

PAN OCEAN CO., LTD.

(A corporation with limited liability established under the law of the Republic of Korea)
(Company Registration No. 110111-0004286)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Pan Ocean Co., Ltd. (the “**Company**”) will be held at Council Camber, 39, Sejongdaero, Jung-gu, Seoul, Korea on the 27 March 2019 at 10:00 a.m.(Korean time) or 9:00 a.m.(Singapore time) to transact the following businesses:

RESOLUTION

1. To receive and adopt the Audited Financial Statements of the Company for the year ended 31 December 2018. **(Resolution 1)**
2. To approve amendments of Articles of Incorporation (Special resolution) **(Resolution 2)**

[Comparison Table of the Amended Articles of Incorporation]

Current Provision	Amended Provision (draft)	Remarks
Article 9-3 (Shares without Voting Rights) ① The Company may issue shares without voting rights (the “Shares without Voting Rights”); provided that the Shares without Voting Rights so issued may not exceed <u>fifty (50)% of the total number of the issued and existing shares of the Company.</u>	Article 9-3 (Shares without Voting Rights) ① The Company may issue shares without voting rights (the “Shares without Voting Rights”); provided that the Shares without Voting Rights so issued may not exceed <u>one quarter (1/4) of the total number of the issued and existing shares of the Company.</u>	♦ Modified the number of issued shares of different classes concerning exclusion/limit of voting rights in accordance with limit of the number of issued shares set forth in Article 344-3.2 of the Korean Commercial Code.
Article 10 (Share Certificates) ② The share certificates shall be issued by the Company in <u>eight (8) denominations of one (1), five (5), ten (10), fifty (50), one hundred (100), five hundred (500), one thousand (1,000) and ten thousand (10,000) shares.</u>	Article 10 (Electronic Registration of Rights to be Registered with Shares and Certificates of Preemptive Rights) ② <u>The Company shall register electronically to the electronic registration account of the electronic registration agency any right to be registered with shares and certificates of preemptive rights, in lieu of issuance of share certificates and certificate of preemptive rights.</u>	♦ The Act on Electronic Registration of Shares, Bonds, Etc. (the “Electronic Securities Act”) has newly established the ground for electronic registration of shares and preemptive rights. ♦ As the Electronic Securities Act is enforced, physical certificates of shares shall not be issued and distributed and thus, the content in the existing articles of incorporation, which is in breach of the Electronic Securities Act, has been deleted.
Article 14 (Transfer of Shares, Alteration of Entry, Etc.) ③The Register of Shareholders or its duplicate shall be kept at the business place of the transfer agent and all the matters with regard to the shares including <u>the alteration of entries, registration or deregistration of pledges and registration or deregistration of trust assets, issuance of share certificates and acceptance of reports,</u> and any other stock-related business shall be handled by the transfer agent, as authorized by the Company.	Article 14 (Transfer of Shares, Alteration of Entry, Etc.) ③The Register of Shareholders or its duplicate shall be kept at the business place of the transfer agent and all the matters with regard to the shares including <u>the electronic registration of shares, management of the Register of Shareholders,</u> and any other stock-related business shall be handled by the transfer agent, as authorized by the Company.	♦ As electronic registration of shares becomes mandatory under the Electronic Securities Act, unnecessary matters have been deleted and electronic registration has been added as a duty of the transfer agent.

