CH OFFSHORE LTD

(Incorporated in the Republic of Singapore)
(Co. Reg. No. 197600666D)

Notice Of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Thirty-Eighth ANNUAL GENERAL MEETING of the Company will be held at The Board Room, 390 Jalan Ahmad Ibrahim, Singapore 629155 on October 17, 2014 at 10.30 a.m. to transact the following business:

Ordinary Business:

1. To receive and adopt the Audited Financial Statements for the financial year ended June 30, 2014 together with the reports of the Directors and the Auditors thereon.
2. To declare a one-tier tax-exempt final dividend of 2 SG cents per ordinary share and a one-tier tax-exempt special dividend of 2 SG cents per ordinary share for the financial year ended June 30, 2014.
3. To re-elect the following Directors who are retiring by rotation in accordance with Article 89 of the Company's Articles of Association and who, being eligible, offer themselves for re-election:
   (a) Mr Tan Pong Tyea
   (b) Mr Goh Boon Kiat [See Explanatory Note 1]
4. To re-appoint the following Directors retiring under Section 153(6) of the Singapore Companies Act, Cap. 50, to hold office from the date of this Annual General Meeting until the next Annual General Meeting of the Company:
   (a) Mr John Cheak Boon Heng [See Explanatory Note 2]
   (b) Mdm Joanna Young Sau Kwan [See Explanatory Note 3]
   (c) Mr Peh Kwee Chim
5. To approve Directors' fees of S$195,000 for the financial year ended June 30, 2014 (FY2013: S$195,000).
6. To re-appoint Messrs Deloitte & Touche LLP as Auditors of the Company and to authorise Directors to fix their remuneration.

Special Business:

7. To consider, and if thought fit, pass the following resolution as an Ordinary Resolution:

   That pursuant to Section 161 of the Singapore Companies Act, Cap. 50, authority be and is hereby given to the Directors of the Company to:

   (a) (i) issue shares in the capital of the Company ("**shares**") whether by way of rights, bonus or otherwise; and/or
   (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,

   at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

   (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

   provided that:

   (1) 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 50 per cent of the total number of issued shares in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20 per cent of the total number of issued shares in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);

   (2) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**")) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares in the capital of the Company at the time this Resolution is passed, after adjusting for:
      (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
      (ii) any subsequent bonus issue or consolidation or subdivision of shares;

   (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and

   (4) (unless revoked or varied by the Company in General Meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

NOTICE IS HEREBY GIVEN that, subject to the approval of shareholders to the final and special dividends being obtained at the Thirty-Eighth Annual General Meeting to be held on October 17, 2014, the Transfer Books and the Register of Members of the Company will be closed on November 7, 2014 for the preparation of dividend warrants.

Duly completed registrable transfers received by the Company's Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) of 80 Robinson Road, #02-00, Singapore 068898, up to 5.00 p.m. on November 6, 2014 will be registered to determine shareholders' entitlements to the final and special dividends. Subject as aforesaid, shareholders whose Securities Accounts with The Central Depository (Pte) Limited are credited with ordinary shares in the capital of the Company as at 5.00 p.m. on November 6, 2014 will be entitled to the final and special dividends.

The final and special dividends, if so approved by shareholders, will be paid on November 19, 2014.

Dated this 1st day of October 2014

By Order of the Board

Valerie Tan May Wei
Company Secretary

Explanatory Notes:

1) Mr Goh Boon Kiat, if re-elected, will continue to serve as Chairman of the Remuneration Committee and a member of the Audit and Nominating Committees. Mr Goh is considered an independent director.
2) Mr John Cheak Boon Heng, if re-appointed, will continue to serve as a member of the Remuneration and Nominating Committees. Mr Cheak is considered a non-independent director.
3) Mdm Joanna Young Sau Kwan, if re-appointed, will continue to serve as Chairman of the Audit and Nominating Committees and a member of the Remuneration Committee. Mdm Young is considered an independent director.

Personal data privacy:

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

Kindly note that by attending the Annual General Meeting, the members of the Company, their proxy(ies) and/or representative(s) consent to the video-recording of the proceedings of the Annual General Meeting, for the Company's records.

For the convenience of shareholders, the Company will arrange for a bus to pick up shareholders attending the above meeting from SBS Bus Stop B23 Boon Lay Way (outside Lakeside MRT Station), on Friday, October 17, 2014. The bus will leave for CH Offshore Ltd at 9.45 a.m. sharp on that day.