



NOTICE OF ANNUAL GENERAL MEETING & EXPLANATORY STATEMENT

ANNUAL GENERAL MEETING OF LINC ENERGY LTD

TO BE HELD AT: Boulevard Room, Boulevard Level, Brisbane Convention & Exhibition Centre,
Corner of Merivale & Glenelg Streets, South Bank, Brisbane, Australia

and

Grange Ballroom, Mandarin Orchard Singapore, Level 5, Main Tower, 333 Orchard
Road, Singapore 238867

TO BE HELD ON: Thursday, 29 October 2015

COMMENCING AT: 3.00 p.m. (Australian Eastern Standard Time ("AEST"))

and

1.00 p.m. (Singapore time)

IMPORTANT NOTICE

This Notice of Annual General Meeting ("**AGM**") and Explanatory Statement should be read in its entirety. If shareholders ("**Shareholders**") of Linc Energy Ltd ("**Linc Energy**" or "**Company**") are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional independent adviser prior to voting. If you have sold or transferred all your ordinary shares in the capital of Linc Energy ("**Shares**"), you should forward this Notice of AGM and Proxy Form immediately to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. Singapore Exchange Securities Trading Limited ("**SGX-ST**") takes no responsibility for the accuracy of any statements or opinions made or reports contained in this Notice of AGM and Explanatory Statement. The Chairman of the AGM will vote open proxies received in favour of all resolutions to be considered at the AGM. The initial public offering of the Company was sponsored by DBS Bank Ltd., Credit Suisse (Singapore) Limited and J.P. Morgan (S.E.A) Limited.

TABLE OF CONTENTS

ORDINARY BUSINESS	4
SPECIAL BUSINESS	4
HOW TO VOTE	6
1. VOTING IN PERSON OR BY ATTORNEY	6
2. VOTING BY PROXY	6
3. VOTING BY CORPORATE REPRESENTATIVE	7
4. ATTENDANCE AND VOTING RESTRICTIONS AT THE AGM	7
1. CONSIDERATION OF REPORTS	8
2. RESOLUTIONS 1(A) TO 1(C) - ELECTION OF DIRECTORS	8
2.1 RESOLUTION 1(A) – ELECTION OF MR ONG TIONG SOON (T. S. ONG)	8
2.2 DIRECTORS' RECOMMENDATION	9
2.3 RESOLUTION 1(B) – ELECTION OF MR (JOHN) MARK LEAHY	9
2.4 DIRECTORS' RECOMMENDATION	9
2.5 RESOLUTION 1(C) – ELECTION OF MR JAMES (MUN FOONG) YIP	10
2.6 DIRECTORS' RECOMMENDATION	10
3. RESOLUTION 2 - APPROVAL OF A GENERAL MANDATE FOR THE ISSUE OF SHARES UNDER THE LISTING RULES	11
3.1 BACKGROUND	11
3.2 DIRECTORS' RECOMMENDATION	11

CHAIRMAN'S LETTER



DEAR FELLOW SHAREHOLDER

On behalf of my fellow directors of the Company ("**Directors**"), I am pleased to invite you to Linc Energy's 2015 AGM which will be held on Thursday, 29 October 2015 in the Boulevard Room, Boulevard Level, Brisbane Convention & Exhibition Centre, Corner of Merivale & Glenelg Streets, South Bank, Brisbane, Australia and Grange Ballroom, Mandarin Orchard Singapore, Level 5, Main Tower, 333 Orchard Road, Singapore 238867. The AGM will commence at 3.00 p.m. (AEST) / 1.00 p.m. (Singapore time).

Enclosed is the Notice of AGM and Explanatory Memorandum setting out the business of the AGM. The Explanatory Memorandum contains important information about the resolutions. Please ensure that you have read it carefully before deciding how to vote on the resolutions.

If you are unable to attend the AGM, you are encouraged to complete the enclosed Proxy Form. The Proxy Form should be completed and returned in accordance with the instructions on the form so that it is received by 3.00 p.m. (AEST) / 1.00 p.m. (Singapore time) on Tuesday 27, October 2015. Alternatively, you can vote online. Please refer to the Proxy Form instructions for further details.

After the official business concludes the Company's senior management will give a presentation on the Company's activities and will provide Shareholders with the opportunity to ask questions.