Current Provision	Amended Provision (draft)	Remarks
<u>< Newly established ></u>	Article 18-2 (Electronic Registration of Rights to be Registered with Bonds and Certificates of Preemptive Rights) <u>The Company shall register electronically to the electronic registration account of the electronic registration agency any right to be registered with bonds and certificates of preemptive rights, in lieu of issuance of bond certificates and certificate of preemptive rights.</u>	♦ The Electronic Securities Act has newly established the ground for electronic registration of certificates of bonds and preemptive rights.
Article 32(Term of Office of Directors) <u>② A director shall be removed from office automatically should he become of unsound mind or become bankrupt during his or her term of office.</u>	Article 32(Term of Office of Directors) <u>②<deleted></u>	♦ subsection② deleted according to the Standard Article of Incorporation for listed corporations
Article 33(Election of Directors to Fill Vacancy) <u>②The term of office of the Director to fill a vacancy shall be the remaining term of his/her predecessor.</u> <u>③< Newly established ></u>	Article 33(Election of Directors to Fill Vacancy) <u>②<deleted></u> <u>③ In any case of lack of the quorum under the Clause 30 of the Article of Incorporation, as a result of independent director's death, resignation etc.,independent director(s) shall be appointed in order to for the quorum at the general meeting firstly held after such event(s) happened.</u>	♦ According to the Standard Articles of Incorporation for the listed corporations, established a new provision in order for escape clauses in Korean Commercial Code to be applied in case of lack of the quorum due to death, resignations etc of independent director(s)
Article 45 (Audit Committee) <u>①The Board of Directors shall provide written regulations for the Audit Committee which clearly sets out its authority and duties. Such duties of the Audit Committee shall include:</u> 1. Keeping under review the scope and results of the audit and its cost effectiveness and the independence and objectivity of the external auditors. Where the external auditors also supply a substantial volume of non-audit services to the Company, the Audit Committee should keep the nature and extent of such services under review, seeking to balance the maintenance of objectivity and value for money; 2. Meeting with the external auditors, and with the internal auditors, without the presence of the company's management, at least annually; 3. Reviewing the independence of the external auditors annually; 4. <u>Approving for the appointment of the external auditor(s); and</u> 5. Monitoring transactions of the Company in which a director is directly or indirectly interested. <u>②The Audit Committee shall comprise at least 3 directors, all of whom should</u>	Article 45 (Audit Committee) <u>①The Board of Directors shall provide written regulations for the Audit Committee which clearly sets out its authority and duties. Such duties of the Audit Committee shall include:</u> 1. Keeping under review the scope and results of the audit and its cost effectiveness and the independence and objectivity of the external auditors. Where the external auditors also supply a substantial volume of non-audit services to the Company, the Audit Committee should keep the nature and extent of such services under review, seeking to balance the maintenance of objectivity and value for money; 2. Meeting with the external auditors, and with the internal auditors, without the presence of the company's management, at least annually; 3. Reviewing the independence of the external auditors annually; 4. <u>Appointing the external auditor(s)</u> 5. Monitoring transactions of the Company in which a director is directly or indirectly interested.	♦ Modified the provision concerning the right to appoint the external auditor(s) in accordance with Article 10 of the Act on External Audit of Stock Companies, Etc. (the "External Audit Act").

Current Provision	Amended Provision (draft)	Remarks
<p>not be involved in daily management of the company, and two-thirds, including the Chairman of the Audit Committee, shall be independent.</p> <p>③All Audit Committee members other than independent directors shall comply with qualifications listed Article 542-10 of the Korean Commercial Code, Paragraph (2).</p> <p><Newly established></p>	<p>④If, as a result of resignation or death of an outside director, there is a vacancy in the Audit Committee as provided in Article 45, the requirements concerning such a vacancy shall be satisfied at the general meeting of shareholders to be first convened after a cause of vacancy has occurred.</p>	<p>♦ Newly established the provision pursuant to the Standard Form of Articles of Incorporation of Listed Companies so that if there is a vacancy as a result of resignation and death of an Audit Committee member who is an outside director, the Company may be subject to the relevant exception clause under the Korean Commercial Code.</p>
<p>Article 49 (Appointment of External Auditor) The Company shall appoint an external auditor with the approval of the Audit Committee in compliance with the Act on External Audit of Corporations and report on the appointment of the external auditor (i) at the ordinary general meeting of shareholders which is held immediately after such appointment or (ii) to the shareholders pursuant to Article 4.</p>	<p>Article 49 (Appointment of External Auditor) <u>The Company shall appoint an external auditor designated by the Audit Committee in compliance with the Act on External Audit of Stock Companies, Etc. and (i) report on the appointment of the external auditor at the ordinary general meeting of shareholders which is held immediately after such appointment or (ii) give a personal or public notice of such appointment to the shareholders in accordance with the Enforcement Decree of the Act on External Audit of Stock Companies, Etc.</u></p>	<p>♦ Modified the provision concerning the right to appoint the external auditor(s) in accordance with Article 10 of the External Audit Act.</p>
<p>< Newly established ></p>	<p>ADDENDUM <u>These Articles of Incorporation shall take effect from March except amendments in Articles 10, 14, 18-2, which shall take effect from a day when the Enforcement Decree of the Act on Electronic Registration of Shares, Bonds, Etc. is enforced.</u></p>	<p>♦ Newly established this provision by reflecting the Electronic Securities Act.</p>

