



EZRA HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
Company Registration No. 199901411N
NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Ezra Holdings Limited (the "Company") will be held at Klapsons, The Boutique Hotel-eighteen, 1 & 2 Level 18, 15 Hoe Chiang Road, Tower Fifteen, Singapore 089316, on 11 December 2015 at 10.00 a.m for the purpose of considering and, if thought fit, passing with or without amendment, the following resolution:

Ordinary Resolution

Approval for the Proposed Joint Venture with Chiyoda Corporation ("Chiyoda") in respect of the Subsea Services Business of the Company

That approval be and is hereby given for:

- (a) the proposed joint venture between the Company and Chiyoda, involving the purchase by Chiyoda of such number of ordinary shares in the issued share capital of a company which, as at the date hereof, is to be incorporated in England & Wales ("JVCo") from EMAS-AMC Holdings Pte Ltd, a wholly-owned subsidiary of the Company, and subscription by Chiyoda for such number of new ordinary shares in the issued share capital of JVCo, which will result in Chiyoda holding in aggregate 50 per cent. of the entire issued and paid-up share capital of JVCo (the "Proposed Transaction") on and subject to the terms and conditions set out in the binding share sale and subscription agreement entered into between the Company and Chiyoda on 29 September 2015 and performance of the Company's obligations therein; and
- (b) the Directors of the Company and each of them being hereby authorised to complete and do all such acts and things (including executing all such agreements and documents as may be required or desirable in connection with this Ordinary Resolution and the Proposed Transaction) as they or he may consider desirable, necessary or expedient in the interests of the Company to give full effect to this Ordinary Resolution and the Proposed Transaction.

By Order of the Board

Yeo Keng Nien
Company Secretary
26 November 2015, Singapore

Notes:

1. A member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote on his behalf. A member of the Company that is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.
2. The instrument appointing a proxy or proxies must be deposited at the office of Boardroom Corporate & Advisory Services located at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than 48 hours before the time appointed for the Extraordinary General Meeting.
3. The instrument of appointing a proxy or proxies must be signed by the appointor or his attorney duly authorised in writing. Where the instrument of proxy is executed by a corporation, it must be either under its seal or under the hand of any officer or attorney duly authorised.
4. Investors who have used their CPF account savings to buy shares in the capital of the Company and who wish to attend the Extraordinary General Meeting as observers are to register with their respective CPF agent banks.

Personal data privacy:

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