I look forward to seeing you at the AGM.

Yours faithfully

A handwritten signature in blue ink, appearing to read 'P. Bond', written in a cursive style.

Peter Bond
Executive Chairman

SECTION A – NOTICE OF ANNUAL GENERAL MEETING

TIME AND PLACE

Notice is hereby given that the AGM of Linc Energy Ltd ACN 076 157 045 will be held on Thursday 29 October 2015 commencing at 3.00 p.m. (AEST) / 1.00 p.m. (Singapore time), with the main event (*as required under Rule 730A(1)*) held in Grange Ballroom, Mandarin Orchard Singapore, Level 5, Main Tower, 333 Orchard Road, Singapore 238867 and, in accordance with the Company's Constitution, the AGM will also be conducted by instantaneous audio-visual communication in Boulevard Room, Boulevard Level, Brisbane Convention & Exhibition Centre, Corner of Merivale & Glenelg Streets, South Bank, Brisbane, Australia. As such, Shareholders in both venues will be given a reasonable opportunity to participate in the AGM and the Chairman will also be aware of proceedings at both venues. All Shareholders entitled to vote on an item of business at the AGM will be able to do so at either venue by way of poll (*as required under Rule 730A(2)*).

EXPLANATORY STATEMENT

The Explanatory Statement which accompanies and forms part of this Notice of AGM at Section B of this booklet describes the matters to be considered at the AGM.

ORDINARY BUSINESS

Consideration of Reports

To receive and consider the Financial Report, the Directors' Report and the Independent Audit Report of the Company for the financial year ended 30 June 2015.

Resolutions 1(a) to 1(c) - Election of Directors

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

- (a) *"That Mr Ong Tiong Soon, having been appointed as a Director on 28th May 2015 and who retires in accordance with Rule 13.2 of the Company's Constitution and being eligible, is elected as a Director of the Company."*
- (b) *"That Mr (John) Mark Leahy, having been appointed as a Director on 3rd August 2015 and who retires in accordance with Rule 13.2 of the Company's Constitution and being eligible, is elected as a Director of the Company."*
- (c) *"That Mr James (Mun Foong) Yip, having been appointed as a Director on 3rd August 2015 and who retires in accordance with Rule 13.2 of the Company's Constitution and being eligible, is elected as a Director of the Company."*

SPECIAL BUSINESS

Resolution 2 - Approval of a general mandate for the issue of Shares under the Listing Rules

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

"That pursuant to the listing rules ("Listing Rules") of Singapore Exchange Securities Trading Limited (the "SGX-ST"), authority be given to the Directors to:

- (i) issue ordinary shares in the capital of Linc Energy ("Shares") whether by way of rights, bonus or otherwise; and/or*
- (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) securities, warrants, debentures or other instruments convertible into Shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit, (notwithstanding the authority conferred by such authority may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while such authority was in force, provided that:*
 - (a) the aggregate number of Shares to be issued pursuant to such authority (including new Shares to be issued in pursuance of Instruments made or granted pursuant to such authority) shall not exceed 50% of the total number of issued Shares of Linc Energy (excluding treasury shares, if any), of which the aggregate number of Shares to be issued other than on a pro rata basis to the then existing Shareholders of Linc Energy (including new Shares to be issued in pursuance of Instruments made or granted pursuant to such authority) shall not exceed 20% of the total number of issued Shares of Linc Energy (excluding treasury shares, if any);*
 - (b) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under paragraph (a) above, the percentage of issued Shares in the capital of Linc Energy shall be based on the total number of issued Shares in the capital of Linc Energy (excluding treasury shares, if any) at the time this resolution is passed, after adjusting for:*
 - (i) new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time such authority is passed;*
 - (ii) new Shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this resolution; and*
 - (iii) any subsequent bonus issue, consolidation or subdivision of Shares in the capital of Linc Energy;*
 - (c) in exercising the authority conferred by such authority, Linc Energy shall comply with the provisions of the Listing Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Company's Constitution; and*
 - (d) unless revoked or varied by Linc Energy in general meeting, such authority continues in full force until the conclusion of the next annual general meeting of Linc Energy or the date by which the next annual general meeting of Linc Energy is required by law or by the Company's Constitution to be held, whichever is earlier."*

SHORT EXPLANATION: Under the Listing Rules, Linc Energy must obtain annual Shareholder approval by ordinary resolution for a general mandate to issue securities. The parameters of the proposal as set out above are in line with the limits prescribed under the Listing Rules.

