



ATLANTIC NAVIGATION HOLDINGS (SINGAPORE) LIMITED

(Company Registration No. 200411055E)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Atlantic Navigation Holdings (Singapore) Limited (the "Company") will be held at 55 Market Street #03-01 Singapore 048941 on Wednesday, 29 April 2015 at 4.15 p.m. for the following purposes:-

- ORDINARY BUSINESS**
- To receive and adopt the Directors' Report and the Audited Accounts of the Company and the Group for the financial year ended 31 December 2014 together with the Auditors' Report thereon. **(Resolution 1)**
 - To declare a first and final tax exempt (one-tier) dividend of S\$0.008 per ordinary share for the financial year ended 31 December 2014. (2013: S\$0.007 per ordinary share) **(Resolution 2)**
 - To re-elect Mr Goh Boon Chye as a Director of the Company, who is retiring by rotation in accordance with Article 89 of the Company's Articles of Association. **(Resolution 3)**
[See Explanatory Note (i)]
 - To re-elect Mr Lee Kah Hoo as a Director of the Company, who is retiring by rotation in accordance with Article 89 of the Company's Articles of Association. **(Resolution 4)**
[See Explanatory Note (ii)]
 - To re-appoint Messrs Ernst & Young LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 5)**
 - To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

- SPECIAL BUSINESS**
- To consider and, if thought fit, to pass the following resolutions, with or without amendments as ordinary resolutions:-
- To approve the payment of Directors' fees of S\$144,000 for the year ended 31 December 2014. (2013: S\$129,000) **(Resolution 6)**
 - Authority to issue shares in the capital of the Company pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the "Act") and Rule 806 of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual - Section B: Rules of Catalyst ("Catalist Rules")**
"THAT pursuant to Section 161 of the Act and Rule 806 of the Catalist Rules, the Directors of the Company be authorised and empowered to:
 - allot and issue shares in the capital of the Company (whether by way of rights, bonus or otherwise); and/or
 - make or grant offers, agreements or options (collectively, "Instruments") that may 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, convertible securities 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
 - (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 was in force, provided always that:
 - 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), shall not exceed 100% of the total number of issued shares in the capital of the Company (excluding treasury shares) (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of shares to be issued other than on a pro rata basis to the shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 50% of the total number of issued shares in the capital of the Company (excluding treasury shares) (as calculated in accordance with sub-paragraph (b) below);
 - (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 (a) above, the percentage of the total issued shares shall be based on the total number of issued shares in the capital of the Company (excluding treasury shares) at the time this Resolution is passed, after adjusting for:
 - new shares arising from the conversion or exercise of any convertible securities outstanding at the time this authority is given;
 - (where applicable) new shares arising from the exercise of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution, provided the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - any subsequent bonus issue, consolidation or subdivision of shares;
 - 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), all applicable legal requirements under the Act and the Articles of Association for the time being of the Company;
 - the authority conferred by this Resolution shall, unless revoked or varied by the Company in general meeting, continue to be 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 earlier."

- [See Explanatory Note (iii)] **(Resolution 7)**
- Renewal of Share Purchase Mandate**
"That for the purposes of Sections 76C and 76E of the Act, the Directors of the Company be and are hereby authorised to make purchases or otherwise acquire issued shares in the capital of the Company from time to time (whether by way of market purchases or off-market purchases on an equal access scheme) of up to ten per centum (10%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as ascertained as at the date of Annual General Meeting of the Company) at the price of up to but not exceeding the Maximum Price as defined in the appendix to this Notice of the Annual General Meeting dated 14 April 2015 (the "Appendix"), in accordance with the terms of the Share Purchase Mandate set out in the Appendix, and this mandate shall, unless revoked or varied by the Company in general meeting, continue in force until (i) 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; or (ii) the date on which the authority contained in the Share Purchase Mandate is varied or revoked by shareholders of the Company in a general meeting; or (iii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated, whichever is earlier." [See Explanatory Note (iv)] **(Resolution 8)**

