

CIRCULAR DATED 14 APRIL 2015

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

If you have sold or transferred all your ordinary shares in Straco Corporation Limited (the “**Company**”), you should immediately forward this Circular and the enclosed Notice of Extraordinary General Meeting and Proxy Form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for onward transmission to the purchaser or transferee.

Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness or accuracy of any of the statements made, reports contained or opinions expressed in this Circular.



STRACO CORPORATION LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 200203482R)

CIRCULAR TO SHAREHOLDERS IN RELATION TO

THE PROPOSED GRANT OF OPTIONS UNDER THE STRACO SHARE OPTION SCHEME 2014 TO:-

- (I) MR WU HSIOW KWANG, A CONTROLLING SHAREHOLDER;**
- (II) MDM CHUA SOH HAR, AN ASSOCIATE OF A CONTROLLING SHAREHOLDER;**
- (III) MS WU XIUYI, AN ASSOCIATE OF A CONTROLLING SHAREHOLDER; AND**
- (IV) MR WU XIUZHUAN, AN ASSOCIATE OF A CONTROLLING SHAREHOLDER.**

IMPORTANT DATES AND TIMES:-

- Last date and time for lodgement of Proxy Form : 27 April 2015 at 10.30 a.m.
- Date and time of Extraordinary General Meeting : 29 April 2015 at 10.30 a.m. (or immediately after the conclusion of the Annual General Meeting of the Company to be held at 10.00 a.m. on the same day and at the same place)
- Place of Extraordinary General Meeting : Amara Singapore
165 Tanjong Pagar Road
Singapore 088539

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DEFINITIONS

The following definitions shall apply throughout unless the context requires otherwise or unless otherwise stated in this Circular:-

- “2004 Scheme”** : Has the meaning ascribed to it in Section 3.5 of this Circular
- “Act”** : The Companies Act, Chapter 50 of Singapore, as may be amended or modified from time to time
- “Annual General Meeting”** : The annual general meeting of the Company to be held at Amara Singapore, 165 Tanjong Pagar Road Singapore 088539 on 29 April 2015 at 10.00 a.m.
- “Associate”** : (a) In relation to any director, chief executive officer, substantial shareholder or Controlling Shareholder (being an individual) means:-
- (i) his Immediate Family;
 - (ii) the trustee of any trust of which he or his Immediate Family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and
 - (iii) any company in which he and his Immediate Family together (directly or indirectly) have an interest of 30% or more; and
- (b) in relation to a substantial shareholder or a Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more
- “Board”** : The board of directors of the Company
- “CDP”** : The Central Depository (Pte) Limited
- “Circular”** : This circular to Shareholders dated 14 April 2015 in relation to the Option Scheme
- “Committee”** : A committee comprising Directors who are duly authorised and appointed by the Board pursuant to the Rules to administer the Option Scheme
- “Company”** : Straco Corporation Limited, a company incorporated in the Republic of Singapore
- “Controlling Shareholder”** : A person who (a) holds directly or indirectly 15% or more of the total number of issued Shares (excluding Treasury Shares) in the Company (unless the SGX-ST determines otherwise); or (b) a person who in fact exercises control over the Company, as defined under the Listing Manual

DEFINITIONS

“CPF”	:	Central Provident Fund
“CPF Approved Nominees”	:	Agent banks included under the CPFIS
“CPFIS”	:	Central Provident Fund Investment Scheme
“Date of Grant”	:	The date on which an Option is granted to a Participant pursuant to the Rules
“Director”	:	A director for the time being of the Company
“EGM”	:	The extraordinary general meeting of the Company, notice of which is set out on page 22 of this Circular
“Executive Director”	:	A director of any member of the Group, who performs an executive function
“Exercise Period”	:	The period during which an Option is exercisable pursuant to the Rules
“Exercise Price”	:	The price at which a Participant shall subscribe for each Share upon the exercise of an Option, as determined in accordance with the Rules, or such adjusted price as may be applicable pursuant to the Rules
“FY”	:	Financial year ended, or as the case may be, ending 31 December
“Grantee”	:	A person to whom an offer of an Option is made
“Group”	:	The Company and its subsidiaries
“Immediate Family”	:	A person’s spouse, child, adopted child, step-child, sibling and parent, or such other definition as the SGX-ST may from time to time require
“Latest Practicable Date”	:	31 March 2015, being the latest practicable date prior to the printing of this Circular
“Listing Manual”	:	The listing manual of the SGX-ST, as may be amended or modified from time to time
“Market Day”	:	A day on which SGX-ST is open for securities trading
“Market Price”	:	The average of the last dealt prices for a Share determined by reference to the daily Official List published by the SGX-ST for a period of 5 consecutive Market Days immediately prior to the relevant Date of Grant, provided always that in the case of a Market Day on which the Shares of the Company were not traded on the SGX-ST, the last dealt price for Shares on such Market Day shall be deemed to be the last dealt price of the Shares on the immediately preceding Market Day on which the Shares were traded, rounded up to the nearest whole cent in the event of fractional prices

DEFINITIONS

“New Shares”	:	The new Shares which may be allotted and issued from time to time pursuant to the exercise of the Options under the Option Scheme
“Non-Executive Director”	:	A director of any member of the Group, other than an Executive Director but including the independent directors of the Company
“Notice of EGM”	:	The notice of EGM as set out on page 22 of this Circular
“Option”	:	The right to subscribe for Shares pursuant to options granted or to be granted to a Participant under the Option Scheme
“Option Holder”	:	The holder of an Option
“Option Scheme”	:	The Straco Share Option Scheme 2014, as may be amended or modified from time to time
“Ordinary Resolutions”	:	The ordinary resolutions as set out in the Notice of EGM
“Participant”	:	Any director (including a Non-Executive Director) or confirmed employee of the Group selected by the Committee to participate in the Option Scheme in accordance with the Rules
“Rules”	:	Rules of the Option Scheme
“Securities Account”	:	The securities account maintained by a Depositor with CDP but does not include a securities sub-account maintained with a Depository Agent
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Shareholders”	:	Registered holders of Shares except that where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares and where the context admits, means the persons named as Depositors in the Depository Register and whose Securities Accounts maintained with CDP are credited with the Shares
“Shares”	:	Ordinary shares in the capital of the Company
“S\$” and “cents”	:	Singapore dollars and cents respectively, the lawful currency of the Republic of Singapore
“%” or “per cent.”	:	Percentage or per centum

The expressions “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 130A of the Act.

The term “**Treasury Shares**” shall have the meaning ascribed to it in Section 4 of the Act.

The term “**subsidiary**” shall have the meaning ascribed to it in Section 5 of the Act.

Words denoting the singular shall, where applicable, include the plural and *vice versa* and words denoting the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*.

