



## EMS ENERGY LIMITED

Company No. 200300485D  
(Incorporated in The Republic of Singapore)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting ("EGM") of the Members of EMS Energy Limited ("Company") will be held at 1 Robinson Road, #18-00 AIA Tower, Singapore 048542 on 26 April 2014 at 10.00 a.m. (or soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 9.00 a.m. on the same day and at the same place, or any adjournment thereof) (or soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 9.00 a.m. on the same day and at the same place, or any adjournment thereof) for the purpose of considering and, if thought fit, passing with or without any modifications the following ordinary resolutions:

#### AS AN ORDINARY RESOLUTION:

##### Resolution 1

**The proposed amendments to the rules of the EMS Energy Employee Share Option Scheme**

**THAT** the proposed amendments to the rules of the EMS ESOS as set out in paragraph 2 of the Circular to Shareholders dated 11 April 2014 be and are hereby adopted and approved.

##### Resolution 2

**The proposed grant of options to the Controlling Shareholder under the EMS Energy Employee Share Option Scheme**

- (A) **THAT** the proposed grant of option ("Option") to Mr Ting Teck Jin to subscribe for ordinary shares in the capital of the Company ("Shares") in accordance with the terms under the EMS Energy Employee Share Option Scheme ("EMS ESOS") and the following terms, is hereby approved:
- (a) **Number of Shares:** 10,500,000 Shares
  - (b) **Exercise Price:** Average of the last dealt price(s) for a Share, for the last five (5) market days immediately preceding the date of grant of the Option
  - (c) **Option Period:** Any time after the 1st anniversary of the date on which the Option is granted, expiring on the 10th anniversary of such date of grant of the Option (if Resolution 1 is passed) or on the 5th anniversary of such date of grant of the Option (if Resolution 1 is not passed).
  - (d) **Date of Grant:** At any practicable time within one month after Shareholders approve the grant of the Option to Mr Ting Teck Jin under the EMS ESOS, except that there shall be no grant during the period of 2 weeks before the announcement of the results of the Company for each of the "half-yearly reporting periods" of its financial year.
- (B) **THAT** the Board of Directors of the Company be and is hereby authorised to:
- (a) allot and issue the relevant Shares to Mr Ting Teck Jin pursuant to the exercise of the Option, in whole or in parts;
  - (b) determine the date of grant of the Option; and
  - (c) do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this resolution.

By Order of the Board of

**EMS Energy Limited**

Gn Jong Yuh Gwendolyn

Company Secretary

11 April 2014

#### **Notes:**

1. A member of the Company entitled to attend and vote at the EGM of the Company is entitled to appoint not more than two proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company, and where there is more than one proxy, the proportion (expressed as a percentage of the whole) of his shareholding to be represented by each proxy must be stated.
2. The instrument appointing a proxy shall, in the case of an individual, be signed by the appointor or his attorney, and in the case of a corporation shall be either under the common seal or signed by its attorney or an officer on behalf of the corporation.
3. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 1 Robinson Road, #17-00 AIA Tower, Singapore 048542, not less than 48 hours before the time appointed for holding the EGM of the Company.

*This document has been prepared by the Company and reviewed by the Company's sponsor, CNP Compliance Pte. Ltd. ("Sponsor"), for compliance with the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalyst. The Sponsor has not verified the contents of this document including the accuracy or completeness of any of the information disclosed or the correctness of any of the statements or opinions made or reports contained in this document.*

*This 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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