OTHER BUSINESS

To transact any other business which may be brought forward in accordance with the Company's Constitution.

By order of the Board of Directors

Janelle van de Velde
Company Secretary

1 October 2015

HOW TO VOTE

If you are entitled to vote at the AGM, you may vote by attending the meeting in person or by attorney, proxy or, in the case of corporate shareholders, corporate representative. All Shareholders entitled to vote on an item of business at the AGM will be able to do so at either venue by way of poll (*as required under Rule 730A(2)*).

1. VOTING IN PERSON OR BY ATTORNEY

Shareholders or their attorneys wishing to vote in person should attend the AGM.

Persons are asked to arrive at least 30 minutes prior to the commencement of the AGM so that their shareholding in Linc Energy may be checked against the register and their attendance at the AGM noted.

Attorneys should bring with them the original copy or a certified copy of the power of attorney under which they have been authorised to attend and vote at the AGM, unless it has already been provided to Linc Energy.

2. VOTING BY PROXY

Shareholders wishing to vote by proxy must complete, sign, and deliver the appropriate personalised Proxy Form or Forms in accordance with the instructions on the forms prior to 3.00 p.m. (AEST) / 1.00 p.m. (Singapore time) on Tuesday 27 October 2015 by:

(a) post to:

Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

or

Boardroom Corporate & Advisory Services Pte Ltd
50 Raffles Place
#32-01 Singapore Land Tower
Singapore 048623;

(b) fax to:

(02) 9290 9655 (within Australia) or +61 2 9290 9655 (outside Australia)

or

6539 1360 (within Singapore) or +65 6539 1360 (outside Singapore);

(c) deliver in person to:

Boardroom Pty Limited
Level 12, 225 George Street
Sydney NSW 2000 Australia

or

Boardroom Corporate & Advisory Services Pte Ltd
50 Raffles Place
#32-01 Singapore Land Tower
Singapore 048623; or

(d) on-line in accordance with the instructions on the Proxy Form.

A Proxy Form for the AGM is enclosed with this Notice of AGM and Explanatory Statement. Each Shareholder may appoint a proxy to attend and vote on their behalf. If a Shareholder is entitled to cast 2 or more votes, they may appoint 1 or 2 proxies. If more than 1 proxy is appointed:

- (a) the appointor may specify the proportion or number of votes each proxy is appointed to exercise but if the appointor does not do so, each proxy may exercise half the votes; and
- (b) neither proxy will have the right to vote on a show of hands (but each may vote on a poll).

A proxy need not be a member of Linc Energy. A proxy may be an individual or a body corporate. In the case of joint holders of Shares either holder may sign the Proxy Form. In the case of corporations, proxies must be executed in accordance with section 127 of the *Corporations Act (Cth)* 2001 or signed by an authorised officer or attorney.

To be valid, a Proxy Form signed under a power of attorney must be accompanied by the signed original power of attorney, or a certified copy of the power of attorney. If the abstention box on the Proxy Form for any item of business is marked, the proxy will be directed not to vote and the relevant Shares will not be counted in calculating the required majority. If no box is marked, the proxy will not be directed as to how to vote and may vote as he or she sees fit.

If the Proxy Form is signed by the Shareholder but does not name the proxy or proxies in whose favour it is given, or the proxy does not, or the proxies do not attend, the AGM, the Chairman of the AGM may act as proxy.

The Chairman of the AGM intends to vote all undirected proxies from Shareholders (who are eligible to vote in favour of a Resolution) in favour of that Resolution.

3. VOTING BY CORPORATE REPRESENTATIVE

Corporate shareholders or corporate proxies voting by corporate representative should:

- (a) obtain an appointment of corporate representative form from Linc Energy;
- (b) complete and sign the form in accordance with the instructions on the form; and
- (c) bring the completed and signed form with them to the AGM.

4. ATTENDANCE AND VOTING RESTRICTIONS AT THE AGM

All Shareholders may attend the AGM.

Where a voting exclusion applies (as described in the above Notice of AGM), Linc Energy need not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

SECTION B – EXPLANATORY STATEMENT

The Explanatory Statement forms part of and is to be read in conjunction with the Notice of AGM.