DEFINITIONS

References to persons shall, where applicable, include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word or term defined under the Act or the Listing Manual or any statutory modification thereof, and used in this Circular shall, where applicable, have the meaning assigned to it under the Act or the Listing Manual or any such statutory modification thereof, as the case may be, unless otherwise provided.

Any reference to a time of day and dates in this Circular shall be a reference to Singapore time and dates, unless otherwise stated.

Any discrepancies in figures included in this Circular between the amounts listed and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures that precede them.

LETTER TO SHAREHOLDERS

STRACO CORPORATION LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 200203482R)

Directors:

Mr Wu Hsioh Kwang (Executive Chairman)
Mr Li Weiqiang (Non-Executive Director)
Mr Fu Xuezhong (Non-Executive Director)
Mr Xu Niansha (Non-Executive Director)
Mdm Chua Soh Har (Non-Executive Director)
Mr Tay Siew Choon (Lead Independent Director)
Mr Lim Song Joo (Independent Director)
Dr Choong Chow Siong (Independent Director)
Mr Neo Poh Kok David (Independent Director)
Ms Wu Xiuyi (Alternate Director to Mr Wu Hsioh Kwang)
Mr Wu Xiuzhuan (Alternate Director to Mdm Chua Soh Har)

Registered Office:

10 Anson Road
#30-15 International Plaza
Singapore 079903

14 April 2015

To: **The Shareholders of Straco Corporation Limited**

Dear Sir/Madam

THE PROPOSED GRANT OF OPTIONS UNDER THE OPTION SCHEME TO:-

- (I) **MR WU HSIOSH KWANG, A CONTROLLING SHAREHOLDER;**
- (II) **MDM CHUA SOH HAR, AN ASSOCIATE OF A CONTROLLING SHAREHOLDER;**
- (III) **MS WU XIUYI, AN ASSOCIATE OF A CONTROLLING SHAREHOLDER; AND**
- (IV) **MR WU XIUZHUAN, AN ASSOCIATE OF A CONTROLLING SHAREHOLDER.**

1. INTRODUCTION

The Directors are convening the EGM to be held at Amara Singapore, 165 Tanjong Pagar Road Singapore 088539 on 29 April 2015 at 10.30 a.m. (or immediately after the conclusion of the Annual General Meeting of the Company to be held at 10.00 a.m. on the same day and at the same place) to seek the approval of Shareholders in relation to the proposed grant of Options under the Option Scheme to:-

- (i) Mr Wu Hsioh Kwang, a Controlling Shareholder;
- (ii) Mdm Chua Soh Har, an Associate of a Controlling Shareholder;
- (iii) Ms Wu Xiuyi, an Associate of a Controlling Shareholder; and
- (iv) Mr Wu Xiuzhuan, an Associate of a Controlling Shareholder.

The purpose of this Circular is to provide Shareholders with the relevant information pertaining to, and to seek Shareholders' approval at the EGM for, the proposed Ordinary Resolutions set out in the Notice of EGM.

LETTER TO SHAREHOLDERS

2. THE OPTION SCHEME

2.1 The Option Scheme was approved by Shareholders on 29 April 2014 and is intended to provide an opportunity for employees of the Group who have contributed significantly to the growth and performance of the Group, as well as Directors who satisfy the eligibility criteria as set out in the Rules, to participate in the equity of the Company so as to motivate them to greater dedication, loyalty and higher standards of performance, and to give recognition to past contributions and services. Additionally, the Option Scheme will help the Group to attract and retain the services of appropriate, qualified and experienced employees who would be able to contribute to the Group's business and operations.

2.2 A summary of the Rules of the Option Scheme are as follows:-

2.2.1 Eligibility

Subject to the absolute discretion of the Committee, Participants who have attained the age of 21 years on or prior to the relevant Date of Grant, are not undischarged bankrupts, have not entered into a composition with their respective creditors, and, where applicable, who have, as of the Date of Grant, been in the employment of the Group for a period of at least 12 months, or such shorter period as the Committee may determine, and Non-Executive Directors who, in the opinion of the Committee, have contributed or will contribute to the success of the Group, shall be eligible to participate in the Option Scheme.

Persons who qualify under the paragraph above and who are also the Company's Controlling Shareholders and their Associates can only participate in the Option Scheme if their participation is approved by independent Shareholders in separate resolutions for each such person and for each such grant (such resolutions disclosing the specific number and terms of each such grant of Option).

2.2.2 Entitlements

The number of Shares comprised in Options offered to a Participant shall be determined at the absolute discretion of the Committee who shall take into account, where applicable, criteria such as rank, past performance, years of service and potential contribution of the Participant.

2.2.3 Size of the Option Scheme

The aggregate number of Shares (comprising New Shares issued and issuable in respect of the Options granted under the Option Scheme and/or Treasury Shares transferred and transferable in respect of the Options) over which the Committee may offer to grant Options on any date, when added to:-

- (i) the aggregate number of New Shares issued and issuable in respect of all other share-based incentive schemes of the Company (if any); and
- (ii) the number of Treasury Shares transferred and transferable in respect of the options granted under all other share-based incentive schemes of the Company (if any),

shall not exceed 15% of the total issued Shares (excluding Treasury Shares) of the Company on the date immediately preceding the Date of Grant.

The aggregate number of Shares over which the Committee may offer to grant Options to the Controlling Shareholders and their Associates under the Option Scheme, shall not exceed 25% of the Shares available under the Option Scheme, Provided Always that the number of Shares available to each Controlling Shareholder or each of his Associates shall not exceed 10% of the Shares available under the Option Scheme.

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2.2.4 Date of Grant

The Committee may offer to grant Options in its absolute discretion at any time during the period when the Option Scheme is in force, except that no offer to grant Options shall be made during the period of 1 month immediately preceding the date of announcement of the Company's full-year result and 2 weeks before the announcement of the results of the Company for each of the first, second and third quarters of its financial year (as the case may be).

In addition, in the event that an announcement of any matter of an exceptional nature involving unpublished price sensitive information is made, the Committee may offer to grant Options on or after the second Market Day after such announcement has been released.

2.2.5 Acceptance of Offer

The grant of an Option must be accepted not later than 5.00 p.m. on the thirtieth (30th) day from such Date of Grant. The Grantee must complete, sign and return to the Company the acceptance form accompanied by payment of S\$1 as consideration or such other amount and such other documentation as the Committee may require.

2.2.6 Exercise Price

Subject to any adjustment pursuant to Rule 10 of the Option Scheme, the Exercise Price for each Share in respect of which an Option is exercisable shall be determined by the Committee at its absolute discretion, and fixed by the Committee at:-

- (a) the Market Price; or
- (b) a price which is set at a discount to the Market Price, the quantum of such discount to be determined by the Committee in its absolute discretion, provided that the maximum discount which may be given in respect of any Option shall not exceed 20% of the Market Price. In the event that SGX-ST prescribes or permits a higher percentage of discount, the Company will seek Shareholders' approval for the increase in discount at a general meeting.