NOTICE OF BOOK CLOSURE DATE FOR FIRST AND FINAL DIVIDEND
NOTICE IS HEREBY GIVEN that, subject to the Company's shareholders' approval for the payment of the first and final dividend at the Annual General Meeting on 29 April 2015, the Share Transfer Books and the Register of Members of the Company will be closed on 12 May 2015 for purpose of determining members' entitlements to the first and final tax exempt (one-tier) dividend of S\$0.008 per ordinary share ("Dividend") to be paid on 22 May 2015. Duly completed transfers received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, up to 5.00 p.m. on 11 May 2015 will be registered to determine members' entitlements to the Dividend. Members whose securities accounts with The Central Depository (Pte) Limited ("CDP") are credited with ordinary shares in the capital of the Company as at 5.00 p.m. on 11 May 2015 will be entitled to the Dividend. In respect of shares in securities accounts with CDP, the Dividend will be paid by the Company to CDP which will, in turn, distribute the Dividend entitlements to such holders in accordance with its normal practice.

- BY ORDER OF THE BOARD**
CHEW KOK LIANG
LOH SIEW LEE
Company Secretaries
Singapore, 14 April 2015
- Explanatory Notes:-**
- Mr Goh Boon Chye, if re-elected as a Director of the Company, will remain as Chairman of the Audit Committee, a member of the Nominating Committee and Remuneration Committee, and will be considered as an independent Director of the Company for the purpose of Rule 704(7) of the Catalist Rules.
 - Mr Lee Kah Hoo, if re-elected as a Director of the Company, will remain as Chairman of the Nominating Committee, a member of the Audit Committee and Remuneration Committee, and will be considered as an independent Director of the Company for the purpose of Rule 704(7) of the Catalist Rules.
 - The ordinary resolution set out in item 8 above, if passed, will empower the Directors of the Company from the date of this Annual General Meeting until 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 or revoked by the Company in a general meeting, whichever is the earlier, 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 existing shareholders of the Company.
 - The ordinary resolution set out in item 9 above, if passed, will empower the Directors of the Company from the date of this Annual General Meeting until 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, to purchase ordinary shares of the Company by way of market purchases or off-market purchases of up to ten per centum (10%) of the total number of issued shares (excluding treasury shares) in the capital of the Company up to the Maximum Price as defined in the Appendix to the Notice of the Annual General Meeting dated 14 April 2015 in relation to the Proposed Renewal of the Share Purchase Mandate ("Appendix"). The rationale for, the authority and limitation on, the sources of funds to be used for the purchase or acquisition including the amount of financing and the financial effects of the purchase or acquisition of ordinary shares by the Company pursuant to the Share Purchase Mandate on the audited consolidated financial statements of the Company for the financial year ended 31 December 2014 are set out in more detail in the Appendix.

- Notes:-**
- A Member entitled to attend and vote at meeting is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company. Where a Member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies.
 - If a proxy is to be appointed, the instrument appointing the proxy must be deposited at the registered office of the Company at 6 Battery Road, #10-01, Singapore 049909 not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting.
 - If the Member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised in writing.
 - In the case of joint shareholders, all holders must sign the form of proxy.

PERSONAL DATA PRIVACY
"Personal data" in this Notice of AGM has the same meaning as "personal data" in the Personal Data Protection Act 2012 ("PDPA"), which includes your name and your proxy's and/or representative's name, address and NRIC/Passport number. Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting of the Company 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 of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Annual General Meeting of the Company (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; (iii) undertakes that the member will only use the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iv) 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. Your personal data and your proxy's and/or representative's personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the Company's verification and record purposes. This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("Sponsor"), Canaccord Genuity Singapore Pte. Ltd., for compliance with the relevant rules of the 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 Ms Karen Soh, Managing Director, Corporate Finance, Canaccord Genuity Singapore Pte. Ltd., at 77 Robinson Road #21-02 Singapore 068896, telephone (65) 6854 6160.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting ("EGM") of Atlantic Navigation Holdings (Singapore) Limited (the "Company") will be held at 55 Market Street #03-01 Singapore 048941 on Thursday, 29 April 2015 at 5.00 p.m. (or immediately after the conclusion or adjournment of the annual general meeting of the Company to be held at 4.15 p.m. on the same day and at the same place), for the purpose of considering and, if thought fit, passing (with or without any modifications) the following ordinary resolutions:

