



**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting ("AGM") of Singapore O&G Ltd. (the "Company") will be held at Conrad Centennial Hotel, Level 2, North Ballroom, 2 Temasek Boulevard, Singapore 038982 on Friday, 21 April 2017 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 2016 and the Directors' Statement and the Independent Auditor's Report thereon. **(Resolution 1)**
- To declare a tax exempt (one-tier) final dividend of 1.57 Singapore cents per ordinary share for the financial year ended 31 December 2016. **(Resolution 2)**
- To re-elect Dr. Heng Tung Lan, a director who is retiring pursuant to Article 91 of the Company's Articles of Association. Dr. Heng 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. Heng and the other Directors of the Company. See Explanatory Note (a) **(Resolution 3)**
- To re-elect Mr. Chan Heng Toong, a director who is retiring pursuant to Article 91 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 Catalist. See Explanatory Note (b) **(Resolution 4)**
- To approve the Independent Directors' fees of S\$138,000 for the financial year ended 31 December 2016. **(Resolution 5)**
- To re-appoint Messrs Foo Kon Tan LLP as Auditor of the Company to hold office until the next AGM of the Company, and to authorise the Directors to fix the remuneration of Messrs Foo Kon Tan LLP. **(Resolution 6)**

**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 Rule 806(2) of the Rules of Catalist, 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 always 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 Catalist, the percentage of the total number of issued shares and excluding treasury shares at the date of this Resolution after adjustment 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 Catalist; and  
(c) any subsequent bonus issue, consolidation or subdivision of shares."  
See Explanatory Note (c) **(Resolution 7)**
- 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 provisions of the SOG Employee Share Option Scheme (the "Scheme") and to allot and 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 (d) **(Resolution 8)**
- 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 (e) **(Resolution 9)**
- Proposed Share Split of Every One (1) Existing Ordinary Share in the capital of the Company into Two (2) Ordinary Shares**  
"That:  
(a) On and with effect from the Share Splits books closure date to the determined by the Directors of the Company, every one (1) existing ordinary share in the capital of the Company be subdivided into two (2) ordinary shares in the capital of the Company; and  
(b) The Directors of the Company and each of them be and are hereby authorised and empowered to do all acts and things, including without limitation to the foregoing, to sign, execute and deliver all such documents, deeds and instruments as they may consider necessary or expedient to give effect to the Proposed Share Split and to approve any amendments, alteration or modifications to any document (if required) in the interests of the Company."  
See Explanatory Note (f) **(Resolution 10)**
- 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  
6 April 2017  
Singapore

**Explanatory Notes:**

- In relation to Resolution 3 proposed above, Dr. Heng Tung Lan is an Executive Director and substantial shareholder of the Company. Apart from that, there is no relationship (including immediate family relationships) between Dr. Heng and the other Directors and the Company and the detailed information on Dr. Heng is set out in the section entitled "Board Membership" in the Corporate Governance Report of the Company's 2016 Annual Report.
- In relation to Resolution 4 proposed above, there is no relationship (including immediate family relationships) between Mr. Chan Heng Toong 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 2016 Annual Report.
- The Ordinary Resolution 7 above, if passed, will empower the Directors of the Company from the date of the 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 8 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 9 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.
- The Ordinary Resolution 10 above, if passed, will authorise and empower the Directors to complete and do all acts and things and to sign, execute, complete and deliver such documents, deeds and instruments as they may consider necessary or expedient to give effect to the proposed share split of every one (1) existing ordinary share in the capital of the Company into two (2) ordinary shares in the capital of the Company. The details of the proposed share split are set out in the Appendix which is enclosed with the Company's Annual Report.

**Notes:**

- (a) A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the Meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.  
(b) A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"**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.

- 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.
- 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 or service providers) 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.

**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 2 May 2017 for the purpose of determining entitlements of ordinary shareholders to the tax exempt (one-tier) Final Dividend of 1.57 Singapore cents per ordinary share for FY 2016.

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 2 May 2017 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 2 May 2017 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 15 May 2017.

This Notice has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, Hong Leong Finance Limited (the "Sponsor"), 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. Tang Yeng Yuen, Vice President, Head of Corporate Finance, at 16 Raffles Quay, #40-01A Hong Leong Building, Singapore 048581. Telephone (65) 64159886.