



STRACO CORPORATION LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No.: 200203482R)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Amara Hotel Singapore, 165 Tanjong Pagar Road, Singapore 088539 on 24 April 2009 at 9.30 a.m. to transact the following business:-

AS ORDINARY BUSINESS

- To receive and consider the Audited Financial Statements of the Company for the financial year ended 31 December 2008 and the Directors' Report and the Auditors' Report thereon. **(Resolution 1)**
- To declare a first and final one-tier tax exempt dividend of 0.375 cents per share for the financial year ended 31 December 2008. **(Resolution 2)**
- To approve the Directors' fees of S\$234,500 for the financial year ended 31 December 2008 (31 December 2007: S\$244,500). **(Resolution 3)**
- To re-elect the following Directors retiring pursuant to Article 95 of the Company's Articles of Association:-
Mr Guo Qiang **(Resolution 4)**
Mr Tay Siew Choon **(Resolution 5)**
Mr Tay Siew Choon will, upon re-election as Director of the Company, remain as Chairman of the Remuneration Committee and a member of the Nominating Committee respectively, and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of The Singapore Exchange Securities Trading Limited.
- To re-appoint Messrs KPMG LLP as auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **(Resolution 6)**

AS SPECIAL BUSINESS

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

6. Authority to allot and issue shares

- "That, pursuant to Section 161 of the Companies Act, Chapter 50, and the listing rules of the Singapore Exchange Securities Trading Limited, approval be and is hereby given to 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:
 - issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
 - 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;
 - 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

- 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 50% of the total number of issued shares excluding treasury shares of the Company, 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 20% of the total number of issued shares excluding treasury shares of the Company, and for the purpose of this resolution, the issued share capital shall be the Company's total number of issued shares excluding treasury shares at the time this resolution is passed, after adjusting for:
 - new shares arising from the conversion or exercise of convertible securities, or
 - new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the Singapore Exchange Securities Trading Limited, and
 - any subsequent bonus issue, consolidation or subdivision of the Company's shares, and
- the 50% limit in (i) above may be increased to 100% for the Company to undertake pro-rata renounceable rights issue and unless revoked or varied by the Company at a general meeting, the authority shall 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 the earlier." **(Resolution 7)**

(See Explanatory Note 1)

7. Authority to grant options and to issue shares under Straco Share Option Scheme

"That authority be and is hereby given to the Directors of the Company to offer and grant options from time to time in accordance with the provisions of the Straco Share Option Scheme (the "Scheme"), and pursuant to Section 161 of the Companies Act, Chapter 50, to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted under the Scheme, provided that the aggregate number of shares to be issued pursuant to the Scheme shall not exceed fifteen (15) per cent of the total number of issued shares excluding treasury shares of the Company from time to time, as determined in accordance with the provisions of the Scheme." **(Resolution 8)**

(See Explanatory Note 2)

- To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

Lotus Isabella Lim Mei Hua
Company Secretary
1 April 2009

Notes:

- A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy in his stead.
- A proxy need not be a member of the Company.
- If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- The instrument appointing a proxy must be deposited at the registered office of the Company at 10 Anson Road, #30-15 International Plaza, Singapore 079903 not later than 48 hours before the time appointed for the Meeting.

Explanatory Notes:-

- The ordinary resolution in item no. 6 is to authorise the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 50 percent of total number of issued shares excluding treasury shares of the Company, of which the total number of shares and convertible securities issued other than on a pro-rata basis to existing shareholders shall not exceed 20 percent of the total number of issued shares excluding treasury shares of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.
- The ordinary resolution proposed in item 7 above, if passed, will empower the Directors of the Company to offer and grant options under the Straco Share Option Scheme and to allot and issue shares pursuant to the exercise of such options under the Straco Share Option Scheme not exceeding fifteen (15) per cent of the total number of issued shares excluding treasury shares of the Company from time to time.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING ("EGM") of Straco Corporation Limited (the "Company") will be convened on 24 April 2009 at 10.00 am (or immediately after the conclusion of Annual General Meeting), at Amara Hotel Singapore, 165 Tanjong Pagar Road, Singapore 088539, for the purpose of considering and, if thought fit, passing with or without any modifications the following resolutions:-

RESOLUTION 1 — SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

That:

- Articles 2, 3, 4, 9, 13, 14, 44, 45, 48, 49, 50, 51, 110, 111, 116, 121, 123 and 124 of the Articles of Association of the Company, be and are hereby amended; and
- the New Article 51A be inserted into the Articles of Association of the Company,

in manner as set out in Appendix A to the Circular to Shareholders of the Company dated 1 April 2009.

RESOLUTION 2 — ORDINARY RESOLUTION

PROPOSED SHARE BUY-BACK MANDATE

That:

- the Directors of the Company be and are hereby authorized to purchase or otherwise acquire from time to time issued ordinary shares in the capital of the Company ("Shares"), up to a maximum of 10% of the issued ordinary shares in the capital of the Company as at the date of the passing of this Resolution at any price which the Directors may determine at their discretion, up to but not exceeding the Maximum Price (as defined below), and such purchases and acquisitions of the Shares may be effected by way of:
 - an on-market purchase ("On-Market Purchase") transacted on the Singapore Exchange Securities Trading Limited ("SGX-ST"); and/or
 - an off-market purchase ("Off-Market Purchase") pursuant to an equal access scheme as may be determined or formulated by the Directors as they consider fit, and otherwise in accordance with all laws, regulations and rules of the SGX-ST as may for the time being be applicable (the "Share Buy-Back Mandate");
- the Share Buy-Back Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the date on which the next annual general meeting of the Company is or is required by law to be held, whichever is the earlier;
- in this Resolution "Maximum Price" shall exclude brokerage fees, commissions, stamp duties payable, applicable goods and services tax and other related expenses payable upon the purchase or acquisition of the Shares and shall mean:
 - in the case of On-Market Purchases, the price per Share based on not more than 5% above the average of the closing market price of the Shares over the last five (5) market days on the SGX-ST on which transactions in the Shares were recorded immediately preceding the date of the market purchase by the Company and deemed to be adjusted for any corporate action occurring after the relevant five (5) day period; and
 - in the case of Off-Market Purchases, the price per Share based on not more than 20% above the average of the closing market prices of the Shares over the last five (5) market days on the SGX-ST on which transactions in the Shares were recorded immediately preceding the date on which the Company makes an announcement of an offer under an equal access scheme.
- any of the Directors of the Company be and is hereby authorized 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

Lotus Isabella Lim Mei Hua
Company Secretary
Singapore
1 April 2009

Notes: -

- Every shareholder 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 on his behalf. A proxy need not be a shareholder of the Company.
- A shareholder of the Company which is a corporation is entitled to appoint its authorized representative or proxies to vote on its behalf.
- The instrument appointing a proxy must be deposited at the registered office of the Company at No. 10 Anson Road, #30-15 International Plaza, Singapore 079903, at least 48 hours before the time set for the Extraordinary General Meeting or any postponement or adjournment thereof.