



SINGAPORE O&G LTD.
(Company Registration No. 201100687M)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of the Company will be held at 200 Jalan Sultan, The Axis @ Textile Centre, Level 8, Connect 802 Function Hall, Singapore 199018 on Friday, 8th day of April 2016 at 10.00 a.m. to transact the following business:

AS ORDINARY BUSINESS

- To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2015 and the Directors' Statement and the Independent Auditor's Report thereon. **(Resolution 1)**
- To declare a tax exempt (one-tier) final dividend of 1.15 Singapore cents per ordinary share for the financial year ended 31 December 2015. **(Resolution 2)**
- To re-elect Dr. Lee Keen Whye, a director who is retiring pursuant to Article 91 of the Company's Articles of Association. Dr. Lee shall, upon re-election as Director of the Company, remain as the Executive Director of the Company. There are no relationships (including immediate family relationships) between Dr. Lee and the other Directors of the Company. **(Resolution 3)**
See Explanatory Note (a)
- To re-elect Dr. Beh Suan Tiong, a director who is retiring pursuant to Article 97 of the Company's Articles of Association. Dr. Beh shall, upon re-election as Director of the Company, remain as the Executive Director of the Company. There are no relationships (including immediate family relationships) between Dr. Beh and the other Directors of the Company. **(Resolution 4)**
See Explanatory Note (b)
- To re-elect Mr. Christopher Chong Meng Tak, a director who is retiring pursuant to Article 97 of the Company's Articles of Association. Mr. Chong shall, upon re-election as Director of the Company, remain as the Lead Independent Director, Chairman of the Audit Committee and Remuneration Committee and a member of Nominating Committee of the Company, and shall be considered independent for the purposes of Rule 704(7) of the Singapore Exchange Securities Trading Limited ("SGX-ST"), Listing Manual Section B: Rules of Catalyst ("Rules of Catalyst"). **(Resolution 5)**
See Explanatory Note (c)
- To re-elect Mr. Chan Heng Toong, a director who is retiring pursuant to Article 97 of the Company's Articles of Association. Mr. Chan shall, upon re-election as Director of the Company, remain as the Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee of the Company, and shall be considered independent for the purposes of Rule 704(7) of the SGX-ST Rules of Catalyst. **(Resolution 6)**
See Explanatory Note (d)
- To re-elect Mr. Chooi Yee-Choong, a director who is retiring pursuant to Article 97 of the Company's Articles of Association. Mr. Chooi shall, upon re-election as Director of the Company, remain as a member of the Audit Committee, Nominating Committee and Remuneration Committee of the Company, and shall be considered independent for the purposes of Rule 704(7) of the SGX-ST Rules of Catalyst. **(Resolution 7)**
See Explanatory Note (e)
- To approve the Independent Directors' fees of S\$115,000.00 for the financial year ended 31 December 2015. **(Resolution 8)**
- To re-appoint Messrs Foo Kon Tan LLP as Auditors of the Company to hold office until the conclusion of the next AGM of the Company, and to authorise the Directors to fix the remuneration of Messrs Foo Kon Tan LLP. **(Resolution 9)**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Ordinary Resolutions with or without modifications:

