



BH GLOBAL MARINE LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No.: 200404900H)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of **BH GLOBAL MARINE LIMITED** (“Company”) will be held at The Boardroom, 8 Penjuru Lane, Singapore 609189 on 14 April 2009 at 11.00 a.m. (or immediately after the conclusion of the Annual General Meeting of the Company to be held at 10.00 a.m. on the same day and at the same place) for the purpose of considering, and if thought fit, passing, with or without modifications, the following ordinary resolutions:

ORDINARY RESOLUTION 1:

THE PROPOSED SHARE PURCHASE MANDATE

THAT:

- (a) for the purposes of Sections 76C and 76E of the Companies Act (Chapter 50) of Singapore (“Companies Act”), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued and fully paid ordinary shares in the Company (the “Shares”) not exceeding in aggregate the Prescribed Limit (as hereinafter 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 hereinafter defined), whether by way of:
- market purchases (each a “Market Purchase”) on the Singapore Exchange Securities Trading Limited (“SGX-ST”); and/or
 - off-market purchases (each an “Off-Market Purchase”) effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “Share Purchase Mandate”);

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate in paragraph (a) of this Resolution 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 Annual General Meeting of the Company is held;
- the date by which the next Annual General Meeting of the Company is required by law to be held; or
- the date on which purchases or acquisitions of Shares are carried out to the full extent mandated;

- (c) in this Resolution:

“Prescribed Limit” means, subject to the Companies Act, ten per cent. (10.00%) of the total number of issued Shares of the Company (excluding any Shares which are held as treasury shares) as at the date of the passing of this Resolution; and

“Maximum Price”, in relation to a Share to be purchased, means an amount (excluding brokerage, commission, stamp duties, clearance fees, applicable goods and services tax and other related expenses) not exceeding:

- in the case of a Market Purchase, one hundred and five per cent. (105%) of the Average Closing Price (as defined hereinafter); and
- in the case of an Off-Market Purchase pursuant to an equal access scheme, one hundred and twenty per cent. (120%) of the Average Closing Price (as defined hereinafter),

where:

“Average Closing Price” means the average of the closing market prices of the Shares over the last five (5) Market Days on the SGX-ST, on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-market Purchase, and deemed to be adjusted for any corporate action that occurs after such five-Market Day period;

“day of the making of the offer” means the day on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from its Shareholders, stating therein the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-market Purchase; and

“Market Day” means a day on which the SGX-ST is open for trading in securities;

- (d) the Directors of the Company be and are hereby authorised to deal with the Shares purchased or acquired by the Company pursuant to the Share Purchase Mandate in any manner as they think fit, which is permissible under the Companies Act; and

- (e) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

ORDINARY RESOLUTION 2:

THE PROPOSED BH GLOBAL MARINE PERFORMANCE SHARE PLAN 2009

THAT:

- (a) the performance share plan to be known as the “BH Global Marine Performance Share Plan 2009” (the “Plan”) details of which are set out in the Circular dated 27 March 2009 to the Shareholders, under which awards (“Awards”) of Shares, will be granted, free of payment, to selected employees of the Group, be and is hereby approved.

- (b) the Directors of the Company be and are hereby authorised:

- to establish and administer the Plan;
- to modify and/or alter the Plan from time to time, provided such modification and/or alternation is effected in accordance with the provisions of the Plan and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the Plan;
- to grant Awards in accordance with the provisions of the Plan and pursuant to Section 161 of the Companies Act, to allot and issue from time to time such number of fully paid-up Shares in the capital of the Company as may be required to be issued pursuant to the vesting of Awards provided that the aggregate number of Shares to be issued or issuable pursuant to the Plan, subject to the passing of this Ordinary Resolution 2, and the Plan, shall not exceed fifteen per cent. (15%) of the issued Shares of the Company (excluding any shares held in treasury) from time to time;
- subject to the same being allowed by law, to apply any share purchased or acquired under any share purchase mandate and to deliver such existing Shares (including any shares held in treasury) towards the satisfaction of Awards granted under the Plan; and
- to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this Resolution.

ORDINARY RESOLUTION 3:

PROPOSED PARTICIPATION OF ALVIN LIM HWEH HONG IN THE BH GLOBAL MARINE PERFORMANCE SHARE PLAN 2009

THAT subject to and contingent upon the passing of Ordinary Resolution 2 above, approval be and is hereby given for the participation of Alvin Lim Hweh Hong, a Controlling Shareholder of the Company, in the BH Global Marine Performance Share Plan 2009.

ORDINARY RESOLUTION 4:

PROPOSED PARTICIPATION OF VINCENT LIM HUI ENG IN THE BH GLOBAL MARINE PERFORMANCE SHARE PLAN 2009

THAT subject to and contingent upon the passing of Ordinary Resolution 2 above, approval be and is hereby given for the participation of Vincent Lim Hui Eng, a Controlling Shareholder of the Company, in the BH Global Marine Performance Share Plan 2009.

ORDINARY RESOLUTION 5:

PROPOSED PARTICIPATION OF PATRICK LIM HUI PENG IN THE BH GLOBAL MARINE PERFORMANCE SHARE PLAN 2009

THAT subject to and contingent upon the passing of Ordinary Resolution 2 above, approval be and is hereby given for the participation of Patrick Lim Hui Peng, a Controlling Shareholder of the Company, in the BH Global Marine Performance Share Plan 2009.

ORDINARY RESOLUTION 6:

PROPOSED PARTICIPATION OF JOHNNY LIM HUAY HUA IN THE BH GLOBAL MARINE PERFORMANCE SHARE PLAN 2009

THAT subject to and contingent upon the passing of Ordinary Resolution 2 above, approval be and is hereby given for the participation of Johnny Lim Huay Hua, a Controlling Shareholder of the Company, in the BH Global Marine Performance Share Plan 2009.

ORDINARY RESOLUTION 7:

PROPOSED PARTICIPATION OF EILEEN LIM CHYE HOON IN THE BH GLOBAL MARINE PERFORMANCE SHARE PLAN 2009

THAT subject to and contingent upon the passing of Ordinary Resolution 2 above, approval be and is hereby given for the participation of Eileen Lim Chye Hoon, a Controlling Shareholder of the Company, in the BH Global Marine Performance Share Plan 2009.

ORDINARY RESOLUTION 8:

PROPOSED PARTICIPATION OF HING KAH WAH IN THE BH GLOBAL MARINE PERFORMANCE SHARE PLAN 2009

THAT subject to and contingent upon the passing of Ordinary Resolution 2 above, approval be and is hereby given for the participation of Hing Kah Wah, an Associate of a Controlling Shareholder of the Company, in the BH Global Marine Performance Share Plan 2009.

All capitalised terms used in this Notice which are not defined herein shall unless the context otherwise requires have the same meanings ascribed to them in the Company’s Circular to Shareholders dated 27 March 2009 (including supplements and modifications thereto).

BY ORDER OF THE BOARD

BH GLOBAL MARINE LIMITED

Alvin Lim Hweh Hong

Executive Chairman

Singapore

27 March 2009

Notes:

- A member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where such member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholding to be represented by each proxy. A proxy need not be a member of the Company. If the appointer is a corporation, the proxy must be executed under seal or the hand of its duly authorized officer or attorney.
- The instrument or form appointing a proxy, duly executed, must be deposited at the registered office of the Company at 8 Penjuru Lane, Singapore 609189 not less than 48 hours before the time appointed for holding the Extraordinary General Meeting in order for the proxy to be entitled to attend and vote at the Extraordinary General Meeting.