- ORDINARY RESOLUTION 1**
THE PROPOSED ADOPTION OF THE ATLANTIC 2015 ESOS
That:-
- a share option scheme to be known as the "Atlantic 2015 Employee Share Option Scheme" (the "Atlantic 2015 ESOS"), under which options (the "Options") will be granted to such persons to subscribe for ordinary shares in the capital of the Company (the "Shares") on such terms and conditions and in accordance with such rules as set out in the Company's circular to Shareholders dated 14 April 2015 (the "Circular"), be and is hereby approved and adopted;
 - the directors of the Company (the "Directors") be and are hereby authorised:-
 - to implement and establish the Atlantic 2015 ESOS;
 - to modify and/or amend the Atlantic 2015 ESOS from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the Atlantic 2015 ESOS and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Atlantic 2015 ESOS; and
 - to offer and grant Options in accordance with the provisions of the Atlantic 2015 ESOS and to allot and issue and/or transfer from time to time such number of Shares in the capital of the Company as may be required to be issued and/or transferred pursuant to the exercise of the Options under the Atlantic 2015 ESOS, provided that the aggregate number of new Shares to be issued or existing Shares to be transferred pursuant to the Atlantic 2015 ESOS, the Atlantic 2015 PSP (as defined in ordinary resolution 2), the Atlantic 2015 RSP (as defined in ordinary resolution 3) and all other share option or other share schemes of the Company shall not exceed 15% of the total number of issued Shares of the Company (excluding treasury shares, if any) on the day preceding that date; and
 - the Directors be and are hereby authorised to do all such acts and things (including executing all such documents as may be required) as they may consider necessary or desirable to give effect to this resolution.

- ORDINARY RESOLUTION 2**
THE PROPOSED ADOPTION OF THE ATLANTIC 2015 PSP
That:-
- a share award scheme to be known as the "Atlantic 2015 Performance Share Plan" (the "Atlantic PSP"), under which awards (the "Awards") of Shares, their equivalent cash value or combination thereof will be granted, free of payment, to such persons on such terms and conditions and in accordance with such rules as set out in the Circular, be and is hereby approved and adopted;
 - the Directors be and are hereby authorised:-
 - to implement and establish the Atlantic 2015 PSP;
 - to modify and/or amend the Atlantic 2015 PSP from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the Atlantic 2015 PSP and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Atlantic 2015 PSP; and
 - to grant Awards in accordance with the provisions of the Atlantic 2015 PSP and to allot and issue and/or transfer from time to time such number of fully paid-up Shares in the capital of the Company as may be required to be issued and/or transferred pursuant to the exercise of the vesting of Awards under the Atlantic 2015 PSP, provided that the aggregate number of new Shares to be issued or existing Shares to be transferred pursuant to the Atlantic 2015 PSP, the Atlantic 2015 ESOS, the Atlantic 2015 RSP (as defined in ordinary resolution 3) and all other share option or other share schemes of the Company shall not exceed 15% of the total number of issued Shares of the Company (excluding treasury shares, if any) on the day preceding that date; and
 - the Directors be and are hereby authorised to do all such acts and things (including executing all such documents as may be required) as they may consider necessary or desirable to give effect to this resolution.

- ORDINARY RESOLUTION 3**
THE PROPOSED ADOPTION OF THE ATLANTIC 2015 RSP
That:-
- a share award scheme to be known as the "Atlantic 2015 Restricted Share Plan" (the "Atlantic RSP"), under which awards (the "Awards") of Shares their equivalent cash value or combination thereof will be granted, free of payment, to such persons on such terms and conditions and in accordance with such rules as set out in the Circular, be and is hereby approved and adopted;
 - the Directors be and are hereby authorised:-
 - to implement and establish the Atlantic 2015 RSP;
 - to modify and/or amend the Atlantic 2015 RSP from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the Atlantic 2015 RSP and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Atlantic 2015 RSP; and
 - to grant Awards in accordance with the provisions of the Atlantic 2015 RSP and to allot and issue and/or transfer from time to time such number of fully paid-up Shares in the capital of the Company as may be required to be issued and/or transferred pursuant to the exercise of the vesting of Awards under the Atlantic 2015 RSP, provided that the aggregate number of new Shares to be issued or existing Shares to be transferred pursuant to the Atlantic 2015 RSP, the Atlantic 2015 ESOS, the Atlantic 2015 PSP and all other share option or other share schemes of the Company shall not exceed 15% of the total number of issued Shares of the Company (excluding treasury shares, if any) on the day preceding that date; and
 - the Directors be and are hereby authorised to do all such acts and things (including executing all such documents as may be required) as they may consider necessary or desirable to give effect to this resolution.