- Authority to allot and issue shares (the "Share Issue Mandate")**
"That pursuant to Section 161 of the Companies Act, Cap. 50 and Article 806(2) of the Rules of Catalyst, 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 allot and issue:
(i) shares in the capital of the Company, whether by way of bonus, rights or otherwise; or
(ii) convertible securities; or
(iii) additional convertible securities arising from adjustments made to the number of convertible securities previously issued in the event of rights, bonus or otherwise; or
(iv) shares arising from the conversion of convertible securities in (ii) and (iii) above,
provided that the aggregate number of shares and convertible securities to be issued pursuant to this Resolution does not exceed one hundred percent (100%) of the total number of issued shares excluding treasury shares or such other limit as may be prescribed by the SGX-ST as at the date of this Resolution, of which the aggregate number of shares and convertible securities in the Company to be issued other than on a pro rata basis to the then existing shareholders of the Company shall not exceed fifty percent (50%) of the total number of issued shares excluding treasury shares or such other limit as may be prescribed by the SGX-ST as at the date of this Resolution, and unless revoked or varied by the Company in a general meeting, such authority shall continue in full force until the conclusion of the next AGM or such date by which the next AGM is required by law to be held, whichever is earlier. For the purposes of this Resolution and Rule 806(3) of the Rules of Catalyst, the percentage of the total number of issued shares and excluding treasury shares at the date of this Resolution after adjusting for:
(a) new shares arising from the conversion or exercise of convertible securities;
(b) new shares arising from the exercising share options outstanding or subsisting at the time of passing this Resolution, provided the options were granted in compliance with the Rules of Catalyst; and
(c) any subsequent bonus issue, consolidation or subdivision of shares."
See Explanatory Note (f) **(Resolution 10)**
- Authority to grant options and to issue shares under the SOG Employee Share Option Scheme**
"That, pursuant to Section 161 of the Companies Act, Cap. 50, the Directors of the Company be and are hereby authorised to offer and grant options in accordance with the SOG Employee Share Option Scheme (the "Scheme") and to issue such shares as may be required to be issued pursuant to the exercise of the options granted or to be granted under the Scheme provided always that the aggregate number of shares issued and issuable in respect of all options granted or to be granted under the Scheme, all awards granted or to be granted under the SOG Performance Share Plan and all shares, options or awards granted or to be granted under any other share option schemes or share plans of the Company, shall not exceed fifteen percent (15%) of the total number of issued shares excluding treasury shares of the Company from time to time."
See Explanatory Note (g) **(Resolution 11)**
- Authority to grant awards and to issue shares under the SOG Performance Share Plan**
"That, pursuant to Section 161 of the Companies Act, Cap. 50, the Directors of the Company be and are hereby authorised to grant awards in accordance with the provisions of the SOG Performance Share Plan (the "Plan") and to allot and issue from time to time such shares as may be required to be issued pursuant to the Plan provided always that the aggregate number of shares to be issued pursuant to the Plan, when added to the number of shares issued and issuable or existing shares delivered and deliverable in respect of all awards granted or to be granted under the Plan, all options granted or to be granted under the Scheme and all shares, options or awards granted under any other share scheme of the Company, shall not exceed fifteen percent (15%) of the total number of issued shares excluding treasury shares of the Company from time to time."
See Explanatory Note (h) **(Resolution 12)**
- To transact any other ordinary business which may be properly transacted at an AGM.

BY ORDER OF THE BOARD

Lee Bee Fong (Ms)
Company Secretary
23 March 2016
Singapore

Explanatory Notes:

