



## AVIC INTERNATIONAL MARITIME HOLDINGS LIMITED

(Formerly known as AVIC International Investments Limited)

(Incorporated in the Republic of Singapore)

(Company Registration No. 201024137N)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of **AVIC INTERNATIONAL MARITIME HOLDINGS LIMITED** (the “Company”) will be held at 5:00 p.m. on 28 April 2016 at Anson IV, Level 2, M Hotel Singapore, 81 Anson Road, Singapore 079908 for the purpose of considering and, if thought fit, passing, the following resolution:

*Unless otherwise defined, all capitalised terms used herein shall bear the same meaning ascribed thereto in the Company’s circular to Shareholders dated 13 April 2016 (“Circular”) in respect of the resolution herein.*

#### ORDINARY RESOLUTION

#### **THE PROPOSED MODIFICATIONS TO AND RENEWAL OF THE SHAREHOLDERS’ GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS**

That:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual (“**Chapter 9**”) of the SGX-ST, in particular for the purposes of Rule 920 of the Listing Manual in relation to a general mandate from the Shareholders, for the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9), or any of them, to enter into any of the transactions falling within the types of interested person transactions described in the Circular with the AVIC Group (as defined therein), provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions as set out in Appendix B of the Circular (the “**IPT Mandate**”);
- (b) the IPT Mandate shall, unless revoked or varied by the Company in a general meeting, continue in force for a period of one year or until the conclusion of the next annual general meeting of the Company, whichever is earlier;
- (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 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 from the SGX-ST from time to time; and
- (d) the Directors of the Company and any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, execution of all such documents as may be required) as they or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by the IPT Mandate and/or this Resolution.

*[Explanatory Note]*

BY ORDER OF THE BOARD

**Dr Diao Weicheng**  
Executive Chairman  
13 April 2016  
Singapore

#### **Explanatory Note:**

The Ordinary Resolution is to approve the modifications to and renewal of the Pre-Existing IPT Mandate. The Pre-Existing IPT Mandate was first proposed and adopted at the annual general meeting of the Company held on 29 April 2014, and subsequently renewed at the annual general meeting of the Company held on 29 April 2015. The IPT Mandate shall, upon being duly approved and adopted by the Shareholders, replace the Pre-Existing IPT Mandate. Please refer to the Circular for more information on the IPT Mandate.

#### **Notes:**

1. (a) A member (who is not a relevant intermediary) of the Company entitled to attend and vote at the Extraordinary General Meeting of the Company is entitled to appoint not more than two proxies to attend, speak and vote on his behalf and where a member appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the Member Proxy Form.
- (b) A member (who is a relevant intermediary) of the Company entitled to attend and vote at the Extraordinary General Meeting of the Company is entitled to appoint more than two proxies to attend, speak and vote on his behalf, 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 proportion of the shareholding concerned to be represented by each proxy shall be specified in the Member Proxy Form.

“Relevant intermediary” has the meaning ascribed to it in Section 181(6) of the Companies Act, Chapter 50 of Singapore.

A proxy need not be a member of the Company.

2. Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy. If no such proportion or number is specified, the first named proxy may be treated as representing 100 per cent of the shareholding and any second named proxy as an alternate to the first named.
3. The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any duly authorised officer or attorney duly authorised.
4. If a proxy is to be appointed, the instrument appointing a proxy must be deposited at the registered office of the Company at 10 Collyer Quay, #27-00, Ocean Financial Centre, Singapore 049315, not less than 48 hours before the time appointed for holding the Extraordinary General Meeting or any postponement or adjournment thereof. Completion and return of the Proxy Form by a member will not prevent him from attending and voting at the Extraordinary General Meeting if he so wishes. In such event, the relevant Proxy Form will be deemed to be revoked.
5. A Depositor’s name must appear on the Depository Register maintained by CDP not less than 72 hours before the time fixed for holding the Extraordinary General Meeting in order for the Depositor to be entitled to attend and vote at the Extraordinary General Meeting as CDP’s proxy.
6. 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) for the purpose of the processing and administration by the Company (or its agents) 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) 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.