# Viking Offshore and Marine Limited

(the "Company")
(Company Registration No. 199307300M)
(Incorporated in the Republic of Singapore)

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at 21 Kian Teck Road, Singapore 628773 on Tuesday, 28 April 2015 at 9.30 a.m. to transact the following businesses:

**AS ORDINARY BUSINESS**

1. To receive and adopt the Audited Financial Statements of the Company for the year ended 31 December 2014 and the Directors' Report and the Auditor's Report thereon. *(Resolution 1)*

2. To re-elect the following Directors who are retiring in accordance with the provisions of the Company's Articles of Association:-

   (a) Mr Andy Lim (retiring pursuant to Article 93) *(Resolution 2)* *(Please see Explanatory Note 1)*

   (b) Mr Tan Wee Peng Kelvin (retiring pursuant to Article 93) *(Resolution 3)* *(Please see Explanatory Note 2)*

3. To declare a Final (tax-exempt one-tier) Dividend of $0.0015 per ordinary share for the financial year ended 31 December 2014. *(Resolution 4)*

4. To approve payment of Directors' fees of $200,000 for the financial year ending 31 December 2015. (2014: $210,000) *(Resolution 5)*

5. To re-appoint Messrs Ernst & Young LLP as auditors of the Company and to authorise the Directors to fix their remuneration. *(Resolution 6)*

**AS SPECIAL BUSINESS**

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

6. Authority to allot and issue shares

   (a) "That, pursuant to Section 161 of the Companies Act (Cap. 50), and the listing rules of the Singapore Exchange Securities Trading Limited, approval be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:

      (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;

      (ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "Instruments") including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares;

      (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and

   (b) (Notwithstanding the authority conferred by the Shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force, provided always that:

      (i) the aggregate number of shares to be issued pursuant to this resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed one hundred per cent (100%) of the total number of issued shares excluding treasury shares of the Company, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro rata basis to Shareholders of the Company does not exceed fifty per cent (50%) of the total number of issued shares excluding treasury shares of the Company, and for the purpose of this resolution, the issued share capital shall be the Company's total number of issued shares excluding treasury shares at the time this resolution is passed, after adjusting for:

         (a) new shares arising from the conversion or exercise of convertible securities, or

         (b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the Singapore Exchange Securities Trading Limited, and

         (c) any subsequent bonus issue, consolidation or subdivision of the Company's shares, and

      (ii) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier."

   *(Resolution 7)*
   *(Please see Explanatory Note 3)*

7. Authority to offer and grant options and share awards and to allot and issue shares pursuant to the Viking Offshore and Marine Limited Share Option Scheme (the "**VOM Scheme**") and the Viking Long Term Incentive Plan (the "**VLTIP**").

   "That:

   (a) authority be and is hereby given to the Directors of the Company to offer and grant options in accordance with the provisions the VOM Scheme and/or to grant share awards in accordance with the VLTIP; and

   (b) approval be and is hereby given to the Directors to exercise full powers of the Company to allot and issue from time to time such number of shares in the Company as may be required to be issued pursuant to the exercise of the options under the VOM Scheme, and/or such number of shares as may be required to be allotted and issued pursuant to the award of shares under the VLTIP:

   provided that the aggregate number of shares to be issued pursuant to the VOM Scheme and the VLTIP shall not exceed fifteen per cent (15%) of the total number of issued shares excluding treasury shares in the capital of the Company from time to time." *(Resolution 8)*
   *(Please see Explanatory Note 4)*

8. Grant of Share Awards to Mr Andy Lim

   "That, subject to and contingent upon the passing of Resolution 7, the proposed grant of a share award to Mr Andy Lim, a Controlling Shareholder of the Company, in accordance with the provisions of the VLTIP on the following terms:

   (a) Proposed date of grant : 29 April 2015

   (b) Number of shares which are the subject : 450,000 of the share award to be granted

   (c) Vesting period of the share award : The shares will vest on the date falling 12 months from the date of grant of the share award be and is hereby approved." *(Resolution 9)*

9. Grant of Share Awards to Mr Lin Wei Daniel

   "That, subject to and contingent upon the passing of Resolution 7, the proposed grant of a share award to Mr Lin Wei Daniel, an associate of Mr Andy Lim who is a Controlling Shareholder of the Company, in accordance with the provisions of the VLTIP on the following terms:

   (a) Proposed date of grant : 29 April 2015

   (b) Number of shares which are the subject : 200,000 of the share award to be granted

   (c) Vesting period of the share award : The shares will vest on the date falling 12 months from the date of grant of the share award be and is hereby approved." *(Resolution 10)*