- In relation to Resolution 3 proposed above, Dr. Lee Keen Whye is a substantial shareholder of the Company. Apart from that, there is no relationship (including immediate family relationships) between Dr. Lee and the other Directors and the Company and the detailed information on Dr. Lee is set out in the section entitled "Board Membership" in the Corporate Governance Report of the Company's 2015 Annual Report.
- In relation to Resolution 4 proposed above, Dr. Beh Suan Tiong is a substantial shareholder of the Company. Apart from that, there is no relationship (including immediate family relationships) between Dr. Beh and the other Directors and the Company and the detailed information on Dr. Beh is set out in the section entitled "Board Membership" in the Corporate Governance Report of the Company's 2015 Annual Report.
- In relation to Resolution 5 proposed above, there is no relationship (including immediate family relationships) between Mr. Christopher Chong Meng Tak and the other Directors, the Company or its 10% shareholders and the detailed information on Mr. Chong is set out in the section entitled "Board Membership" in the Corporate Governance Report of the Company's 2015 Annual Report.
- In relation to Resolution 6 proposed above, there is no relationship (including immediate family relationships) between Mr. Chan Heng Tong and the other Directors, the Company or its 10% shareholders and the detailed information on Mr. Chan is set out in the section entitled "Board Membership" in the Corporate Governance Report of the Company's 2015 Annual Report.
- In relation to Resolution 7 proposed above, there is no relationship (including immediate family relationships) between Mr. Chooi Yee-Choong and the other Directors, the Company or its 10% shareholders and the detailed information on Mr. Chooi is set out in the section entitled "Board Membership" in the Corporate Governance Report of the Company's 2015 Annual Report.
- The Ordinary Resolution 10 above, if passed, will empower the Directors of the Company from the date of the above Meeting until the date of the next AGM, or the date by which the next AGM is required by law to be held or when varied or revoked by the Company in general meeting, whichever is earlier, to allot and issue shares and convertible securities in the Company up to an amount not exceeding in total, one hundred percent (100%) of the issued shares excluding treasury shares at the time of passing of this resolution, of which up to fifty percent (50%) may be issued other than on a pro-rata basis to shareholders.
- The Ordinary Resolution 11 above, if passed, will empower the Directors to grant options and to allot and issue shares upon the exercise of such options granted or to be granted in accordance with the Scheme provided that the number of shares which the Directors may allot and issue under this Resolution, together with any shares issued and issuable in respect of all options granted or to be granted under the Scheme, pursuant to the vesting of any awards granted under the Plan and any shares, options or awards granted or to be granted under any other share schemes of the Company, shall not, in aggregate, exceed fifteen percent (15%) of the total number of issued shares excluding treasury shares of the Company from time to time.
- The Ordinary Resolution 12 above, if passed, will empower the Directors to vest awards and to allot and issue shares pursuant to the vesting of such awards in accordance with the Plan provided that the number of shares which the Directors may allot and issue under this Resolution, together with any shares issued and issuable in respect of all awards granted under the Plan and all options granted or to be granted under the Scheme and any shares, options or awards granted or to be granted under any other share schemes of the Company, shall not, in aggregate, exceed fifteen percent (15%) of the total number of issued shares excluding treasury shares of the Company from time to time.

Books Closure Date and Payment Date for Final Dividend

Subject to the approval of the shareholders of the Company at the forthcoming Annual General Meeting, the Share Transfer Books and Register of Members of the Company will be closed at 5:00 p.m. on 18 April 2016 for the purpose of determining entitlements of ordinary shareholders to the tax exempt (one-tier) Final Dividend of 1.15 Singapore cents per ordinary share for FY 2015.

Duly completed registrable transfers received by the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #02-00, Singapore 068898, up to 5:00 p.m. on 18 April 2016 will be registered before entitlements to the Final Dividend are determined. Members whose securities accounts with The Central Depository (Pte) Ltd. are credited with the Company's ordinary shares as at 5:00 p.m. on 18 April 2016 will be entitled to the Final Dividend. Payment of the Final Dividend, if approved by the members at the forthcoming Annual General Meeting, will be made on 4 May 2016.

Notes:

- The Chairman of the AGM will be exercising his right under Article 61 of the Articles of Association of the Company to demand a poll in respect of each of the resolutions to be put to the vote of members of the Company at the AGM and at any adjournment thereof. Accordingly, each resolution at the AGM will be voted on by way of a poll.
- Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act, a member of the Company entitled to attend and vote at the AGM is entitled to appoint not more than two (2) proxies to attend and vote in his stead.
- A proxy need not be a member of the Company.
- If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- Pursuant to Section 181(1C) of the Companies Act, a member who is a Relevant Intermediary entitled to attend the Meeting and vote is entitled to appoint more than two proxies to attend and vote in his/her stead, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such Member appoints more than two (2) proxies, the number and class of shares to be represented by each proxy must be stated.
"Relevant intermediary" means: (a) a banking corporation licensed under the Banking Act (Cap. 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
- The instrument appointing a proxy must be deposited at the Share Registration office of the Company at 80 Robinson Road, #11-02, Singapore 068898 not later than 48 hours before the time set for the Annual General Meeting.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (a) 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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"), (b) 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 (c) 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.

Singapore O&G Ltd. (the "Company") is listed on Catalyst of the Singapore Exchange Securities Trading Limited ("SGX-ST") on 4 June 2015. The initial public offering of the Company (the "IPO") is sponsored by Hong Leong Finance Limited (the "Sponsor").

This document has been prepared by the Company and its contents have been reviewed by the Sponsor for compliance with the relevant rules of the SGX-ST. The Sponsor has not independently verified the contents of this document. This document has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this document including the correctness of any of the statements or opinions made or included in this document.

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