



EMAS Offshore Limited

EMAS OFFSHORE LIMITED
(Company Registration No: 200702224N)
(Incorporated in the Republic of Singapore)
NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of EMAS Offshore Limited ("the Company") will be held at 51 Shipyard Road, Singapore 628139 on Tuesday, 13 February 2018 at 10.30 am (Singapore time) for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 August 2016 together with the Auditor's Report thereon. (Resolution 1)
2. To re-elect Mr. Adarash Kumar A/L Chranji Lal Amarnath, who will retire by rotation pursuant to Article 91 of the Company's Constitution and who, being eligible, will offer himself for re-election as a Director of the Company. (Resolution 2)
3. To re-appoint the following Directors as Director of the Company under Article 97, who were previously re-appointed to hold office until this Annual General Meeting pursuant to Section 153(6) of the Singapore Companies Act, Chapter 50 (the "Companies Act"), which was in force immediately before 3 January 2016:-
Mr. Cuthbert Ignatious Jeyaretnam Charles[^] (Resolution 3)
Mr. Lee Kian Soo (Resolution 4)
[^] *Mr. Cuthbert Ignatious Jeyaretnam Charles will, upon re-appointment as Director of the Company, remain as Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee and will be considered independent. There are no material relationships (including immediate family relationships) between Mr. Charles and the other directors or the Company.*
4. To approve the payment of Directors' fees of up to US\$127,000 for the financial year ended 31 August 2017. (2016: US\$127,000) (Resolution 5)
5. To re-appoint Ernst & Young LLP as the Company's Auditors and to authorise the Directors to fix their remuneration. (Resolution 6)
6. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

By Order of the Board

Lee Kian Soo
Director

Singapore, 26 January 2018

EMAS Offshore Limited is a public limited company subject to the rules of the Singapore Companies Act, Chapter 50. As of the date of this Notice, the Company has issued 439,672,754 Shares, each of which represents one vote. The Shares have equal rights also in all other respects. A Shareholder has the right to attend the Annual General Meeting either in person or through a proxy. A proxy need not be a shareholder of the Company. Each Shareholder has the right to vote for the number of shares held by such member. Please refer to the notes below for the procedure to attend and vote at the AGM.

Notes:

1. No Shareholder shall be entitled to attend and vote in person or by proxy unless Section 1 or Section 2 of the Attendance/Proxy Form, whichever is applicable, is completed, together with the power of attorney or other authority (if any) under which it is signed, or a notarially-certified copy of that power of attorney, is sent to the Depository Register by not less than 48 hours before the time for holding the Annual General Meeting (the "Meeting").
2. A Shareholder entitled to attend and vote at the Meeting and who wishes to:
 - (a) be present in person to vote; or
 - (b) appoint a proxy or proxies to be present in person to vote in his stead; or
 - (c) appoint the Chairman of Meeting to vote in his stead,
 at the Meeting should note the following:

Holders of Shares registered on the Oslo Bors	Holders of Shares registered on the Singapore Exchange Securities Trading Limited
<p>The Attendance/Proxy Form must be sent to DNB Bank ASA in either 1 of the 3 methods mentioned below not less than 48 hours before the time appointed for holding the Annual General Meeting, to obtain a Power of Attorney in connection with voting at the Meeting:</p> <p>Method 1 P. O. Box address (if mailing): DNB Bank ASA Registrars Dept./ Mr. Stig Tore Strøm P. O. Box 1600, Sentrum, 0021 Oslo Norway</p> <p>Method 2 Street address (if by courier): DNB Bank ASA Registrars Dept./ Mr. Stig Tore Strøm Dronning Eufemias gate 30 0191 Oslo Norway</p> <p>Method 3 If by e-mail (to DNB Bank ASA): E-mail: vote@dnb.no</p>	<p>The Attendance/Proxy Form must be deposited at the office of Boardroom Corporate & Advisory Services Pte. Ltd. located at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 not less than 48 hours before the time appointed for holding the Annual General Meeting.</p>

3. (a) A Shareholder, who is not a relevant intermediary, is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a Shareholder of the Company.
(b) A Shareholder who is a relevant intermediary, is entitled to appoint more than two proxies to attend and vote at the Meeting, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such Shareholder.
"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act.
4. A corporation which is a Shareholder may, by resolution of its directors, authorise any person to act as its representative at any meetings of the Company, and such representative shall be entitled to exercise the same powers on behalf of the corporation which he represents as if he had been an individual Shareholder.
5. Each of the resolutions to be put to the vote of the shareholders at the Meeting (and at any adjournment thereof) will be voted on by way of a poll.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the 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.