The purpose of the Explanatory Statement is to provide information which the Directors believe is material to Shareholders in deciding whether or not to pass the Resolutions to be put forward in the AGM.

READ THE NOTICE OF AGM

The Directors recommend Shareholders read the Notice of AGM and this Explanatory Statement in full before making any decisions relating to the Resolutions contained in the Notice of AGM.

1. CONSIDERATION OF REPORTS

The Financial Report, the Directors' Report and the Independent Audit Report for the year ended 30 June 2015 will be presented for consideration.

2. RESOLUTIONS 1(A) TO 1(C) - ELECTION OF DIRECTORS

As required under Guideline 4.7 of the Code of Corporate Governance 2012, the requisite key information on the directors is referenced in Linc Energy's Annual Report 2015 under Corporate Overview and Corporate Governance Statement.

2.1 RESOLUTION 1(A) – ELECTION OF MR ONG TIONG SOON (T. S. ONG)

Rule 13.2 of the Company's Constitution provides that any Director appointed by the Board as an addition to the Board may hold office only until the next Annual General Meeting of the Company and is then eligible for election at that meeting.

T.S. Ong was appointed by the Board as a non-executive Director in accordance with Rule 13.2 of the Company's Constitution on 28 May 2015. In accordance with Rule 13.2 of the Company's Constitution, T.S. Ong intends to offer himself for election as a Director.

T.S. Ong is a Singaporean, age 71. He is the Chief Executive Officer of the Energy Division of Genting Berhad ("**Genting**"). He started his working life with the Port of Singapore Authority, where he worked for 11 years. Prior to joining the Genting Group (the "**Genting Group**"), T.S. Ong ran the Smorgan Sanyen Paper Mill in Singapore which he co-owned with the Smorgan family of Australia.

During his tenure with the Genting Group, T.S. Ong led the development and operation of a number of substantial projects in the manufacturing, power generation and oil & gas sectors. His first project with the Genting Group was to construct the Genting Sanyen Industrial Papermill in 1992 which then evolved into the largest paper and packaging complex in Malaysia. This business was sold to CVC when the Genting Group decided to focus on the energy sector, comprising power generation and oil & gas exploration and production.

In the power sector, T.S. Ong developed and managed (through greenfield construction or acquisition) a portfolio of 7 power plants in 3 countries with total generation of about 4,600MW. The plants include the 720MW gas-fired Kuala Langat Power Plant (the first independent power producer in Malaysia to sell electricity into the Malaysian power grid), a 724MW coal-fired power plant in China, and a 92MW wind farm in India. Under the charge of T.S. Ong, the Genting Group is currently building a 680MW coal-fired power plant in Jawa, Indonesia and a 2,000MW coal-fired power plant in China with the State Development and Investment Corporation of China as joint venture partner.

In oil and gas exploration and production, the Genting Group is focused in two familiar countries, Indonesia and China. Its first project was a joint venture with British Gas in the Muturi Block, West Papua, Indonesia. After gas was discovered in Muturi, the Genting Group sold its interest to BP. Today, the Muturi Block along with other gas fields supply gas to the Tangguh LNG Project. Next came the discovery of oil in two offshore blocks, Northwest Natuna and Anambas in the Natuna Sea, Indonesia.

T.S. Ong's main focus in Indonesia is the on-shore Kasuri Block in Irian Jaya, Indonesia, where very substantial gas reserves have been discovered during exploration. The Genting Group is working to progress to the development phase of the block.

In China, the Genting Group very successfully operated the Zhuangxhi Buried Hill Enhanced Oil Recovery oil field in north eastern China for 12 years until its equity interests in the project were sold in 2010. At present, the Genting Group owns a 57% interest in the Chengdaoqi Offshore Production Block in the north east of China. This joint venture with Sinopec produces more than 8,000 barrels of crude oil per day.

2.2 DIRECTORS' RECOMMENDATION

The Directors (with Mr Ong Tiong Soon abstaining) recommend that Shareholders vote **in favour** of Resolution 1(a).

2.3 RESOLUTION 1(B) – ELECTION OF MR (JOHN) MARK LEAHY

Rule 13.2 of the Company's Constitution provides that any Director appointed by the Board as an addition to the Board may hold office only until the next Annual General Meeting of the Company and is then eligible for election at that meeting.

