annual Report 2015. Mr Chan Leng Wai will, upon re-election as Director, remain as a member of the Audit Committee. The Board considers Mr Chan to be independent for the purpose of Rule 704(8) of the SGX-ST Listing Manual. There is no relationship (including family relationship) between Mr. Chan and the other Directors of the Company or its substantial shareholders.
- (vi) Resolution No. 9, if passed, will empower the Directors from the date of the passing of Ordinary Resolution No. 9 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 50% of the issued shares (excluding treasury shares) in the capital of the Company, with a sub-limit of 20% of the issued shares (excluding treasury shares) for issues other than on a pro-rata basis to shareholders.
- (vii) Resolution 10, if passed, will 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 15% of the issued shares in the capital of the Company from time to time pursuant to the exercise of the options under the 2011 Scheme.

Notes:

- (a) A member of the Company shall be entitled to appoint not more than two proxies to attend and vote at the general meeting of the Company. A proxy need not be a member of the Company.
- (b) Where a member appoints two proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shares (expressed as a percentage of the whole) to be represented by each proxy.
- (c) Pursuant to Section 181 of the Companies Act, Cap. 50 of Singapore, any member who is a Relevant Intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified).

***Relevant Intermediary is:**

- i. a banking corporation licensed under the Banking Act (Cap.19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
 - ii. a person holding a capital markets services license to provide custodial services for securities under the Securities and Futures Act (Cap.289) and who holds shares in that capacity; or
 - iii. the Central Provident Fund Board established by the Central Provident Fund Act (Cap.36), in respect of shares purchased on behalf of CPF investors.
- (d) A corporation which is a member may appoint an authorised representative or representatives in accordance with Section 179 of the Companies Act, Cap. 50 of Singapore to attend and vote for and on behalf of such corporation.
 - (e) The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or signed on its behalf by an officer or attorney duly authorised in writing.
 - (f) Where an instrument appointing a proxy is signed on behalf of the appointor by the attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
 - (g) The instrument appointing a proxy or proxies 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 Annual General Meeting.
 - (h) A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited not less than 72 hours before the time fixed for holding the AGM in order for the Depositor to be entitled to attend and vote at the AGM.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting 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 or service providers) for the purpose of the processing, administration and analysis of the Company (or its agents or service providers) of proxies and/or representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (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"), (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 (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 member's breach of warranty.