



EZRA HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 199901411N)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “**EGM**”) of Ezra Holdings Limited (the “**Company**”) will be held at Klapsons, The Boutique Hotel – eighteen, 1 & 2 Level 18, 15 Hoe Chiang Road, Tower Fifteen, Singapore 089316 on 19 August 2014 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution, which will be proposed as an ordinary resolution:

ORDINARY RESOLUTION

THE PROPOSED CONSOLIDATION OF THE OFFSHORE SUPPORT SERVICES DIVISION WITH THE BUSINESSES OF EOC LIMITED, THE PROPOSED OFFERING AND THE SECONDARY SALE

That:

- (a) the entry by the Company into the agreement with EOC Limited (“**EOC**”) dated 10 July 2014 (the “**Business Combination Agreement**”) in connection with the proposed transfer of all of the issued shares (the “**OSS Shares**”) in the capital of each of the following companies (the “**OSS Companies**”) held by the Company:
- (i) Aries Warrior AS;
 - (ii) Aries Warrior DIS;
 - (iii) Bayu Emas Maritime Sdn Bhd;
 - (iv) Bayu Intan Offshore Sdn Bhd;
 - (v) Emas Offshore (Labuan) Bhd;
 - (vi) Emas Offshore (M) Sdn Bhd;
 - (vii) Emas Offshore (Thailand) Ltd;
 - (viii) Emas Offshore Pte. Ltd.;
 - (ix) Emas Offshore Services (Australia) Pty Ltd;
 - (x) Emas Offshore Services (B) Sdn Bhd;
 - (xi) Emas Offshore Services (M) Sdn Bhd;
 - (xii) Emas Offshore Services Nigeria Limited;
 - (xiii) Emas Offshore Services Pte. Ltd.;
 - (xiv) Genesis Offshore Sdn Bhd;
 - (xv) Lewek Altair Shipping Private Limited;
 - (xvi) Lewek Aries Pte. Ltd.;
 - (xvii) Lewek Crusader Shipping Pte. Ltd.;

- (xviii) Lewek Ebony Shipping Pte. Ltd.;
- (xix) Lewek Ivory Shipping Pte. Ltd.;
- (xx) Lewek LB1 Shipping Pte. Ltd.;
- (xxi) Lewek Robin Shipping Pte. Ltd.;
- (xxii) Lewek Ruby Shipping Pte. Ltd.;
- (xxiii) Lewek Shipping Pte. Ltd.;
- (xxiv) Tunis Oil Pte. Ltd.;
- (xxv) Lewek Antares Shipping Pte. Ltd.;
- (xxvi) Intan Offshore Sdn Bhd and its subsidiaries; and
- (xxvii) Emas Offshore Services (Philippines) Inc.,

in consideration of (i) US\$150.0 million payable in cash; and (ii) the issue and allotment of 280,133,252 new ordinary shares in EOC to the Company, be approved, confirmed and ratified, and adopted as the act and deed of the Company (the “**Proposed Consolidation**”);

- (b) the transfer of the OSS Shares by the Company to EOC pursuant to, and in accordance with, the terms of the Business Combination Agreement be and is hereby approved;
- (c) approval be and is hereby given for the proposed public offering of (i) new ordinary shares in the share capital of EOC by EOC, and (ii) issued ordinary shares in the share capital of EOC held by the Company (the “**Proposed Offering**”) as well as the secondary sale of shares held by the Company in EOC up to US\$20.0 million at the same offer price in the Proposed Offering, to existing shareholders of EOC registered in the VPS and eligible to vote at EOC’s extraordinary general meeting (the “**Secondary Sale**”); and
- (d) the directors of the Company and each of them be and is hereby authorised to complete and do all such acts and things (including executing all such documents and ancillary agreements and to make all such amendments thereto as may be required in connection with the Proposed Transaction) as they or he may consider necessary, desirable or expedient or in the interests of the Company to give effect to this Ordinary Resolution and to the Business Combination Agreement as they or he may deem fit.

BY ORDER OF THE BOARD

Yeo Keng Nien
Company Secretary

4 August 2014
Singapore

NOTES:

1. A member entitled to attend and vote at the EGM is entitled to appoint not more than two proxies to attend and vote in his stead.
2. Where a member appoints more than one proxy, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy and if no percentage is specified, the first named proxy shall be treated as representing 100% of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
3. A proxy need not be a member of the Company.
4. A member which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
5. An instrument appointing a proxy must be deposited at the office of Boardroom Corporate & Advisory Services Pte. Ltd., located at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than 48 hours before the time fixed for the EGM or any postponement or adjournment thereof. The completion and return of a Proxy Form by a member of the Company does not preclude him from attending and voting in person at the EGM if he finds that he is able to do so. However, an appointment of a proxy or proxies shall be deemed to be revoked if a member attends the EGM in person and in such event, the Company reserves the right to refuse to admit to the EGM any person or persons appointed under the Proxy Form.
6. A Depositor's name must appear on the Depository Registry maintained by the CDP as at 48 hours before the time fixed for holding the EGM in order to be entitled to attend and vote at the EGM.