Mr Mark Leahy was appointed by the Board as a non-executive Independent Director in accordance with Rule 13.2 of the Company's Constitution on 3 August 2015. In accordance with Rule 13.2 of the Company's Constitution, Mr Mark Leahy intends to offer himself for election as a Director.

Mr Mark Leahy is a capital markets expert with 22 years' of experience in the banking industry, holding high level positions for global investment banks such as Deutsche Bank, UBS, Nomura International and HSBC. Since 2014 Mr Mark Leahy has been a Principal at mergers & acquisitions ("**M&A**") and capital solutions provider, Eaton Square, where he has been providing debt and market advice to M&A clients with a particular focus on facilitating the expansion plans of companies operating in Asia.

Prior to this role, Mr Mark Leahy was a Non-Executive Director of former Australian Securities Exchange ("**ASX**") listed Sherwin Iron Limited where he performed the role of Deputy Chairman during their restructuring process. Mr Mark Leahy was also the Managing Director of Debt Origination and Syndication for Nomura International in Singapore where he was responsible for all primary debt risk taking in the region.

Mr Mark Leahy was employed at Deutsche Bank from 2004 to 2009 in the role of Managing Director (Asian Regional Head, Global Risk Syndicate) where he built a market-leading primary debt syndication business and he was responsible for managing the bank's primary investment book in Asian credit instruments, with exposures ranging up to over US\$1 billion.

Mr Mark Leahy has a Bachelor of Commerce (Finance and Accounting) from the University College Dublin. He has been representative of the National Association of Securities Dealers in the United States, a representative of the United Kingdom Financial Services Authority and a Capital Markets Services licence from the Monetary Authority of Singapore.

Aside from his corporate finance career, Mr Mark Leahy is also the co-founder and Executive Director of health and wellbeing retreat business, Legacy Retreats, and he is also an owner of a boutique vineyard in rural Australia. Mr Mark Leahy has Irish and British citizenship and is a permanent resident in Singapore and Australia.

Upon re-election at the AGM, Mr Leahy will be re-appointed as a member of the Audit & Risk Management Committee and the Nominating & Remuneration Committee and will be considered independent.

2.4 DIRECTORS' RECOMMENDATION

The Directors (with Mr Mark Leahy abstaining) recommend that Shareholders vote **in favour** of Resolution 1(b).

2.5 RESOLUTION 1(C) – ELECTION OF MR JAMES (MUN FOONG) YIP

Rule 13.2 of the Company's Constitution provides that any Director appointed by the Board as an addition to the Board may hold office only until the next Annual General Meeting of the Company and is then eligible for election at that meeting.

Mr James Yip was appointed by the Board as a non-executive Independent Director in accordance with Rule 13.2 of the Company's Constitution on 3 August 2015. In accordance with Rule 13.2 of the Company's Constitution, Mr James Yip intends to offer himself for election as a Director.

Mr James Yip has nearly 30 years' banking experience with specific expertise in marketing and business origination, credit assessment, international capital markets, project finance and corporate finance. Mr James Yip's additional experience of managing a wholly-government owned investment company specialising in airport investment and consultancy, and furthermore managing an investment holding company in coal mine operations, has not only enhanced his leadership ability, but has also provided him with valuable and diverse industry experience to round out his strong banking and finance skill set.

From 2010 to 2012 Mr James Yip was an Independent Advisor to SC Fulfil Consulting Pte Ltd, where he provided advice on M&A, institutional and private equity, strategic direction and operational matters. Similarly, Mr James Yip also worked as an Independent Advisor to the Transportation Group of HSH Nordbank AG (Germany), where he provided strategic advice for the securing of financing opportunities in Asia in the transportation infrastructure sector.

Prior to this Mr James Yip was managing a private investment holding company involved in the co-ownership and operations of open-pit coal mines in Indonesia. In addition to day-to-day operations, Mr James Yip was responsible for overseeing the trading of coal extracted, as well as opportunistic trading of other mineral resources such as nickel, manganese and iron to markets in Asia, most often to the People's Republic of China.

