



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of NauticaWT Limited (the “**Company**”) will be held at 52 West Coast Ferry Road, Singapore 126887 on Thursday, 27 April 2017 at 11.00 a.m. for the following purposes: -

AS ORDINARY BUSINESS

1. To receive and adopt the directors’ statement and the audited financial statements of the Company and the Group for the financial year ended 31 December 2016 (“**FY2016**”) together with the auditors’ report thereon. (Resolution 1)
2. To re-elect the following directors (“**Directors**”) of the Company retiring pursuant to the constitution of the Company (“**Constitution**”):

Mr Teo Lek Hong (Article 88)

(Resolution 2a)

[See Explanatory Note (i)]

Mr Tay Kee Liat (Article 88)

(Resolution 2b)

[See Explanatory Note (ii)]

Mr Bjarne Strikert (Article 89)

(Resolution 2c)

See Explanatory Note (iii)]

- 3. To approve the payment of Directors’ fees of S\$250,326.07 for the financial year ending 31 December 2017, to be paid quarterly in arrears (FY2016: S\$202,500). (Resolution 3)
- 4. To re-appoint Messrs Deloitte & Touche LLP as the independent auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 4)
- 5. To transact any other ordinary business which may be properly transacted at an AGM.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following as ordinary resolutions, with or without modifications:

6. Authority to allot and issue shares in the capital of the Company (Resolution 5)
“That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the “**Companies Act**”), the Company’s Constitution and the Listing Manual Section B: Rules of Catalyst of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (the “**Catalist Rules**”), the Directors be and are hereby authorised to:-

(a) (i) allot and issue shares in the capital of the Company (the “**Shares**”) whether by way of rights, bonus or otherwise; and/or
(ii) make or grant offers, agreements or options (collectively, the “**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) options, 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 that 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 is in force, provided that:-
(i) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) does not exceed 100% of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares to be issued other than on a pro rata basis to the existing shareholders of the Company (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below);
(ii) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (i) above, the percentage of the total number of issued Shares (excluding treasury shares) shall be calculated based on the total number of issued Shares in the capital of the Company (excluding treasury shares) at the time of the passing of this Resolution, after adjusting for:-
(aa) new Shares arising from the conversion or exercise of convertible securities outstanding at the time this Resolution is passed;
(bb) (where applicable) new Shares arising from the exercise of options or vesting of awards outstanding or subsisting at the time this Resolution is passed, provided that the options or awards were granted in compliance with the Catalist Rules; and
(cc) any subsequent bonus issue, consolidation or sub-division of Shares;
(iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Company’s Constitution for the time being in force; and
(iv) unless revoked or varied by the Company in a general meeting, the authority conferred by this resolution shall continue in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier.”

[See Explanatory Note (iv)]

By Order of the Board of NauticaWT Limited

Chua Kern
Company Secretary
Singapore, 12 April 2017

Explanatory Notes:

- (i) Mr Teo Lek Hong will, if re-elected pursuant to ordinary resolution 2a proposed in item 2 above, remain as an Independent Non-Executive Director and a member of the Audit Committee. The Board considers Mr Teo Lek Hong to be independent pursuant to Rule 704(7) of the Catalist Rules. Detailed information on Mr Teo Lek Hong is found in the Company’s annual report 2016.
- (ii) Mr Tay Kee Liat will, if re-elected pursuant to ordinary resolution 2b proposed in item 2 above, remain as an Independent Non-Executive Director and a member of the Nominating Committee and Remuneration Committee. Detailed information on Mr Tay Kee Liat is found in the Company’s annual report 2016.
- (iii) Mr Bjarne Strikert will, if re-elected pursuant to ordinary resolution 2c proposed in item 2 above, remain as an Independent Non-Executive Director, the chairman of the Nominating Committee and Remuneration Committee and a member of the Audit Committee. The Board considers Mr Bjarne Strikert to be independent pursuant to Rule 704(7) of the Catalist Rules. Detailed information on Mr Bjarne Strikert is found in the Company’s annual report 2016.

There are no relationships including immediate family relationships between Mr Teo Lek Hong, Mr Tay Kee Liat and Mr Bjarne Strikert and the other Director(s), the Company, its related corporations, its 10% shareholders or its officers.
- (iv) The ordinary resolution 5 proposed in item 6 above, if passed, will empower the Directors to issue Shares, make or grant instruments convertible into Shares and to issue Shares pursuant to such instruments, up to a number not exceeding, in total, 100% of the total number of issued Shares (excluding treasury shares) in the capital of the Company, of which up to 50% may be issued other than on a pro rata basis to shareholders of the Company.
- (v) The ordinary resolution 6 proposed in item 7 above, if passed, will empower the Directors to grant options and allot and issue Shares pursuant to the exercise of such options in accordance with the provisions of the ESOS provided that the aggregate number of Shares to be issued does not exceed 15% of the total number of issued Shares (excluding treasury shares) in the capital of the Company from time to time.
- (vi) The ordinary resolution 7 proposed in item 8 above, if passed, will empower the Directors to grant awards and allot and issue Shares pursuant to the grant of such awards in accordance with the provisions of the PSP provided that the aggregate number of Shares to be issued does not exceed 15% of the total number of issued Shares (excluding treasury shares) in the capital of the Company from time to time.

Notes:

1. A member of the Company entitled to attend and vote at the AGM, and who is not a Relevant Intermediary (as defined below) is entitled to appoint no more than two (2) proxies to attend and vote on his/her/its behalf.
2. A member of the Company who is a Relevant Intermediary (as defined below) is entitled to appoint more than two (2) proxies to attend and vote on his/her/its behalf, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. A proxy need not be a member.

“Relevant Intermediary” has the meaning ascribed to it in Section 181(6) of the Companies Act.
3. If a proxy is to be appointed, the instrument appointing a proxy or proxies must be deposited at the office of the Company’s Share Registrar, Tricor Barbinder Share Registration Services, at 80 Robinson Road #02-00 Singapore 068898, not less than 48 hours before the time appointed for holding the AGM.

Personal Data Privacy:

By attending the AGM and/or any adjournment thereof or 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 (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/or representatives appointed for the AGM and/or any adjournment thereof and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM and/or 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 a 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.

This notice has been prepared by the Company and its contents have been reviewed by the Company’s sponsor (“**Sponsor**”), SAC Advisors Private Limited, for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”).

The Sponsor has not independently verified the contents of this notice. This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is Mr Sebastian Jones, Director, SAC Advisors Private Limited. at 1 Robinson Road #21-02 Singapore 048542, telephone (65) 6532 3829. SAC Capital Private Limited is the parent company of SAC Advisors Private Limited.