



PACIFIC RADIANCE LTD
COMPANY REGISTRATION NUMBER 200609894C

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of the Company will be held at 15 Pandan Road, Singapore 609263 on Thursday, 28 April 2016 at 10.00 a.m. to transact the following business:-

AS ORDINARY BUSINESS

- To receive and consider the Audited Financial Statements of the Company for the financial year ended 31 December 2015 and the Directors' Statement and the Independent Auditors' Report thereon. **(Resolution 1)**
- To declare a first and final tax exempt one-tier dividend of S\$0.01 per ordinary share for the financial year ended 31 December 2015. **(Resolution 2)**
- To approve the Directors' fees of S\$432,000.00 for the financial year ending 31 December 2016. **(Resolution 3)**
- To re-elect the following Directors retiring pursuant to Article 111 of the Company's Constitution, and who, being eligible, offered themselves for re-election:-

Article 111

- Mr Pang Yoke Min **(Resolution 4)**
- Mr Pang Wei Meng **(Resolution 5)**
- Ms Ooi Chee Kar **(Resolution 6)**
- Mr Ng Tiong Gee **(Resolution 7)**

(See Explanatory Note 1)

- To re-appoint Messrs Ernst & Young LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 8)**

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
 - "That, pursuant to Section 161 of the Companies Act, Chapter 50, and the listing rules of the Singapore Exchange Securities Trading Limited, 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:
 - issue shares in the capital of the Company whether by way of rights, bonus, or otherwise;
 - make or grant offers, agreements, or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "Instruments"), including but not limited to, the creation and issue of warrants, debentures or other instruments convertible into shares;
 - issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and
 - (Notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority 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) does not exceed 50% of the total number of issued shares excluding treasury shares of the Company, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro rata basis to shareholders of the Company, does not exceed 20% of the total number of issued shares excluding treasury shares of the Company, and for the purpose of this resolution, the issued share capital shall be the Company's total number of issued shares excluding treasury shares at the time this resolution is passed, after adjusting for;
 - new shares arising from the conversion or exercise of convertible securities,
 - new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the Singapore Exchange Securities Trading Limited, and
 - any subsequent bonus issue, consolidation or subdivision of the Company's shares, and
- such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next AGM or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier." **(Resolution 9)**

(See Explanatory Note 2)

- Authority to grant awards and issue shares under the Pacific Radiance Performance Share Plan
"That approval be and is hereby given to the Directors of the Company to:
 - grant awards in accordance with the provisions of the Pacific Radiance Performance Share Plan (the "Performance Share Plan"); and
 - allot and issue such number of ordinary shares in the capital of the Company as may be required to be delivered pursuant to the vesting of awards under the Performance Share Plan, provided that the aggregate number of new shares to be issued under the Performance Share Plan shall not exceed 15% of the total number of issued shares (excluding treasury shares) from time to time, and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier." **(Resolution 10)**

(See Explanatory Note 3)

- Grant of Share Awards to Mr Pang Yoke Min
"That, subject to and contingent upon the passing of Resolution 10, the proposed grant of a share award to Mr Pang Yoke Min, a Controlling Shareholder of the Company, in accordance with the provisions of the Performance Share Plan on the following terms:
 - Proposed date of grant: On or about 01 July 2016
 - Number of shares which are the subject of the share award to be granted: 218,000
 - Vesting period of the share award: 50% of total shares granted shall vest and become exercisable 2 years from date of grant, and remaining 50% of total shares granted shall vest and become exercisable 3 years from date of grant." **(Resolution 11)**

(See Explanatory Note 4)

- Grant of Share Awards to Mr Pang Wei Meng
"That, subject to and contingent upon the passing of Resolution 10, the proposed grant of a share award to Mr Pang Wei Meng, an associate of Mr Pang Yoke Min who is a Controlling Shareholder of the Company, in accordance with the provisions of the Performance Share Plan on the following terms:
 - Proposed date of grant: On or about 01 July 2016
 - Number of shares which are the subject of the share award to be granted: 142,000
 - Vesting period of the share award: 50% of total shares granted shall vest and become exercisable 2 years from date of grant, and remaining 50% of total shares granted shall vest and become exercisable 3 years from date of grant." **(Resolution 12)**

- Grant of Share Awards to Mr Pang Wei Kuan, James
"That, subject to and contingent upon the passing of Resolution 10, the proposed grant of a share award to Mr Pang Wei Kuan, James, an associate of Mr Pang Yoke Min who is a Controlling Shareholder of the Company, in accordance with the provisions of the Performance Share Plan on the following terms:
 - Proposed date of grant: On or about 01 July 2016
 - Number of shares which are the subject of the share award to be granted: 142,000
 - Vesting period of the share award: 50% of total shares granted shall vest and become exercisable 2 years from date of grant, and remaining 50% of total shares granted shall vest and become exercisable 3 years from date of grant." **(Resolution 13)**

- The Proposed Renewal of Share Buyback Mandate
"That:
 - for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 of Singapore (the "Companies Act"), the exercise by the directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company (the "Shares") not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices as may be determined by the directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:-
 - an on-market share acquisition ("On-Market Purchase") transacted on the Singapore Exchange Securities Trading Limited (the "SGX-ST") trading system, through one or more duly licensed stockbrokers appointed by the Company for such purpose; and/or
 - off-market share acquisition ("Off-Market Purchase") pursuant to an equal access scheme(s) as may be determined or formulated by the Directors in their discretion, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act, and otherwise be in accordance with all other laws, the listing manual of the SGX-ST and other regulations and rules of the SGX-ST,(the "Share Buyback Mandate");
 - unless varied or revoked by the Company in a general meeting, the authority conferred on the directors of the Company pursuant to the Share Buyback Mandate may be exercised by the directors of the Company at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:-
 - the date on which the next AGM of the Company is held or required by law to be held; or
 - the date on which the authority conferred by the Share Buyback Mandate is revoked or varied by the Company in a general meeting, or
 - the date on which the Share Buybacks are carried out to the full extent mandated; and
 - the directors of the Company and/or any of them be and is hereby authorised to do such acts and things (including, without limitation, enter into all transactions, arrangements and agreements and executing such documents) as they and/or he may consider necessary or expedient to give effect to this resolution.