Upon the exercise of an Option, the Company may either allot and issue New Shares or transfer Treasury Shares to the Option Holder in accordance with Rule 12 of the Option Scheme.

2.2.7 Alteration of Capital

If a variation in the issued share capital of the Company (whether by way of a capitalisation of profits or reserves or rights issue or reduction, subdivision, consolidation or distribution, or otherwise howsoever) should take place, then:-

- (a) the Exercise Price in respect of the Shares comprised in the Option to the extent unexercised; and/or
- (b) the number of Shares comprised in the Option to the extent unexercised and the rights attached thereto; and/or
- (c) the number of Shares in respect of which additional Options may be granted to Option Holders,

may, at the discretion of the Committee, be adjusted in such manner as the Committee may determine to be appropriate and except in relation to a capitalisation issue, upon the written confirmation of the auditors of the Company (acting only as experts and not as arbitrators), that in their opinion, such adjustment is fair and reasonable.

LETTER TO SHAREHOLDERS

No such adjustment shall be made if as a result, the Participant receives a benefit that a Shareholder does not receive.

The issue of securities as consideration for an acquisition of any assets by the Company or a private placement of securities or the cancellation of issued Shares purchased or acquired by the Company by way of a market purchase of such Shares, in accordance with the Listing Manual, undertaken by the Company on the SGX-ST during the period when a share purchase mandate granted by the Shareholders (including any renewal of such mandate) is in force, will not be regarded as a circumstance requiring adjustment under the provisions of Rule 10 of the Option Scheme.

Upon any adjustment required to be made, the Company shall notify each Option Holder (or his duly appointed personal representative(s)) in writing and deliver to him (or, where applicable, his duly appointed personal representative(s)) a statement setting forth the new Exercise Price thereafter in effect and the number of Shares thereafter comprised in the Option so far as unexercised.

2.2.8 Exercise Period

Options granted with the Exercise Price set at Market Price shall only be exercisable, in whole or in part (provided that an Option may be exercised in part only in respect of 1,000 Shares or any multiple thereof), at any time, by:

- (a) an Option Holder, who is an employee or Executive Director, during the Exercise Period which shall commence after the first anniversary of the Date of Grant of the Options and expiring on the tenth anniversary of such Date of Grant (or such earlier date as may be determined by the Committee); and
- (b) an Option Holder, who is a Non-Executive Director, during the Exercise Period which shall commence after the first anniversary of the Date of Grant of the Options and expiring on the fifth anniversary of such Date of Grant (or such earlier date as may be determined by the Committee),

failing which all unexercised Options shall immediately lapse and become null and void and the Option Holder shall have no claim against the Company.

Options granted with the Exercise Price set at a discount to Market Price shall only be exercisable, in whole or in part (provided that an Option may be exercised in part only in respect of 1,000 Shares or any multiple thereof), at any time, by:

- (a) an Option Holder, who is an employee or Executive Director, during the Exercise Period which shall commence after the second anniversary of the Date of Grant of the Options and expiring on the tenth anniversary of such Date of Grant (or such earlier date as may be determined by the Committee); and
- (b) an Option Holder, who is a Non-Executive Director, during the Exercise Period which shall commence after the second anniversary of the Date of Grant of the Options and expiring on the fifth anniversary of such Date of Grant (or such earlier date as may be determined by the Committee),

failing which all unexercised Options shall immediately lapse and become null and void and the Option Holder shall have no claim against the Company.

An Option shall, to the extent unexercised, immediately lapse and become null and void and the Option Holder shall have no claim against the Company:–

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- (a) subject to Rule 11 of the Option Scheme, upon the Option Holder ceasing to be in the employment of the Group or a Non-Executive Director for any reason whatsoever;
- (b) upon the bankruptcy of the Option Holder or the happening of any other event which result in his being deprived of the legal or beneficial ownership of such Option; or
- (c) in the event of misconduct on the part of the Option Holder, as determined by the Committee in its absolute discretion.

If an Option Holder ceases to be employed by the Group or a Non-Executive Director by reason of his ill health, injury or disability, in each case, as certified by a medical practitioner approved by the Committee, redundancy, retirement at or after a normal retirement age or retirement before that age with the consent of the Committee, or for any other reason approved in writing by the Committee, he may, at the absolute discretion of the Committee, exercise any unexercised Options within the relevant Exercise Period or such other shorter period as the Committee may decide and upon the expiry of such period, the Options remaining unexercised shall immediately lapse and become null and void.

If an Option Holder ceases to be employed by a subsidiary or a Non-Executive Director by reason of the subsidiary by which he is principally employed, ceasing to be a company within the Group, the undertaking or part of the undertaking of such subsidiary, being transferred otherwise than to another company within the Group, or for any other reason, provided the Committee gives its consent in writing, he may, at the absolute discretion of the Committee, exercise any unexercised Options within the relevant Exercise Period and upon the expiry of such period, the Options remaining unexercised shall immediately lapse and become null and void.

If an Option Holder dies and at the date of his death holds any unexercised Options, such Option may, at the absolute discretion of the Committee, be exercised by the duly appointed legal personal representative(s) of the Option Holder within the relevant Exercise Period and upon the expiry of such period, the Options remaining unexercised shall immediately lapse and become null and void.

2.2.9 Duration of the Option Scheme

The Option Scheme shall continue to be in force at the discretion of the Committee, subject to a maximum period of 10 years, commencing on the date on which the Option Scheme is approved by Shareholders at a general meeting. Subject to compliance with any applicable laws and regulations in Singapore, the Option Scheme may be continued beyond the above stipulated period with the approval of Shareholders by ordinary resolution at a general meeting and of any relevant authorities which may then be required.

2.2.10 Administration of the Option Scheme

The Option Scheme shall be administered by the Committee in its absolute discretion with such powers and duties as are conferred on it by the Board.

A Director who is a member of the Committee shall not be involved in the deliberation in respect of Options to be granted to him.

2.2.11 Voting, dividend and other rights

Shares allotted and issued or Treasury Shares which are transferred, upon the exercise of an Option shall be subject to all provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects with the then existing issued Shares in the

LETTER TO SHAREHOLDERS

capital of the Company except for any dividends, rights (including voting rights), allotments or other distributions, the record date for which falls prior to the date of issue or transfer (as the case may be) of the said Shares.

2.3 A copy of the Rules may be inspected at the registered office of the Company at 10 Anson Road #30-15 International Plaza Singapore 079903 during normal business hours on any weekday (excluding public holidays) from the date of this Circular up to the date of the EGM.

