



## MTQ CORPORATION LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration No. 196900057Z)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

All capitalised terms used in this Notice of EGM which are not defined herein shall have the same meaning ascribed to them in the Circular to Shareholders dated 13 September 2019.

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of MTQ Corporation Limited (the "**Company**") will be held at Genting Hotel Jurong, Genting Ballroom 3, Level 1, 2 Town Hall Link, Singapore 608516 on 1 October 2019 at 10.00a.m. for the purpose of considering and, if thought fit, passing with or without any amendments, the following resolutions:

#### ORDINARY RESOLUTION 1: APPROVAL FOR THE PROPOSED DISPOSAL

**IT IS RESOLVED** That:

- (a) approval be and is hereby given, for the purpose of Chapter 10 of the Listing Manual of the SGX-ST, for the disposal of all the issued securities, representing the entire issued and paid-up capital of the Direct Target Companies and Indirect Target Companies, by Neptune Marine Services Limited ("**Neptune Marine**"), a subsidiary of the Company to MMA Offshore Limited ("**Buyer**") for a consideration comprising (a) cash of A\$5,000,000; and (b) ordinary shares in the capital of the Buyer, in accordance with the terms and conditions of the sale and purchase agreement entered into between the Neptune Marine and the Buyer dated 23 July 2019 ("**SPA**"); and
- (b) the Directors of the Company and each of them be and are hereby authorised to take such steps, approve all matters, implement, execute, perfect or give effect to complete and do all such acts and things (including executing all such documents as may be required) for the purposes of giving effect to or facilitating the Proposed Disposal with full power to assent to any condition, amendment, alteration, modification or variation (including to the SPA) as may be required or as they or he may in their/his absolute discretion consider necessary, desirable or expedient in the interests of the Company to complete the transactions contemplated in the Proposed Disposal and to give effect to this Resolution.

#### ORDINARY RESOLUTION 2: APPROVAL FOR THE DEED OF GUARANTEE

**IT IS RESOLVED** That, conditional upon the approval by Shareholders of Ordinary Resolution 1:

- (a) in connection with the Proposed Disposal, approval be and is hereby given for the Company to deliver the deed of guarantee dated 23 July 2019 entered into between the Company and the Buyer ("**Deed of Guarantee**"), and for the Company to assume and undertake all the obligations of the Company under the terms and conditions thereunder, including without limitation, to guarantee the obligations assumed by and imposed on Neptune Marine or any of its subsidiaries under or in connection with the SPA or any document contemplated by or entered into in connection with the SPA; and
- (b) the Directors of the Company and each of them be and are hereby authorised to take such steps, approve all matters, implement, execute, perfect or give effect to complete and do all such acts and things (including executing all such documents as may be required) for the purposes of giving effect to or facilitating the performance of any obligation under the Deed of Guarantee with full power to assent to any condition, amendment, alteration, modification or variation as may be required or as they or he may in their/his absolute discretion consider necessary, desirable or expedient in the interests of the Company to complete the transactions contemplated in the Deed of Guarantee and to give effect to this Resolution.

By Order of the Board

**Tan Lee Fang**

Company Secretary  
Singapore, 13 September 2019

#### Notes:

- (1) Unless otherwise defined, all capitalised terms shall have the meanings ascribed to them in the Company's Circular dated 13 September 2019.
- (2) A Member who is not a relevant intermediary, is entitled to appoint more than two proxies to attend and vote in his/her stead at the Extraordinary General Meeting (the "**Meeting**").
- (3) A Member who is a relevant intermediary, is entitled to appoint more than two proxies to attend and vote at the Meeting, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such Member.
- (4) A proxy need not be a member of the Company.
- (5) The instrument appointing the proxy that has been executed by a Shareholder must be deposited at the registered office of the Company at 182 Pandan Loop, Singapore 128373 not less than forty-eight (48) hours before the time fixed for holding the Meeting.

#### PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 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, administration by the Company (or its agents) of proxies and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 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.