



## COURAGE MARINE GROUP LIMITED

勇利航業集團有限公司

(Incorporated in Bermuda with limited liability)

(Hong Kong Stock Code: 1145)

(Singapore Stock Code: ATL.SI)

### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the special general meeting ("Special General Meeting") of Courage Marine Group Limited (the "Company") will be held at Suntec Singapore International Convention & Exhibition Centre, Meeting Rooms 300-301, Level 3, 1 Raffles Boulevard, Suntec City, Singapore 039593 on Monday, 12 December 2016 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendment(s), the following ordinary and special resolutions.

*Unless otherwise defined, all capitalised terms herein shall have the same meanings as defined in the circular of the Company dated 11 November 2016 issued by the Company to Shareholders (the "Circular").*

#### ORDINARY RESOLUTION –

#### THE PROPOSED CONVERSION OF THE COMPANY'S LISTING STATUS FROM A PRIMARY LISTING TO A SECONDARY LISTING ON THE MAIN BOARD OF THE SGX-ST

**"That:**

- (a) with effect from a date to be determined by the Directors, approval be and is hereby given for the conversion of the Company's listing status from a primary listing to a secondary listing on the Main Board of the SGX-ST; and
- (b) all Directors and each of them be and is hereby authorised to complete and do all such acts and things (including but not limited to executing or amending all such documents as may be required) as he/she may consider expedient, necessary, appropriate or desirable to give effect to this resolution."

#### SPECIAL RESOLUTION –

#### THE PROPOSED AMENDMENTS TO THE BYE-LAWS IN CONNECTION WITH THE PROPOSED CONVERSION

**"That** subject to and contingent upon the passing of the Ordinary Resolution:

- (a) the amended Bye-laws as contained in Appendix C of the Circular (which incorporates the Proposed Amendments to the Bye-laws as contained in Appendix B to the Circular) and submitted to this Special General Meeting be approved and adopted as the Bye-laws in substitution for, and to the exclusion of, the existing Bye-laws with effect from the date of completion of the Proposed Conversion; and
- (b) any Director be and is hereby authorised to complete and do all such acts and things (including but not limited to executing or amending all such documents as may be required) as he/she may consider expedient, necessary, appropriate or desirable to give effect to this resolution."

Singapore and Hong Kong, 11 November 2016

By Order of the Board

**Lee Pih Peng**

*Company Secretary*

Notes:

1. A Singapore Proxy Form (for Singapore Shareholders), a HK Proxy Form (for Hong Kong Shareholders) or a Depositor Proxy Form (for Depositors) is enclosed herewith.
2. A Shareholder who is entitled to attend and vote at the Special General Meeting is entitled to appoint no more than two proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder.
3. A Shareholder in Singapore who wishes to appoint a proxy should complete the Singapore Proxy Form. Thereafter, the Singapore Proxy Form must be lodged at the office of the Company's Singapore share transfer agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than forty-eight (48) hours before the time appointed for the Special General Meeting or any adjourned meeting thereof (as the case may be).
4. A Shareholder in Hong Kong who wishes to appoint a proxy should complete the HK Proxy Form. Thereafter, the HK Proxy Form must be lodged at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than forty-eight (48) hours before the time appointed for the Special General Meeting or any adjourned meeting thereof (as the case may be).
5. Subject to paragraph 6 below, pursuant to Bye-law 77 of the Bye-laws, unless the CDP specifies otherwise in a written notice to the Company, CDP shall be deemed to have appointed Depositors who are individuals and whose names are shown in the Depository Register (as defined in Section 815F of the SFA) as at a time not earlier than forty-eight (48) hours prior to the time of the relevant general meeting supplied by the CDP to the Company as the CDP's proxies to vote on behalf of the CDP at a general meeting of the Company, in respect of such number of shares of the Company set out opposite their respective names in the Depository Register as at the date falling forty-eight (48) hours before the relevant general meeting. Accordingly, a Depositor who wishes to attend and vote in person at the Special General Meeting can do so without having to submit the Depositor Proxy Form, provided that a Depositor who is a corporation and who wishes to attend the Special General Meeting must submit the Depositor Proxy Form for the appointment of person(s) to attend and vote at the Special General Meeting on its behalf.
6. A Depositor whose name appears in the Depository Register and who is unable to attend personally but wishes to appoint a nominee to attend and vote on his/her behalf, or if such Depositor is a corporation, should complete the Depositor Proxy Form and lodge the same at the office of the Company's Singapore share transfer agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 not later than forty-eight (48) hours before the time appointed for the Special General Meeting or any adjourned meeting thereof (as the case may be).
7. Where a Shareholder appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified.
8. The instrument appointing a proxy shall be in writing under the hand of the appointor or by his/her attorney duly authorised in writing. If a Shareholder or Depositor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.
9. Completion and return of the Shareholder Proxy Form, the HK Proxy Form or the Depositor Proxy Form will not preclude members from attending and voting in person at the meeting or at any adjournment thereof (as the case may be) should they so wish, and in such event, such proxy form shall be deemed to be revoked.
10. Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members in respect of the Shares shall be accepted to the exclusion of the votes of the other registered holders.

#### Personal data privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Special General Meeting and/or any adjournment thereof, a Shareholder (i) consents to the collection, use and disclosure of the Shareholder'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 Special General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Special 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 Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the Shareholder 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 Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.