



CH OFFSHORE LTD

(Co. Reg. No. 197600666D)

(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-Ninth Annual General Meeting of the Company will be held at 7 Shenton Way, Singapore Conference Hall, Singapore 068810 on Wednesday, 23 September 2015 at 2.30 p.m. for the following purposes:

Ordinary Business:

- 1 To receive and adopt the Audited Financial Statements for the financial year ended 30 June 2015 together with the reports of the Directors and the Auditors thereon. (Resolution 1)
- 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 12.5 SG cents per ordinary share for the financial year ended 30 June 2015. (Resolution 2)
- 3 To approve Directors' fees of S\$180,301 for the financial year ended 30 June 2015 (FY2014: S\$195,000). (Resolution 3)
- 4 To re-elect Mr. Thia Peng Heok George, being a Director who retires by rotation pursuant to Article 88 of the Articles of Association of the Company. (Resolution 4)
- 5 To re-elect Mr. Tan Kian Huay, being a Director who retires by rotation pursuant to Article 88 of the Articles of Association of the Company. (Resolution 5)
- 6 To re-elect Mr. James William Noe, being a Director who retires by rotation pursuant to Article 88 of the Articles of Association of the Company. (Resolution 6)
- 7 To re-elect Ms. Tan Sooh Whye, being a Director who retires by rotation pursuant to Article 88 of the Articles of Association of the Company. (Resolution 7)
- 8 To re-elect Mr. Gan Wah Kwang, being a Director who retires by rotation pursuant to Article 89 of the Articles of Association of the Company. (Resolution 8)
- 9 To re-appoint Messrs Deloitte & Touche LLP as Auditors of the Company and to authorise Directors to fix their remuneration. (Resolution 9)
- 10 To transact any other business that may be transacted at an Annual General Meeting.

As Special Business:

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

- 11 Share Issue Mandate (Resolution 10)
That pursuant to the Company's Articles of Association and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, authority be given to the Directors of the Company to issue shares ("Shares") whether by way of rights, bonus or otherwise, and/or 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 to such persons as the Directors may, in their absolute discretion, deem fit provided that:
 - (a) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, of which the aggregate number of Shares and convertible securities to be issued other than on a pro-rata basis to all shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares) in the share capital of the Company;
 - (b) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (a) above, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) of the Company as at the date of the passing of this Resolution, after adjusting for:
 - (i) new shares arising from the conversion or exercise of convertible securities;
 - (ii) new shares arising from exercising share options or vesting of Share awards outstanding or subsisting at the time this Resolution is passed; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of shares;
 - (c) And that such authority shall, unless revoked or varied by the Company in general meeting, continue in force (i) until the conclusion of the Company's next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier or (ii) in the case of shares to be issued in accordance with the terms of convertible securities issued, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of such convertible securities."

NOTICE OF BOOKS CLOSURE DATE

NOTICE IS HEREBY GIVEN that, subject to the approval of shareholders to the Final and Special dividends being obtained at the Thirty-Ninth Annual General Meeting to be held on 23 September 2015, the Transfer Books and the Register of Members of the Company will be closed on 2 October 2015 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 1 October 2015 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 1 October 2015 will be entitled to the Final and Special dividends.

The Final and Special dividends, if so approved by shareholders, will be paid on 13 October 2015.

By Order of the Board

Lim Mee Fun
Company Secretary
Singapore

7 September 2015

Explanatory Notes:

- Resolution 4 Mr. Thia Peng Heok George is considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"). He will, upon re-election as a Director of the Company, remain as the Chairman of the Audit and Nominating Committees and a member of the Remuneration Committee.
- Resolution 5 Mr. Tan Kian Huay is considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. He will, upon re-election as a Director of the Company, remain as the Chairman of the Remuneration Committee and a member of the Audit and Nominating Committees.
- Resolution 7 Ms. Tan Sooh Whye will, upon re-election as a Director of the Company, remain as a member of the Audit Committee.
- Resolution 10 The Ordinary Resolution 10 proposed in item 11, if passed, will empower the Directors from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue Shares and convertible securities in the Company up to an amount not exceeding fifty per centum (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to twenty per centum (20%) may be issued other than on a pro-rata basis. For the purpose of this resolution, the total number of issued shares (excluding treasury shares) is based on the Company's total number of issued shares (excluding treasury shares) at the time this proposed Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this proposed Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

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.