



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

NOTICE OF EIGHTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighteenth Annual General Meeting (the "AGM") of the Company will be held at 30 Loyang Way, #07-13/14/15 Loyang Industrial Estate, Singapore 508769 on Thursday, 29 June 2017 at 10:00 a.m., to transact the following businesses:

ORDINARY BUSINESS:

- To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2016 together with the Auditor's Report thereon. **Resolution 1**
- To approve the payment of the Directors' fees of S\$92,292 for the financial year ended 31 December 2016 (2015: S\$83,250). **Resolution 2**
- To re-elect Mr. Tan Henry @ Henn Tan, the director retiring by rotation pursuant Article 103 of the Company's Constitution and who, being eligible, offer himself for re-election. **Resolution 3**
[See Explanatory Note (i)]
- To re-elect Ms Celine Cha Mui Hwang, the director retiring by rotation pursuant to Article 103 of the Company's Constitution and who, being eligible, offer herself for re-election. **Resolution 4**
[See Explanatory Note (ii)]
- To re-elect Mr Loh Yih, the director retiring by rotation pursuant to Article 108 of the Company's Constitution and who, being eligible, offer himself for re-election. **Resolution 5**
[See Explanatory Note (iii)]
- To note the retirement of Mr Chan Leng Wai as a director of the Company, pursuant to Article 103 of the Company's Constitution. **Resolution 6**
[See Explanatory Note (iv)]
- To appoint Moore Stephens LLP as Auditors of the Company in place of the retiring auditors, Ernst & Young LLP and to authorise the Directors to fix their remuneration. **Resolution 6**
[See Explanatory Note (v)]

SPECIAL BUSINESS:

To consider and, if thought fit, to pass the following ordinary resolutions with or without modifications:

- Authority to allot and issue shares** **Resolution 7**
"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 pursuance of 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 shares (if any) held by a subsidiary), 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 shares (if any) held by a subsidiary), and for the purpose of this Resolution, the total number of issued shares (excluding treasury shares and shares (if any) held by a subsidiary) shall be the Company's total number of issued shares (excluding treasury shares and shares (if any) held by a subsidiary) 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)]
- Authority for Directors to offer and grant options and allot shares pursuant to the Trek 2000 International Ltd Share Option Scheme 2011** **Resolution 8**
"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)]
- To transact any other business which may be properly transacted at an Annual General Meeting.

FOR AND ON BEHALF OF THE BOARD

Tan Henry @ Henn Tan
Executive Chairman & Chief Executive Officer
14 June 2017

Explanatory Notes:

- Key information on Mr Tan Henry @ Henn Tan can be found on page 14 of the Annual Report 2016. Mr Tan Henry @ Henn Tan will, upon re-election as Director of the Company, remain as the Chairman, Chief Executive Officer and Executive Director and a member of the Nominating and Remuneration Committees.
- Key information on Ms Celine Cha Mui Hwang can be found on page 16 of the Annual Report 2016. Ms Celine Cha Mui Hwang will, upon re-election as Director of the Company, remain as a member of the Remuneration and Risk Review Committees.
- Key information on Mr Loh Yih can be found on page 16 of the Annual Report 2016. Mr. Loh Yih will, upon re-election as Director of the Company, remain as a member of the Audit Committee.
- Mr Chan Leng Wai has indicated that he will not be seeking re-election as a Director of the Company and will retire at the conclusion of the AGM. Upon Mr Chan Leng Wai's retirement, he will cease to be the member of the Audit Committee.
- Resolution 6 is to approve the appointment of Moore Stephens LLP as Auditors of the Company in place of retiring Auditors, Ernst & Young LLP and to authorise the Directors to fix their remuneration.

The Company's existing Auditors, Ernst & Young LLP, have been auditors of the Company since 1999. Ernst & Young LLP had on 3 May 2017 given notice to the Directors of their intention not to seek for re-appointment as auditors of the Company and will cease to be auditors of the Company at the conclusion of the AGM.

As outgoing auditors of the Company, Ernst & Young LLP will not be seeking for re-appointment at the AGM, the Board wishes to express their appreciation for the services rendered by Ernst & Young LLP.

The Board and the Audit Committee are of the view that the proposed change of auditors will enable it to benefit from fresh perspectives and views of another professional firm and enhance the value of independent audit.

The Board has determined, in consultation with the Audit Committee, that the proposal from Moore Stephens LLP best meets the needs and requirements of the Group. As such, the Board proposes the appointment of Moore Stephens LLP as the new auditors of the Company. Pursuant to Rule 712(3) of the Listing Manual, the proposed change of Auditors must be specifically approved by the Shareholders in general meeting. Accordingly, the appointment of Moore Stephens LLP would take effect upon the approval of the same by Shareholders at the AGM.

