



EZRA HOLDINGS LIMITED
(Company Registration Number: 199901411N)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Ezra Holdings Limited (the "Company") will be held at 51 Shipyard Road, Singapore 628139 on Thursday, 22 September 2016 at 2.30 p.m. for the purpose of considering and, if thought fit, passing with or without any modifications, the following resolution:

Ordinary Resolution

Approval for the Proposed Divestment of 10 Per Cent. of all the Shares in the Capital of EMAS CHIYODA Subsea Limited to Nippon Yusen Kabushiki Kaisha

That approval be and is hereby given for:

- (i) the sale by EMAS-AMC Holdings Pte Ltd ("**EMAS AMC**"), which is a wholly owned subsidiary of the Company, of such number of issued ordinary shares in the share capital of EMAS CHIYODA Subsea Limited ("**JVCo**"), representing 10 per cent. of the entire issued and paid-up share capital of JVCo, to Nippon Yusen Kabushiki Kaisha ("**NYK**") (the "**Proposed Transaction**"), on and subject to the terms and conditions set out in the binding framework agreement entered into between the Company, EMAS AMC, Chiyoda Corporation and NYK on 10 June 2016 and the performance of the Company's obligations therein; and
- (ii) the Directors of the Company and each of them being hereby authorised to complete and do all such acts and things (including executing all such agreements and documents as may be required or desirable in connection with this Ordinary Resolution and the Proposed Transaction) as they or he may consider desirable, necessary or expedient in the interests of the Company to give full effect to this Ordinary Resolution and the Proposed Transaction.

By Order of the Board

Shannon Ong
Company Secretary
7 September 2016
Singapore

Notes:

1. A member of the Company who is not a relevant intermediary is entitled to appoint one or two proxy/proxies to attend, speak and vote at the Extraordinary General Meeting. Where a member appoints two proxies, the proportion of the shareholding concerned (expressed as a percentage of the whole) to be represented by each such proxy shall be specified in the instrument appointing the proxy or proxies, failing which the first named proxy shall be treated as representing one hundred per cent. (100%) of the shareholding and any second named proxy as an alternate to the first named.
2. A member of the Company who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Extraordinary General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy. "**Relevant intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50 of Singapore.
3. A member of the Company that is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.
4. The instrument appointing a proxy or proxies must be deposited at the office of Boardroom Corporate & Advisory Services located at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than 48 hours before the time appointed for holding the Extraordinary General Meeting.
5. The instrument of appointing a proxy or proxies must be signed by the appointor or his attorney duly authorised in writing. Where the instrument of proxy is executed by a corporation, it must be either under its seal or under the hand of any officer or attorney duly authorised.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) 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 or its service providers) to update its scrip holders' information (if applicable) and to comply with any applicable laws, listing rules, take-over 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.