3. **PROPOSED GRANT OF OPTIONS TO THE CONTROLLING SHAREHOLDER, MR WU HSIOH KWANG AND HIS ASSOCIATES, MDM CHUA SOH HAR, MS WU XIUYI AND MR WU XIUZHUAN**

Under the Listing Manual, the specific grant of Options to Controlling Shareholders and their Associates will have to be approved by the other Shareholders of the Company at a general meeting.

The participation by Mr Wu Hsioh Kwang and his Associates, Mdm Chua Soh Har, Ms Wu Xiuyi and Mr Wu Xiuzhuan in the Option Scheme, was approved by Shareholders at the extraordinary general meeting of the Company held on 29 April 2014.

The shareholding interest of Mr Wu Hsioh Kwang in the issued share capital of the Company as at the Latest Practicable Date is set out in **Appendix I** of this Circular.

3.1 **Proposed grant of Options to Mr Wu Hsioh Kwang**

Subject to the approval of the Shareholders, the Company is proposing to grant Options to Mr Wu Hsioh Kwang on the following terms:-

- | | | | |
|-----|--|---|--|
| (a) | Proposed Date of Grant of Options | : | Within one month after the date of the EGM |
| (b) | Number of Shares comprised in the proposed Options | : | 800,000 Shares (representing approximately 0.09% of the total issued Shares excluding Treasury Shares as at the Latest Practicable Date) |
| (c) | Exercise Price per Share | : | Market Price |
| (d) | Exercise Period | : | Exercisable at any time after the first anniversary of the Date of Grant and up to the fifth anniversary of the Date of Grant |

Rationale for grant of Options to Mr Wu Hsioh Kwang

Mr Wu Hsioh Kwang is the Chief Executive Officer and Executive Chairman of the Company. Mr Wu has been pivotal in determining the overall strategic directions and management of the Group. As the founder of the group companies, Mr Wu has been actively involved in the projects from their inception, and is responsible for their continual success. He has also formulated various corporate policies and has been instrumental in charting the growth of the business of the Group. With his leadership, the Group sees continuous good performance and profit for the year 2014 and the Group had achieved a compounded annual growth rate in earnings of over 20% since the financial year ended 31 December 2010.

In recognition of Mr Wu's performance and contribution to the Group and to motivate him to maintain a high level of performance with a view to achieving long term growth for the Group and to further enhance value of the Company and its Shareholders, the Company is proposing to grant Options on the terms set out above to Mr Wu Hsioh Kwang.

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The Committee when deciding on the number of Options proposed to be granted to Mr Wu takes into account the financial performance of the Group, the effectiveness of the overall strategy, his past and potential contributions as well as the prevailing remuneration package of Mr Wu. The Directors are of the view that Mr Wu's remuneration package (including the Options which are proposed to be granted) is fair given the substantial contribution he has made to the Group. His total remuneration (inclusive of benefits) for the financial year ended 31 December 2014 was S\$1,679,000.

For these reasons, the Directors are of the view that Mr Wu should be granted the Options on the terms as stated above. The grant of the Options on the terms as set out above (including the size of the Option) is consistent with the Company's objectives to motivate its employees to achieve and maintain a high level of performance and contribution which is vital to the success of the Company.

Mr Wu Hsioh Kwang will abstain from voting as a member of the Company when the grant of Options to him is being considered.

3.2 Proposed grant of Options to Mdm Chua Soh Har

Subject to the approval of the Shareholders, the Company is proposing to grant Options to Mdm Chua Soh Har on the following terms:-

- (a) Proposed Date of Grant of Options : Within one month after the date of the EGM
- (b) Number of Shares comprised in the proposed Options : 264,000 Shares (representing approximately 0.03% of the total issued Shares excluding Treasury Shares as at the Latest Practicable Date)
- (c) Exercise Price per Share : Market Price
- (d) Exercise Period : Exercisable at any time after the first anniversary of the Date of Grant and up to the fifth anniversary of the Date of Grant

Rationale for grant of Options to Mdm Chua Soh Har

Mdm Chua Soh Har is the spouse of Mr Wu Hsioh Kwang, the Chief Executive Officer, Executive Chairman and Controlling Shareholder of the Company. Mdm Chua has been a Non-Executive Director of the Company since June 2010.

The Directors believe that the proposed grant of Options to Mdm Chua is consistent with the Company's objectives to grant Options to Non-Executive Directors who are not employed by the Group but nevertheless work closely with the Group and/or are in the position to contribute their experience, knowledge and expertise to the development and success of the Group. As the Option Scheme serves as recognition of the contributions of those eligible to participate in the Option Scheme as well as to secure future contributions for the Company and the Group from them, the Directors consider it important that Mdm Chua should not be excluded from the Option Scheme. The Directors consider it crucial for the Company to provide sufficient incentives which will instill a sense of commitment to the Company.

The Committee when deciding on the number of Options proposed to be granted to Mdm Chua takes into consideration her performance and contribution to the Group, her years of service and potential for future development and contribution towards the long-term objectives of the Group. The Directors are of the view that Mdm Chua's remuneration package (including the Options which are proposed to be granted) is fair given the contribution she has made to the Group.

LETTER TO SHAREHOLDERS

For these reasons, the Directors are of the view that Mdm Chua should be granted the Options on the terms as stated above. The grant of the Options on the terms as set out above (including the size of the Option) is consistent with the Company's objectives to motivate its directors to achieve and maintain a high level of performance and contribution which is vital to the success of the Company.

Mdm Chua Soh Har will abstain from voting as a member of the Company when the grant of Options to her is being considered.

3.3 Proposed grant of Options to Ms Wu Xiuyi

Subject to the approval of the Shareholders, the Company is proposing to grant Options to Ms Wu Xiuyi on the following terms:-

- | | | | |
|-----|--|---|--|
| (a) | Proposed Date of Grant of Options | : | Within one month after the date of the EGM |
| (b) | Number of Shares comprised in the proposed Options | : | 480,000 Shares (representing approximately 0.06% of the total issued Shares excluding Treasury Shares as at the Latest Practicable Date) |
| (c) | Exercise Price per Share | : | Market Price |
| (d) | Exercise Period | : | Exercisable at any time after the first anniversary of the Date of Grant and up to the fifth anniversary of the Date of Grant |

Rationale for grant of Options to Ms Wu Xiuyi

Ms Wu Xiuyi is the daughter of Mr Wu Hsioh Kwang (the Chief Executive Officer, Executive Chairman and Controlling Shareholder of the Company) and Mdm Chua Soh Har (a Non-Executive Director of the Company). Ms Wu holds the position of Senior Vice President of the Company, and is the Assistant to the Executive Chairman and a director of Shanghai Ocean Aquarium, a subsidiary of the Company. Ms Wu Xiuyi has been appointed as an Alternate Director to Mr Wu Hsioh Kwang since June 2014.