Moore Stephens LLP has been established in Singapore for more than 28 years. Since then, they have grown, together with their associate firms, to a leading accountancy and consulting association with 200 partners and staff.

Moore Stephens LLP is a member firm of Moore Stephens International Limited, which is regarded as one of the world's leading accounting and consulting associations with 626 offices in 108 countries and more than 27,000 partners and professionals.

Moore Stephens LLP provides auditing, consultancy and accountancy services to a diverse range of clients, from large corporations, listed companies to private businesses across a broad array of industries. They are Chartered Accountants of Singapore registered with ACRA and thus have fulfilled the requirements imposed by Rule 712(2) of the Listing Manual.

Mr Neo Keng Jin is the designated Lead Engagement Partner who will be assigned to lead the audit of Trek 2000 International Ltd. Mr Neo holds a Bachelor of Accountancy, Nanyang Technological University, Singapore and is a practicing member, Institute of Singapore Chartered Accountants. Mr Neo has more than 20 years of audit experience in providing audit and assurance services to a variety of clients, including public companies listed on the SGX-ST. The Audit Committee has also noted that Mr Neo was subject to and passed the Practice Monitoring Programme review by the Accounting and Corporate Authority of Singapore in 2013.

For more information on Moore Stephens LLP, please visit <http://www.moorestephens.com.sg>

The proposed change of auditors have been reviewed and recommended by the Audit Committee, after taking into consideration of suitability of Moore Stephens LLP as the Company's external auditors and ensuring compliance with the Listing Manual.

The Board, having taken into account the Audit Committee's recommendation, and various factors, including, inter alia, the following:

- the fee structure, the adequacy of the resources and experience of Moore Stephens LLP;
- the audit engagement partner assigned to the audit;
- Moore Stephens LLP's other audit engagements;
- the size and complexity of the Group's operations; and
- the number and experience of supervisory and professional staff assigned to the audit of the Company and the Group,

are of the opinion that Moore Stephens LLP will be able to meet the audit requirements of the Group and the Rule 712 of the Listing Manual has been complied with.

In this connection, Moore Stephens LLP has on 31 May 2017 given their formal consent to act as Auditors to the directors, subject to the approval of Shareholders at the AGM.

In accordance with Rule 716 of the Listing Manual, the Board confirms that pursuant to the Shareholders' approval of the proposed change of Auditors, Moore Stephens LLP will become the auditors of the Company, its Singapore-incorporated principal subsidiaries and significant associated companies. The Board and the Audit Committee are satisfied that the appointment of different auditing firm for its non-significant subsidiaries and associated companies would not compromise the standard and effectiveness of the audit of the Company.

In accordance with the requirements of Rule 1203(5) of the Listing Manual, the Company confirms the following:

- there were no disagreements with Ernst & Young LLP on accounting treatments within the last 12 (twelve) months up to the date of this Notice;
- the Company is not aware of any circumstances connected with the proposed change of Auditors, which has not been disclosed, that should be brought to the attention of Shareholders of the Group;
- the specific reasons for the proposed change of Auditors are as disclosed; and
- it is in compliance with Rule 712 and Rule 716 of the Listing Manual in relation to the appointment of Moore Stephens LLP as auditors of the Company.

Ernst & Young LLP had issued a letter to Moore Stephens LLP stating that as mentioned in the basis of disclaimer section in the audit report dated 29 May 2017, Ernst & Young LLP had informed management of certain inconsistencies in the accounting records maintained by the Company and its subsidiaries during the course of their audit and expressed concerns over the validity of certain transactions recorded by the Company.

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Notice and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Notice constitutes full and true disclosure of all material facts about the proposed change of auditors, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Notice misleading.

Where information in the Notice has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the Notice in its proper form and context.

Copies of the following documents may be inspected by Shareholders at the registered office of the Company at 30 Loyang Way, #07-13/14/15 Loyang Industrial Estate, Singapore 508769 during normal business hours from the date of this Notice up to and including the date of the AGM:

- letter of Nomination dated 9 May 2017 to Moore Stephens LLP; and
- the letter of consent to act as Auditors dated 31 May 2017 from Moore Stephens LLP.

(vi) Resolution No. 7, if passed, will empower the Directors from the date of the passing of Ordinary Resolution No. 7 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 and shares (if any) held by a subsidiary) in the capital of the Company, with a sub-limit of 20% of the issued shares (excluding treasury shares and shares (if any) held by a subsidiary) for issues other than on a pro-rata basis to shareholders.

(vii) Resolution 8, 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 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.
- 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.
- 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:**

- 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
- 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
- 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 seventy-two (72) 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.