- ORDINARY RESOLUTION 4**
THE PROPOSED PARTICIPATION OF A CONTROLLING SHAREHOLDER, MR WONG SIEW CHEONG, IN THE SCHEMES
That subject to and contingent upon the passing of ordinary resolutions 1, 2 and 3 above, the participation of Mr Wong Siew Cheong, a Controlling Shareholder of the Company, in the Atlantic 2015 ESOS, the Atlantic 2015 PSP and the Atlantic 2015 RSP (the "Schemes"), be and is hereby approved.

- ORDINARY RESOLUTION 5**
THE PROPOSED GRANT OF OPTIONS TO A CONTROLLING SHAREHOLDER, MR WONG SIEW CHEONG, UNDER THE ATLANTIC 2015 ESOS
That subject to and contingent upon the passing of ordinary resolutions 1 and 4 above,
- the proposed grant of Options to Mr Wong Siew Cheong, a Controlling Shareholder of the Company, under the Atlantic 2015 ESOS on terms to be determined at the sole discretion of the Committee on the following terms, be and is hereby approved:-

(A) Proposed date of grant of Options	: Any time within a period of two (2) weeks from the date of the EGM.
(B) Number of Options granted and number of Shares comprised in the Options	: 750,000 Options comprising 750,000 Shares (representing approximately 0.29% of the total number of issued Shares as at the Latest Practicable Date).
(C) Exercise Price of Options granted	: Average of the last dealt prices for the shares over the five (5) consecutive Market Days immediately preceding the date of grant of the options for which the shares were traded on the SGX-ST, rounded to the nearest whole cent in the event of fractional prices.
(D) Validity period of the Options	: Five (5) years from the Date of Grant.
(E) Exercise Period	: (i) 50% of the Options is exercisable at any time after the expiry of 12 months from the Date of Grant; and (ii) 50% of the Options is exercisable at any time after the expiry of 24 months from the Date of Grant.
 - the Directors be and are hereby authorised to allot and issue and/or transfer Shares upon the exercise of the Option(s) to be granted to Mr Wong Siew Cheong under the Atlantic 2015 ESOS.

ORDER OF THE BOARD
Chew Kok Liang/Loh Siew Lee
Joint Company Secretaries
14 April 2015

- Notes:-**
- Terms and expressions not defined herein shall have the same meanings ascribed to them in the Circular.
 - A member of the Company is entitled to attend and vote at meeting is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
 - The instrument appointing a proxy must be deposited at the Registered Office of the Company at 6 Battery Road, #10-01, Singapore 049909 not less than forty-eight (48) hours before the time appointed for holding the EGM.
- Personal Data Privacy:-**
"Personal data" in this Notice of AGM has the same meaning as "personal data" in the Personal Data Protection Act 2012 ("PDPA"), which includes your name and your proxy's and/or representative's name, address and NRIC/Passport number. By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's and its proxy(ies)'s or representative'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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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 express 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; (iii) undertakes that the member will only use the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iv) 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. Your personal data and your proxy's and/or representative's personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the Company's verification and record purposes. This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, Canaccord Genuity Singapore Pte. Ltd. ("Sponsor"), for compliance with the relevant rules of Singapore Exchange Securities Trading Limited (the "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 Ms Karen Soh, Managing Director, Corporate Finance, Canaccord Genuity Singapore Pte. Ltd., at 77 Robinson Road #21-02 Singapore 068896, telephone (65) 6854 6160.