10. The Proposed Renewal of the Share Buyback Mandate

    That:

    (a) for the purposes of the Rules of Catalist and the Companies Act, the Directors be and are hereby authorised to exercise all the powers of the Company to purchase or acquire its issued and fully paid-up Shares representing not more than ten per cent (10%) of the total number of issued Shares of the Company at such price(s) as may be determined by the Directors or a committee of Directors that may be constituted for the purposes of effecting purchases or acquisitions of Shares by the Company from time to time up to the Maximum Price (as defined below), whether by way of:

       (i) an on-market purchase ("**Market Purchase**"), transacted on the SGX-ST through the ready market, and which may be transacted through one or more duly licensed stock brokers appointed by the Company for the purpose; and/or

       (ii) an off-market purchase ("**Off-Market Purchase**"), effected otherwise than on the SGX-ST pursuant to an equal access scheme in accordance with Section 76C of the Companies Act, and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act and the Rules of Catalist as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Buyback Mandate**");

    (b) unless varied or revoked by the Shareholders in a general meeting, purchases or acquisitions of Shares pursuant to the proposed Share Buyback Mandate may be made, at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:

       (i) the date on which the next annual general meeting of the Company is held or required by law to be held;

       (ii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated; or

       (iii) the date on which the authority conferred by the Share Buyback Mandate is revoked or varied by the Shareholders in a general meeting,

       whichever is the earliest.

    (c) in this Resolution:

       "**Maximum Price**", in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) which shall not exceed:

       (i) in the case of a Market Purchase, 105 per cent (105%) of the Average Closing Price (as defined below); and

       (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120 per cent (120%) of the Average Closing Price,

       where:

       "**Average Closing Price**" means the average of the closing market prices of the Shares over the last five (5) Market Days, on which transactions in the Shares were recorded, before the day on which the purchase or acquisition of Shares was made, or as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five (5) Market Days period;

       "**day of the making of the offer**" means the day on which the Company announces its intention to make an offer for an Off-Market Purchase, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

    (d) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution. *(Resolution 11)*

11. To transact any other business which may be properly transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

Lin Moi Heyang
Company Secretary

Singapore, 13 April 2015

**Explanatory Notes:-**

1. The key information of Mr Andy Lim can be found on page 26 in the Annual Report.

2. The key information of Mr Tan Wee Peng Kelvin can be found on page 27 in the Annual Report.
   Mr Tan, will, upon re-election as a Director of the Company, remain a member of the Audit Committee and will be considered independent for the purposes of Rule 704(7) of Section B of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual (the "Catalist Rules").

3. The ordinary resolution 7 in item no. 6 above is to authorise the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 100 per cent of the issued share capital of the Company of which the total number of shares and convertible securities issued other than on a pro-rata basis to existing Shareholders shall not exceed 50 percent of the issued share capital of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.

4. The ordinary resolution 8 in item no. 7 above is to authorise the Directors of the Company to offer and grant options under the VOM Scheme, as well as to award shares pursuant to the VLTIP, provided that the aggregate number of shares to be issued shall not exceed 15 per cent of the Company's issued shares, excluding treasury shares in the capital of the Company from time to time.

**NOTICE OF BOOK CLOSURE**

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of the Company will be closed on 13 May 2015 for the preparation of dividend warrants.

Duly completed registrable transfers received by the Company's Share Registrar, M & C Services Private Limited, 112 Robinson Road, #05-01, Singapore 068902 up to 5.00 p.m. on 12 May 2015 will be registered to determine Shareholders' entitlements to the proposed final dividend. Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with shares at 5.00 p.m. on 12 May 2015 will be entitled to the proposed dividend.

Payment of the dividend, if approved by Shareholders at the Annual General Meeting to be held on 28 April 2015, will be made on 29 May 2015.

**NOTE:**

If a Member being a Depositor whose name appears in the Depository Register (as defined in Section 130A of the Companies Act, Cap. 50 of Singapore) wishes to appoint a proxy or proxies, he should complete and sign the Proxy Form and deposit the duly completed Proxy Form at the office of the Singapore Share Registrar, M & C Services Private Limited, 112 Robinson Road, #05-01, Singapore 068902, at least forty-eight (48) hours before the time of the Annual General Meeting.

This document has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, CIMB Bank Berhad, Singapore branch ("Sponsor"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "SGX-ST"), this being the SGX-ST Listing Manual Section B: Rules of Catalist. The Sponsor has not independently verified the contents of this document.The document has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this document including the correctness of any of the statements or opinions made or reports contained in this document.

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