As a director of the subsidiary, she contributed in formulating policies, business strategies and corporate branding and ensures that the Group's directives are followed. Having been with the Group since October 2004, Ms Wu Xiuyi has acquired in-depth knowledge of many aspects of the Group's business, including its operation, administration, management and had made significant contribution in enhancing the corporate profile and branding of the Group.

The Directors believe that the proposed grant of Options to Ms Wu is consistent with the Company's objectives to motivate its employees to achieve and maintain a high level of performance and contribution which is vital to the success of the Company. As the Option Scheme serves as recognition of the contributions of those eligible to participate in the Option Scheme as well as to secure future contributions for the Company and the Group from them, the Directors consider it important that Ms Wu should not be excluded from the Option Scheme. The Directors consider it crucial for the Company to provide sufficient incentives which will instill a sense of commitment to the Company.

The Committee when deciding on the number of Options proposed to be granted to Ms Wu takes into consideration her performance and contribution to the Group, her years of service and potential for future development and contribution towards the long-term objectives of the Group, as well as the prevailing remuneration package of Ms Wu. The Directors are of the view that Ms Wu's remuneration package (including the Options which are proposed to be granted) is fair given the contribution she has made to the Group.

LETTER TO SHAREHOLDERS

For these reasons, the Directors are of the view that Ms Wu should be granted the Options on the terms as stated above. The grant of the Options on the terms as set out above (including the size of the Option) is consistent with the Company's objectives to motivate its employees to achieve and maintain a high level of performance and contribution which is vital to the success of the Company.

Ms Wu Xiuyi will abstain from voting as a member of the Company when the grant of Options to her is being considered.

3.4 Proposed grant of Options to Mr Wu Xiuzhuan

Subject to the approval of the Shareholders, the Company is proposing to grant Options to Mr Wu Xiuzhuan on the following terms:-

- | | | | |
|-----|--|---|--|
| (a) | Proposed Date of Grant of Options | : | Within one month after the date of the EGM |
| (b) | Number of Shares comprised in the proposed Options | : | 320,000 Shares (representing approximately 0.04% of the total issued Shares excluding Treasury Shares as at the Latest Practicable Date) |
| (c) | Exercise Price per Share | : | Market Price |
| (d) | Exercise Period | : | Exercisable at any time after the first anniversary of the Date of Grant and up to the fifth anniversary of the Date of Grant |

Rationale for grant of Options to Mr Wu Xiuzhuan

Mr Wu Xiuzhuan is the son of Mr Wu Hsioh Kwang (the Chief Executive Officer, Executive Chairman and Controlling Shareholder of the Company) and Mdm Chua Soh Har (a Non-Executive Director of the Company). Mr Wu holds the position of Vice President (Corporate Development & Risk Management) of the Company, and is a director of Underwater World Xiamen, a subsidiary of the Company. Mr Wu Xiuzhuan has been appointed as an Alternate Director to Mdm Chua Soh Har since June 2014.

Mr Wu's current responsibilities include business development, capability building, risk management, portfolio management, as well as internal audit and control issues. He is involved in the reviewing of reporting services to support the investment and corporate operations of the Company. He identifies and manages regulatory compliance risks faced by the Company and oversees the strengthening of internal processes and control within the Group. Having been with the Group since November 2007, Mr Wu Xiuzhuan has acquired in-depth knowledge of many aspects of the Group's business, including its processes and the regulatory framework involved.

As a director of the subsidiary, he provides board oversight and control over the day to day affair of the Company.

The Directors believe that the proposed grant of Options to Mr Wu is consistent with the Company's objectives to motivate its employees to achieve and maintain a high level of performance and contribution which is vital to the success of the Company. As the Option Scheme serves as recognition of the contributions of those eligible to participate in the Option Scheme as well as to secure future contributions for the Company and the Group from them, the Directors consider it important that Mr Wu should not be excluded from the Option Scheme. The Directors consider it crucial for the Company to provide sufficient incentives which will instill a sense of commitment to the Company.

The Committee when deciding on the number of Options proposed to be granted to Mr Wu takes into consideration his performance and contribution to the Group, his years of service and potential for future development and contribution towards the long-term objectives of the Group, as well as the

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prevailing remuneration package of Mr Wu. The Directors are of the view that Mr Wu's remuneration package (including the Options which are proposed to be granted) is fair given the contribution he has made to the Group.

For these reasons, the Directors are of the view that Mr Wu should be granted the Options on the terms as stated above. The grant of the Options on the terms as set out above (including the size of the Option) is consistent with the Company's objectives to motivate its employees to achieve and maintain a high level of performance and contribution which is vital to the success of the Company.

Mr Wu Xiuzhuan will abstain from voting as a member of the Company when the grant of Options to him is being considered.

3.5 Limits on grant of Options to Controlling Shareholders and their Associates

Under the Listing Manual and the Rules, the aggregate number of Shares available under the Option Scheme and such other share-based incentive schemes (if any) shall not exceed 15% of the total number of issued Shares (excluding Treasury Shares) on the day immediately preceding the Date of Grant.

Subject to the approval of the other Shareholders, under the Listing Manual and the Rules, the aggregate number of Shares available to Participants who are Controlling Shareholders and their Associates shall not exceed 25% of the Shares available under the Option Scheme and the number of Shares available to each Controlling Shareholder or his Associate must not exceed 10% of the Shares available under the Option Scheme.

As at the Latest Practicable Date, the number of issued Shares is 847,459,580 Shares (excluding 21,470,000 Shares which are held in treasury). The number of Shares available under the Option Scheme which the Company may grant Options is 127,118,937 Shares, representing 15% of the issued Shares, excluding Treasury Shares. Accordingly, the aggregate number of Options in respect of Shares that the Company may grant to Controlling Shareholders and their Associates would be 31,779,734 Shares, and in respect of each Controlling Shareholder or his Associate shall not exceed 12,711,893 Shares.

The Company had a previous share option scheme known as the "Straco Share Option Scheme" which was approved by shareholders at an extraordinary general meeting of the Company held on 12 January 2004 and was amended on 28 April 2010 (the "2004 Scheme"). Given its 10-year duration, the 2004 Scheme had expired on 11 January 2014.