3. To approve the appointment of directors
 - 3-1. Appointment of Executive Director (Hong Kuk Kim)
 - 3-2. Appointment of Executive Director (Sung Yob Choo)
 - 3-3. Appointment of Executive Director (Se Gi Cheon)
 - 3-4. Appointment of Independent Director (Seung Hwan Choi)
 - 3-5. Appointment of Independent Director (Kwang Soo Oh)
 - 3-6. Appointment of Independent Director (Christopher Anand Daniel)

(Resolution 3)

[Appointment Details of Directors]

Name	Date of Birth	Appointment Term	Type of Appointment	Curriculum Vitae (Including Present Position)
Hong Kuk Kim	1957. 6. 27	3	re-appointment	CEO of Harimholdings and Chairman of Harim Group
Sung Yob Choo	1955. 1. 6	3	re-appointment	President / CEO of Pan Ocean
Se Gi Cheon	1969. 9. 19	3	re-appointment	Head of Ethical Management Department

[Appointment Details of Independent Directors]

Name	Date of Birth	Appointment Term	Type of Appointment	Curriculum Vitae (Including Present Position)	Transaction with the company for recent 3 years
Seung Hwan Choi	1963. 8. 20	3	re-appointment	- Master's degree of graduate schools on Korea University - Independent Directors of KangNam JEVISCO	None
Kwang Soo Oh	1960.11.1	3	new appointment	- Doctor of laws of Sungkyunkwan University - Lawyer of InWol Law Firm	None
Christopher Anand Daniel	1969. 7. 25	3	re-appointment	- Bachelor's degree of National University of Singapore - Lawyer of Advocatus Law LLP	None

4. To approve the appointment of Audit committee Members (Independent Directors)

4-1. Appointment of Audit committee Member (Seung Hwan Choi)

4-2. Appointment of Audit committee Member (Kwang Soo Oh)

(Resolution 4)

[Appointment Details of Member of Audit Committee]

Name	Date of Birth	Appointment Term	Type of Appointment	If an Independent Director	Curriculum Vitae (Including Present Position)
Seung Hwan Choi	1963. 8. 20	3	re-appointment	Yes	- Master's degree of graduate schools on Korea University - Independent Directors of KangNam JEVISCO
Kwang Soo Oh	1960.11.1	3	new appointment	Yes	- Doctor of laws of Sungkyunkwan University - Lawyer of InWol Law Firm

5. To approve the ceiling on remuneration for directors of year 2019 (KRW 3,000,000,000)

(Resolution 5)

6. To approve the renewal of the Interested Person Transactions Mandate

(Resolution 6)

That:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual, for the Company, its subsidiaries and its associated companies which are entities at risk as defined under Chapter 9 of the Listing Manual, or any of them, to enter into any of the transactions falling within the types of interested person transactions described in the Appendix to Shareholders dated 26 February 2019 (the "**Appendix**"), with any party who falls within the class of interested persons described in the Appendix, provided that such transactions are made on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders and in accordance with the guidelines and review procedures for interested person transactions as set out in the Appendix (the "**Shareholders' Mandate**");
- (b) the Shareholders' Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the next Annual General Meeting of the Company;
- (c) the Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of such procedures and/or to modify or implement such procedures as may be

necessary to take into consideration any amendment to Chapter 9 of the Listing Manual which may be prescribed by the SGX-ST from time to time; and

- (d) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to this Resolution.

BY ORDER OF THE BOARD

Sung Yob Choo

Chief Executive Officer

26 February 2019

NOTES:

1. The company's listing status in SGX changed from primary listing to secondary listing as of 20 February 2013. Therefore, the Company with a secondary listing on SGX-ST is only subject to the KRX Listing Rules and the Company will not be required to comply with the listing rules of SGX-ST save for Chapters 9 and 10 on interested person transactions and acquisitions and realisations respectively, Rule 217 of the Listing Manual, the delisting provisions under Chapter 13 of the Listing Manual, and to have at least one Singapore-resident director on the Board at all times.
2. The company listed in KRX should notify all its shareholders the Notice of AGM, Proxy form, Annual report and Circular. However, it can be substituted by way of posting on electronic disclosure system, for shareholders with less than one percent (1%) stake of the issued shares pursuant to KRX Listing Rule and the same is applied to the Singapore shareholders as all shareholders in Singapore are holding less than 1% stake of the issued shares. Thus, all shareholders in Singapore can have the documents by downloading.
3. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.
4. The instrument appointing a proxy must be deposited at the registered office of the Company at Tower8, Jong-ro 5gil, Jongno-gu, Seoul 03157, Korea, not later than 48 hours before the time appointed for the Meeting.