Mr James Yip has worked as the General Manager for Changi Airport Managers and Partners Pte Ltd, a wholly-owned subsidiary of the Civil Aviation Authority of Singapore, which specialises in the investment of overseas airports and the provision of airport management and consultancy services. In this role Mr James Yip had to interact with numerous external parties/agencies/consultants and frequently travelled to target countries to pitch investments to relevant authorities and to negotiate partnering/investment terms.

For close to the three decades before this, Mr James Yip had been employed in the financial services sector, having held the positions of Vice President and Head of Capital Markets / Syndications for Overseas Union Bank, Director – Corporate and Trade Finance for Rabobank Asia, and Senior Director – Capital Markets and Global Private Equity of Continental Bank N.A. He had also held various banking positions with First Chicago, Amro, Toronto-Dominion and Barclays Bank.

Mr James Yip is a member of the Singapore Institute of Directors, a Non-Executive Independent Director of Auhua Clean Energy plc, a mainland China company listed on the Alternative Investment Market (London) and he is Lead Independent Director of USP Group Limited, listed on the Singapore Exchange. Mr James Yip had also formerly been an Independent Director of Advance Modules Group Limited (Malaysia) and Zhenzhong Auto Components Limited (The Peoples Republic of China). He was also Lead Member of the audit committee of the Singapore Soka Association for three years until April 2012 as well as Vice Chairman of the School Advisory Committee of Outram Secondary School (alma mater) for the decade to July 2011.

Mr James Yip has an Executive Diploma in Directorship jointly awarded by the Singapore Institute of Directors and the Singapore Management University. He holds a postgraduate Diploma in Management Studies from the Graduate School of Business, University of Chicago and a postgraduate Diploma in Financial Management from New York University. Residing in Singapore, Mr James Yip was appointed to the Linc Energy Board on 31 July 2015.

Upon re-election at the AGM, Mr Yip will be re-appointed as a member of the Audit & Risk Management Committee and the Nominating & Remuneration Committee and will be considered independent.

2.6 DIRECTORS' RECOMMENDATION

The Directors (with Mr James (Mun Foong) Yip abstaining) recommend that Shareholders vote **in favour** of Resolution 1(c).

3. RESOLUTION 2 - APPROVAL OF A GENERAL MANDATE FOR THE ISSUE OF SHARES UNDER THE LISTING RULES

3.1 BACKGROUND

Under the Listing Rules, an issuer must obtain the prior approval of its shareholders for any issuance of shares or convertible securities or grant of options carrying rights to subscribe for shares. The issuer may however seek a general mandate from its shareholders to issue shares and/or convertibles securities up to a certain limit, but such mandate is subject to renewal each year.

For this purpose, Shareholder approval of Resolution 2 is sought to allow the Directors to issue Shares upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit up to an amount not exceeding 50% of the total number of issued Shares (excluding treasury shares, if any) at the time the resolution is passed of which the aggregate number of Shares to be issued other than on a pro rata basis to all existing Shareholders must not exceed 20% of the total number of issued Shares (excluding treasury shares, if any). If the Shareholders approve Resolution 2, the Company will not have to approach Shareholders for separate approval each time it wishes to exercise the mandate.

For the purpose of determining the aggregate number of Shares that may be issued under the general mandate, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury shares, if any) after adjusting for (1) new Shares arising from the conversion or exercise of convertible securities; (2) new Shares arising from exercising share options or vesting of Share awards outstanding or subsisting at the time the relevant resolution is passed, provided that the options or awards were granted in compliance with the Listing Rules and (3) any subsequent bonus issue, consolidation or subdivision of the Shares of the Company. Under the Listing Rules, an issue of shares by a company listed on the SGX-ST pursuant to a general mandate must not be priced at a discount of more than 10% to the weighted average price for trades on SGX-ST for the full market day on which the placement or subscription agreement is signed.

If approved, the mandate will remain in force from the date of this meeting until the next Annual General Meeting of the Company at which time it may be renewed, or the date by which the next Annual General Meeting of the Company is required by the applicable regulations to be held, whichever is earlier. The ability to issue Shares pursuant to the mandate will allow the Company flexibility in managing its capital requirements.

Shareholders approved a general mandate at the Company's 2014 Annual General Meeting.

3.2 DIRECTORS' RECOMMENDATION

The Directors recommend that Shareholders vote **in favour** of Resolution 2.