As at the Latest Practicable Date, the Company had granted the following options to Mr Wu Hsioh Kwang, Mdm Chua Soh Har, Ms Wu Xiuyi and Mr Wu Xiuzhuan under the 2004 Scheme and the Option Scheme:-

	Number of options granted under		Total
	the 2004 Scheme	the Option Scheme	
Mr Wu Hsioh Kwang	3,900,000	1,000,000	4,900,000
Mdm Chua Soh Har	630,000	330,000	960,000
Ms Wu Xiuyi	1,740,000	600,000	2,340,000
Mr Wu Xiuzhuan	300,000	400,000	700,000

For the purposes of illustration, assuming that the proposed 800,000 Options, 264,000 Options, 480,000 Options and 320,000 Options as set out in Section 3 of this Circular are approved and granted to Mr Wu Hsioh Kwang, Mdm Chua Soh Har, Ms Wu Xiuyi and Mr Wu Xiuzhuan respectively, and that there is no change in the issued share capital of 847,459,580 Shares (excluding Treasury Shares),

LETTER TO SHAREHOLDERS

the aggregate number of options (comprising options granted under the 2004 Scheme and the Option Scheme, and the proposed Options to be granted under the Option Scheme) that will be granted to and held by the Controlling Shareholder and his Associates will be as follows:-

- (a) Mr Wu Hsioh Kwang will hold in aggregate 5,700,000 options (representing approximately 4.48% of the Shares available under the Option Scheme); Mdm Chua Soh Har will hold in aggregate 1,224,000 options (representing approximately 0.96% of the Shares available under the Option Scheme); Ms Wu Xiuyi will hold in aggregate 2,820,000 options (representing approximately 2.22% of the Shares available under the Option Scheme); and Mr Wu Xiuzhuan will hold in aggregate 1,020,000 options (representing approximately 0.80% of the Shares available under the Option Scheme); and
- (b) the total number of options which the Company would have granted to its Controlling Shareholders and Associates would be 10,764,000 Options (representing approximately 8.47% of the Shares available under the Option Scheme).

The proposed grant of the Options to Mr Wu Hsioh Kwang, Mdm Chua Soh Har, Ms Wu Xiuyi and Mr Wu Xiuzhuan would be within the limits prescribed under the Listing Manual and the Rules.

4. FINANCIAL EFFECTS OF THE OPTION SCHEME

Potential costs arising from the proposed grant of Options

The Company may allot and issue New Shares and/or transfer Treasury Shares to the Option Holders in respect of Options which are exercised. To the extent that New Shares are issued to the Option Holders pursuant to the exercise of the Options, the grant of the Options will result in an increase in the Company's issued share capital.

As such, there would be no impact on the Company's number of issued Shares if the relevant Options are not exercised.

Based on the Singapore Financial Reporting Standard ("**FRS**"), no cash outlays would be expended by the Company at the time the Options are issued by it (as compared with cash bonuses). However, under FRS 102 Share-based Payment, the recognition of an expense in respect of Options granted under the Option Scheme is required. The expense will be based on the fair value of the Options at each date of grant of the Options and will be recognised over the vesting period. This fair value is normally estimated by applying the option pricing model at the date of grant of the Options, taking into account the terms and conditions of the grant of the Options and recognised as a charge to the Company's consolidated profit and loss statement ("**P&L**") over the period from the date of grant of the Options to the vesting date (the "**Vesting Period**"), with a corresponding credit to the Company's reserve account.

Before the end of the Vesting Period and at the end of each accounting year, the estimate of the number of Options that are expected to vest in each Participant by the vesting date is revised, and the impact of the revised estimate is recognised in the consolidated P&L with a corresponding adjustment to the Company's reserve account. After the vesting date, no adjustment of the charge to the consolidated P&L is made.

5. OPTIONS GRANTED UNDER THE 2004 SCHEME

Particulars of options granted to the Directors and Controlling Shareholdings under the 2004 Scheme and duly accepted by such Directors and Controlling Shareholders are as follows:-

LETTER TO SHAREHOLDERS

5.1 Details of options granted under the 2004 Scheme to Directors (both former and existing), excluding Controlling Shareholders and their Associates who are also Directors

Details of options granted under the 2004 Scheme to Directors of the Company (both former and existing) since the adoption of the 2004 Scheme are as follows:-

Dates options were granted : The options were granted to the Directors (both former and existing) on 22 Oct 2007, 6 May 2010, 5 May 2011, 8 May 2012 and 6 May 2013.

Number of Shares offered under the options and number of Shares allotted upon exercise of options : In aggregate, 9,690,000 options were granted to Directors (both former and existing), out of which 1,320,000 options were cancelled or lapsed and 4,530,000 options have yet to be exercised. As at the Latest Practicable Date, the Company had allotted 3,840,000 Shares to Directors (both former and existing) pursuant to the exercise of options.

5.2 Details of options granted under the 2004 Scheme to Controlling Shareholders and their Associates

Details of options granted under the 2004 Scheme to Controlling Shareholders and their Associates since the adoption of the 2004 Scheme are as follows:-

Dates options were granted : The options were granted to the Controlling Shareholders and their Associates on 6 May 2010, 5 May 2011, 8 May 2012 and 6 May 2013.

Number of Shares offered under the options and number of Shares allotted upon exercise of options : In aggregate, 6,570,000 options were granted to Controlling Shareholders and their Associates. As at the Latest Practicable Date, none of the option has been exercised. As such, the Company has not allotted any Share to Controlling Shareholders and their Associates pursuant to the exercise of options.

6. OPTIONS GRANTED UNDER THE OPTION SCHEME

Particulars of the Options granted to the Directors and Controlling Shareholders under the Option Scheme and duly accepted by such Directors and Controlling Shareholders since the adoption of the Option Scheme up to the Latest Practicable Date are as follows:-

	Aggregate Options granted and accepted under the Option Scheme since the adoption of the Option Scheme up to the Latest Practicable Date
Director (also Controlling Shareholder)	
Mr Wu Hsioh Kwang	1,000,000
Directors⁽¹⁾	
Mr Li Weiqiang	330,000
Mr Fu Xuezhong	330,000
Mr Xu Niansha	-
Mdm Chua Soh Har	330,000
Mr Tay Siew Choon	330,000

LETTER TO SHAREHOLDERS

**Aggregate Options granted
and accepted under the Option
Scheme since the adoption of
the Option Scheme up to the
Latest Practicable Date**

Mr Lim Song Joo	330,000
Dr Choong Chow Siong	330,000
Mr Neo Poh Kok David	330,000
Ms Wu Xiuyi (<i>Alternate Director to Mr Wu Hsioh Kwang</i>)	600,000
Mr Wu Xiuzhuan (<i>Alternate Director to Mdm Chua Soh Har</i>)	400,000
Total	4,310,000

Note:

- (1) 330,000 Options were granted to Mr Chen Hong Sheng under the Option Scheme when he was a director of the Company. Mr Chen Hong Sheng retired on 13 November 2014.

7. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, the interests of the Directors and the substantial shareholders of the Company (as defined in the Act) in the issued Shares are set out in **Appendix I** of this Circular.

8. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on page 22 of this Circular, will be held at Amara Singapore, 165 Tanjong Pagar Road Singapore 088539 on 29 April 2015 at 10.30 a.m. (or immediately after the conclusion of the Annual General Meeting of the Company to be held at 10.00 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing (with or without modification) the Ordinary Resolutions set out in the Notice of EGM.

9. DIRECTORS' RECOMMENDATION

All the Directors will be eligible to participate in the Option Scheme and have therefore refrained from making any recommendation to the Shareholders on the Ordinary Resolutions as set out in the Notice of EGM due to their interest in the Option Scheme.

10. ACTION TO BE TAKEN BY SHAREHOLDERS

10.1 Appointment of Proxies

Shareholders who are unable to attend the EGM and who wish to appoint a proxy to attend and vote at the EGM on their behalf, will find attached to this Circular a Proxy Form which they are requested to complete, sign and return in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the registered office of the Company at 10 Anson Road #30-15 International Plaza Singapore 079903 not less than 48 hours before the time fixed for the EGM. The completion and return of the Proxy Form by a Shareholder does not preclude him from attending and voting in person at the EGM if he so wishes.

10.2 When Depositor regarded as Shareholder

A Depositor shall not be regarded as a Shareholder entitled to attend the EGM and to speak and vote thereat unless he is shown to have Shares entered against his name in the Depository Register as certified by CDP not less than 48 hours before the time fixed for the EGM.

LETTER TO SHAREHOLDERS

CPFIS investors may wish to check with their CPF Approved Nominees on the procedure and deadline for the submission of their written instructions to their CPF Approved Nominees to vote on their behalf.

10.3 Abstention from Voting

Shareholders who are entitled to participate in the Option Scheme, shall abstain from voting at the EGM in respect of the Ordinary Resolutions set out in the Notice of EGM.

The Company shall procure that Mr Wu Hsioh Kwang and his Associates to abstain from voting in respect of the Ordinary Resolutions at the EGM.

The above mentioned persons will not accept appointments as proxies for voting at the EGM in respect of the Ordinary Resolutions unless specific instructions have been given in the proxy instrument on how the Shareholders wish their votes to be cast for each of these Ordinary Resolutions.

11. DIRECTORS' RESPONSIBILITY STATEMENT

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

12. DOCUMENTS FOR INSPECTION

A copy of the Rules is available for inspection at the registered office of the Company at 10 Anson Road #30-15 International Plaza Singapore 079903 during normal business hours from the date of this Circular up to and including the date of the EGM.

Yours faithfully
For and on behalf of the Board of Directors of
STRACO CORPORATION LIMITED

Wu Hsioh Kwang
Executive Chairman

APPENDIX I
DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS IN THE COMPANY

The shareholdings of the Directors and Substantial Shareholders as recorded in the Register of Directors' Shareholdings and Register of Substantial Shareholders (based on notifications received from the respective Directors and Substantial Shareholders) as at the Latest Practicable Date were as follows:-

	Direct Interest	Deemed Interest	Total Interest	%	Aggregate number of Shares comprised in outstanding options under the 2004 Scheme and the Option Scheme
Directors					
Mr Li Weiqiang	-	-	-	-	330,000
Mr Fu Xuezhong	190,000	-	190,000	0.02	660,000
Mr Xu Niansha	-	-	-	-	-
Mr Tay Siew Choon	530,000	-	530,000	0.06	1,620,000
Mr Lim Song Joo	300,000	-	300,000	0.04	660,000
Dr Choong Chow Siong	530,000	-	530,000	0.06	1,620,000
Mr Neo Poh Kok David	300,000	-	300,000	0.04	660,000
Ms Wu Xiuyi (<i>Alternate Director to Mr Wu Hsioh Kwang</i>)	32,865,000	-	32,865,000	3.88	2,340,000
Mr Wu Xiuzhuan (<i>Alternate Director to Mdm Chua Soh Har</i>)	26,956,000	-	26,956,000	3.18	700,000
Substantial Shareholders					
Straco Holding Pte Ltd	314,885,440	-	314,885,440	37.16	-
China Poly Group Corporation	189,803,600	-	189,803,600	22.40	-
Straco (HK) Limited	143,990,540	-	143,990,540	16.99	-
Mr Wu Hsioh Kwang	3,988,000	469,719,980	473,707,980	55.90	4,900,000
Mdm Chua Soh Har	10,844,000	462,863,980	473,707,980	55.90	960,000

Note:-

Mr Wu Hsioh Kwang and Mdm Chua Soh Har together collectively beneficially own 100% of the issued share capital of Straco Holding Pte Ltd and Straco (HK) Limited and are therefore deemed interested by virtue of Section 7 of the Act in the Shares held by these said companies in the capital of the Company.

NOTICE OF EXTRAORDINARY GENERAL MEETING

STRACO CORPORATION LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 200203482R)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of Straco Corporation Limited (the “**Company**”) will be held at Amara Singapore, 165 Tanjong Pagar Road Singapore 088539 on 29 April 2015 at 10.30 a.m. (or immediately after the conclusion of the Annual General Meeting of the Company to be held at 10.00 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing (with or without modification), the following resolutions as Ordinary Resolutions:-

ORDINARY RESOLUTIONS:-

1. Proposed Grant of Options under the Option Scheme to Controlling Shareholder, Mr Wu Hsioh Kwang

That the proposed offer and grant to Mr Wu Hsioh Kwang, a Controlling Shareholder of the Company, of Options pursuant to and in accordance with the rules of the Option Scheme on the following terms, be and is hereby approved, and the Directors be and are hereby authorized to allot and issue Shares upon the exercise of such Options:-

- (a) Proposed Date of Grant of Options : Within one month after the date of the EGM
- (b) Number of Shares comprised in the proposed Options : 800,000 Shares (representing approximately 0.09% of the total issued Shares excluding Treasury Shares as at the Latest Practicable Date)
- (c) Exercise Price per Share : Market Price
- (d) Exercise Period : Exercisable at any time after the first anniversary of the Date of Grant and up to the fifth anniversary of the Date of Grant

2. Proposed Grant of Options under the Option Scheme to Mdm Chua Soh Har, an Associate of Mr Wu Hsioh Kwang

That the proposed offer and grant to Mdm Chua Soh Har, an Associate of Mr Wu Hsioh Kwang, of Options pursuant to and in accordance with the rules of the Option Scheme on the following terms, be and is hereby approved, and the Directors be and are hereby authorized to allot and issue Shares upon the exercise of such Options:-