In this Resolution:-

"Maximum Limit" means that number of Shares representing 10% of the issued ordinary share capital of the Company as at the date of the passing of this Resolution, unless the Company has effected a reduction or increase of the ordinary share capital of the Company in accordance with the applicable provisions of the Act at any time during the Relevant Period (as defined below), in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered. Any of the Shares held by the Company as treasury shares shall be disregarded for purposes of computing the 10% limit;

"Maximum Price" in relation to a Share to be purchased or acquired, means the price paid per Share which does not exceed 105% of the average of the closing market prices of the Shares over the last 5 Market Days, on which transactions in the Shares were recorded, before the day on which the purchases are made and deemed to be adjusted for any corporate action which occurs after the relevant 5-day period.

The Maximum Price shall apply to both On-Market Purchases and Off-Market Purchases and shall exclude brokerage fees, commission, stamp duties payable, applicable goods and services tax, clearance fees and other related expenses; and

"Relevant Period" means the period commencing from the date of passing of this Resolution and expiring on the date the next AGM of the Company is held or is required by law to be held, or the date on which the purchases of the Shares are carried out to the full extent mandated, whichever is earlier, unless prior to that, it is varied or revoked by resolution of the Shareholders of the Company in a general meeting." **(Resolution 14)**

(See Explanatory Note 5)

BY ORDER OF THE BOARD

Lin Moi Heyang
Company Secretary
13 April 2016

Notes:

- A member of the Company entitled to attend and vote at the AGM is entitled to appoint one or two proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
- The instrument appointing a proxy must be lodged at the office of the Singapore Share Registrar and Share Transfer Office, either by hand at 80 Robinson Road, #11-02 Singapore 068898, or by post to 80 Robinson Road, #02-00, Singapore 068898, at least 48 hours before the time appointed for the AGM. The sending of a Proxy Form by a member does not preclude him from attending and voting in person at the AGM if he so wishes. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the AGM in person and, in such event, the Company reserves the right to refuse to admit any person or persons appointed under the Proxy Form to the AGM.

Explanatory Notes:-

- Both Ms Ooi Chee Kar and Mr Ng Tiong Gee are considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
Ms Ooi Chee Kar will, upon re-election as a Director of the Company, remain as a member of Audit Committee.
Mr Ng Tiong Gee will, upon re-election as a Director of the Company, remain as a Chairman of Nominating Committee, and a member of Remuneration Committee.
Key information on the retiring directors can be found on pages 9 to 13 of the Annual Report.
- The ordinary resolution no. 9 under item no. 6 is to authorise the Directors of the Company from the date of this AGM until the next AGM to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 50 percent of total number of issued shares excluding treasury shares of the Company, of which the total number of shares and convertible securities issued other than on a pro-rata basis to existing shareholders shall not exceed 20 percent of the total number of issued shares excluding treasury shares of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next AGM of the Company.
- The ordinary resolution no. 10 under item no. 7 is to authorise the Directors of the Company from the date of this AGM until the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held, or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to offer and grant awards under the Performance Share Plan, and to allot and issue shares in the capital of the Company pursuant to the Performance Share Plan provided that the aggregate number of shares to be issued under the Performance Share Plan does not exceed 15% of the total number of issued shares excluding treasury shares of the Company from time to time.
- Mr Pang Yoke Min is our Executive Chairman and is, through his shareholding in YM InvestCo Pte. Ltd., also a Controlling Shareholder of the Company. His contributions in terms of his expertise, knowledge and vision have played a pivotal role in our Group's development and growth. He is responsible for our Group's overall strategic direction and growth, and has led its swift transformation into a promising major player in the provision of offshore vessels. The extension of the Performance Share Plan to Mr Pang Yoke Min would align the interests of key management or Controlling Shareholders with the long term development of the Company. This is consistent with our Company's objective to motivate our senior management and employees to achieve and maintain a high level of performance and contribution, which is vital to the success of our Company. The extension of the Performance Share Plan to him will ensure that he is equally entitled to take part in and benefit from this system of remuneration, thereby further enhancing his long-term commitment to our Company. Our Company recognises that Mr Pang Yoke Min will continue to play an integral role in driving the strategic development and success of our Group and therefore wishes to allow Mr Pang Yoke Min to participate in the Performance Share Plan.
- The ordinary resolution no. 14 under item no. 11 is to authorise the Directors from the date of the above AGM until the date of the next AGM, or the date by which the next AGM of the Company is required by law to be held or the date on which such authority is revoked or varied by the Shareholders in a general meeting, whichever is the earliest, to purchase up to ten percent (10%) of the total number of issued Shares in the capital of the Company. Please refer to the Appendix to this Notice of Annual General Meeting for details.