- (a) Proposed Date of Grant of Options : Within one month after the date of the EGM
- (b) Number of Shares comprised in the proposed Options : 264,000 Shares (representing approximately 0.03% of the total issued Shares excluding Treasury Shares as at the Latest Practicable Date)
- (c) Exercise Price per Share : Market Price
- (d) Exercise Period : Exercisable at any time after the first anniversary of the Date of Grant and up to the fifth anniversary of the Date of Grant

NOTICE OF EXTRAORDINARY GENERAL MEETING

3. Proposed Grant of Options under the Option Scheme to Ms Wu Xiuyi, an Associate of Mr Wu Hsioh Kwang

That the proposed offer and grant to Ms Wu Xiuyi, an Associate of Mr Wu Hsioh Kwang, of Options pursuant to and in accordance with the rules of the Option Scheme on the following terms, be and is hereby approved, and the Directors be and are hereby authorized to allot and issue Shares upon the exercise of such Options:-

- (a) Proposed Date of Grant of Options : Within one month after the date of the EGM
- (b) Number of Shares comprised in the proposed Options : 480,000 Shares (representing approximately 0.06% of the total issued Shares excluding Treasury Shares as at the Latest Practicable Date)
- (c) Exercise Price per Share : Market Price
- (d) Exercise Period : Exercisable at any time after the first anniversary of the Date of Grant and up to the fifth anniversary of the Date of Grant

4. Proposed Grant of Options under the Option Scheme to Mr Wu Xiuzhuan, an Associate of Mr Wu Hsioh Kwang

That the proposed offer and grant to Mr Wu Xiuzhuan, an Associate of Mr Wu Hsioh Kwang, of Options pursuant to and in accordance with the rules of the Option Scheme on the following terms, be and is hereby approved, and the Directors be and are hereby authorized to allot and issue Shares upon the exercise of such Options:-

- (a) Proposed Date of Grant of Options : Within one month after the date of the EGM
- (b) Number of Shares comprised in the proposed Options : 320,000 Shares (representing approximately 0.04% of the total issued Shares excluding Treasury Shares as at the Latest Practicable Date)
- (c) Exercise Price per Share : Market Price
- (d) Exercise Period : Exercisable at any time after the first anniversary of the Date of Grant and up to the fifth anniversary of the Date of Grant

All capitalised terms used in this Notice of EGM which are not defined herein shall have the same meaning ascribed to them in the Circular to Shareholders dated 14 April 2015.

By Order of the Board
STRACO CORPORATION LIMITED

Lotus Isabella Lim Mei Hua
Company Secretary

Singapore
14 April 2015

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:-

- a. 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.
- b. A shareholder of the Company which is a corporation is entitled to appoint its authorized representative or proxies to vote on its behalf.
- c. 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, at least 48 hours before the time set for the Extraordinary General Meeting or any postponement or adjournment thereof.

STRACO CORPORATION LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 200203482R)

PROXY FORM

I / We _____ (Name), NRIC/Passport No _____

of _____ (Address)

being a shareholder / member of Straco Corporation Limited (the "Company") hereby appoint:

Name	Address	NRIC/Passport Number	Proportion of Shareholding (%) (if more than one (1) proxy is appointed)

and/or (delete as appropriate)

Name	Address	NRIC/Passport Number	Proportion of Shareholding (%) (if more than one (1) proxy is appointed)

or failing whom the Chairman of the Extraordinary General Meeting as my/our proxy/proxies to vote for me/us on my/our behalf and, if necessary, to demand a poll at the Extraordinary General Meeting of the Company to be convened at Amara Singapore, 165 Tanjong Pagar Road Singapore 088539 on 29 April 2015 at 10.30 a.m. (or immediately after the conclusion of the Annual General Meeting of the Company to be held at 10.00 a.m. on the same day and at the same place), and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the Ordinary Resolutions to be proposed at the Extraordinary General Meeting as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/her/their discretion, as he/she/they will on any other matter arising at the Extraordinary General Meeting.

No.	Ordinary Resolutions	To be used on a show of hands	
		For*	Against*
1	Resolution 1 To approve the proposed grant of options under the Option Scheme of 800,000 Shares to Controlling Shareholder, Mr Wu Hsioh Kwang.		
2	Resolution 2 To approve the proposed grant of options under the Option Scheme of 264,000 Shares to Mdm Chua Soh Har, an Associate of Controlling Shareholder.		
3	Resolution 3 To approve the proposed grant of options under the Option Scheme of 480,000 Shares to Ms Wu Xiuyi, an Associate of Controlling Shareholder.		
4	Resolution 4 To approve the proposed grant of options under the Option Scheme of 320,000 Shares to Mr Wu Xiuzhuan, an Associate of Controlling Shareholder.		

* Please indicate your vote 'For' or 'Against' with an 'x' within the box provided.

Dated this _____ day of _____ 2015

Total Number of Shares Held

Signature(s) of Member(s)/Common Seal

IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM



Notes:-

1. A shareholder of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or two proxies to attend and vote in his/her stead. A proxy need not be a shareholder of the Company.
2. Where a shareholder of the Company appoints more than one proxy, the appointments shall be invalid unless he specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.
3. If any proxy/proxies is/are to be appointed, please strike out the words the Chairman of the Extraordinary General Meeting and insert the name(s) and address(es) of the proxy/proxies desired in the blank space provided.
4. A shareholder of the Company should insert the total number of shares held. If the shareholder of the Company has shares entered against his/her name in the Depository Register (as defined in Section 130A of the Companies Act, Cap. 50 of Singapore), he/she should insert that number of shares. If the shareholder of the Company has shares registered in his/her name in the Register of Members of the Company, he/she should insert that number of shares. If the shareholder of the Company has shares entered against his/her name in the Depository Register and registered in his/her name in the Register of Members, he/she should insert the aggregate number of shares. If no number is inserted, the instrument appointing a proxy or proxies will be deemed to relate to all shares held by the shareholder of the Company.
5. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company located at 10 Anson Road #30-15 International Plaza Singapore 079903, not less than 48 hours before the time set for the Extraordinary General Meeting.
6. The instrument appointing a proxy or proxies must be under the hand of the appointor or by his/her attorney duly authorized in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorized officer.
7. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified true 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.
8. A corporation which is a shareholder of the Company may, in accordance with Section 179 of the Companies Act, Cap. 50 of Singapore authorize by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Extraordinary General Meeting.
9. The Company shall be entitled to reject the instrument appointing a proxy or proxies, if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument appointing a proxy or proxies. In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies if a shareholder of the Company, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at 48 hours before the time appointed for holding the Extraordinary General Meeting, as certified by the Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

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

AFFIX
STAMP

The Company Secretary
STRACO CORPORATION LIMITED
10 Anson Road, #30-15 International Plaza
Singapore 079903

