



BENG KUANG MARINE LIMITED

(Registration No. 199400196M)

(Incorporated in the Republic of Singapore)

PROPOSED PLACEMENT OF UP TO 15,625,000 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AT THE PLACEMENT PRICE OF S\$0.32 PER PLACEMENT SHARE

– ENTRY INTO PLACEMENT AGREEMENT

1. INTRODUCTION

- 1.1. The board of directors (the “**Board**” or the “**Directors**”) of Beng Kuang Marine Limited (the “**Company**”, together with the subsidiaries, the “**Group**”) wishes to announce that the Company has on 26 February 2026 entered into a placement agreement with SAC Capital Private Limited (the “**Placement Agent**”) (the “**Placement Agreement**”).
- 1.2. Pursuant to the Placement Agreement, the Company has agreed to offer, by way of placement, and the Placement Agent has agreed, on a best endeavours basis, to procure subscriptions for, an aggregate of up to 15,625,000 fully paid-up ordinary shares in the capital of the Company (the “**Placement Shares**”) at an issue price of S\$0.32 for each Placement Share (the “**Placement Price**”), amounting to an aggregate consideration of up to S\$5,000,000 (the “**Proposed Placement**”).
- 1.3. The Proposed Placement is not underwritten and will be undertaken by way of an exempt offering in Singapore in accordance with Sections 272B (private placement), 274 (institutional investors) and Section 275 (accredited investors and certain other persons) of the Securities and Futures Act 2001 (“**SFA**”) of Singapore. Accordingly, no prospectus, offer document or offer information statement will be issued by the Company in connection with the Proposed Placement.

2. THE PROPOSED PLACEMENT

2.1. Placement Price

The Placement Price was arrived at pursuant to discussions with the Placement Agent, taking into account, among others, the prevailing market price of the ordinary shares of the Company (the “**Shares**”) and represents a premium of approximately 3.09% to the volume weighted average price of S\$0.3104 per Share for trades done on the Shares on the SGX-ST for the full market day on 23 February 2026, being the last full market day preceding the date the Placement Agreement was signed.

2.2. Placement Shares

- (a) The Placement Shares represent approximately 7.48% of the existing issued and paid-up share capital of the Company comprising 208,997,423 Shares as at the date of this announcement (excluding treasury shares) and will represent approximately 6.96% of the enlarged issued and paid-up share capital of the Company (excluding treasury shares) of 224,622,423 Shares.
- (b) The Placement Shares will be issued free from all claims, pledges, mortgages, charges, liens and encumbrances, and shall rank *pari passu* with the existing Shares and carry all rights similar to the existing Shares at the time of completion of the Proposed Placement

(“**Completion**”), except that the Placement Shares will not rank for any dividends, rights, allotments or other distributions, the record date for which falls on or before the Completion Date (as defined below).

- (c) The Placement Shares will not be placed to any person who is a director or a substantial shareholder of the Company as at the date of this announcement, an interested person as defined in Chapter 9 of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) Listing Manual or any other person in the categories set out in Rule 812(1) of the SGX-ST Listing Manual, unless (i) such persons fall within the exemptions set out in Rule 812(3) of the SGX-ST Listing Manual; or (ii) such subscription is otherwise agreed to by the SGX-ST.
- (d) The Proposed Placement will not result in any transfer of controlling interest in the Company.

2.3. Shareholders’ approval for the issuance of the Placement Shares

The Company will be relying on the existing general share issue mandate approved by shareholders of the Company (“**Shareholders**”) by way of an ordinary resolution (“**Share Issue Mandate**”) at the annual general meeting of the Company held on 21 April 2025 (the “**2025 AGM**”).

The Share Issue Mandate authorises the Directors to allot and issue new Shares not exceeding 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings), of which the aggregate number of Shares to be issued other than on a *pro rata* basis to Shareholders does not exceed 20.0% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the 2025 AGM, after adjusting for:

- (a) new Shares arising from the conversion or exercise of the instruments or any convertible securities or share options or vesting of share awards which were issued and outstanding or subsisting at the time the resolution for the Share Issue Mandate was passed; and
- (b) any subsequent bonus issue, consolidation or sub-division of Shares.

The number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the 2025 AGM was 199,213,406 Shares. Since the date of the 2025 AGM, an aggregate of 1,756,950 new Shares have been allotted and issued pursuant to the exercise of the bonus warrants which were issued on 4 September 2024 (“**Bonus Warrants Issue**”). The Bonus Warrants Issue were undertaken pursuant to the general share issue mandate approved by Shareholders through the annual general meeting held by the Company on 26 April 2024 and were outstanding and subsisting at the time the resolution for the Share Issue Mandate was passed. Please refer to the announcements issued by the Company on 5 August 2024, 20 August 2024 and 3 September 2024 in relation to Bonus Warrants Issue for further details (the “**Bonus Warrants Issue Announcements**”).

Pursuant to the above, the maximum number of Shares to be issued other than on a pro-rata basis under the Share Issue Mandate is 40,194,071 Shares. No Shares were previously allotted and issued under the Share Issue Mandate. Accordingly, the proposed allotment and issue of up to 15,625,000 Placement Shares pursuant to the Proposed Placement will be within the limits of the Share Issue Mandate and specific approval from Shareholders for the allotment and issue of the Placement Shares is not required.

2.4. Additional Listing Application

The Company will be applying to the SGX-ST for the dealing in, listing of and quotation for the Placement Shares on the SGX-ST Mainboard and will make the necessary announcement upon receipt of the listing and quotation notice from the SGX-ST.

3. SALIENT TERMS OF THE PLACEMENT AGREEMENT

3.1. Placement commission

In consideration of the agreement of the Placement Agent procuring end-placees on a best endeavours basis for the Placement Shares, the Company shall pay to the Placement Agent, a placement commission of 3.0% of the Placement Price for each Placement Share for which the Placement Agent has procured subscribers as at the Completion Date (as defined below) (each, a “**Placed Share**”) (and if applicable, goods and services tax thereon), according to the relevant number of Placed Shares placed through the Placement Agent pursuant to the Placement.

3.2. Placement completion

Subject to the terms and conditions of the Placement Agreement, completion of the Proposed Placement (the “**Completion**”) shall take place on the date falling three (3) business days after the last of the conditions under the Placement Agreement are fulfilled (the “**Completion Date**”), but in any event being a date not later than the date falling eight (8) weeks after the date of the Placement Agreement or such other date as the Company and the Placement Agent may mutually agree (the “**Cut-Off Date**”).

3.3. Conditions precedent

Completion of the Proposed Placement pursuant to the Placement Agreement is conditional upon, *inter alia*, the following conditions:

- (a) as of Completion Date, the SGX-ST having granted the approval-in-principle for the listing and quotation of the Placement Shares on the SGX-ST and such approval not having been withdrawn or revoked before Completion;
- (b) as of Completion Date, the trading of the Shares on the Mainboard not being suspended by the SGX-ST (other than a trading halt on a temporary basis requested by the Company) and the Shares not having been delisted from the Mainboard;
- (c) the exemption under Sections 272(B), 274 and 275 of the SFA being applicable to the Proposed Placement under the Placement Agreement;
- (d) the allotment, issue and subscription of the Placement Shares not being prohibited by any statute, order, rule, regulation or directive promulgated or issued after the date of the Placement Agreement by any legislative, executive or regulatory body or authority of Singapore or any other jurisdiction, which is applicable to the Company or the Placement Agent;
- (e) the delivery to the Placement Agent on Completion Date, of a completion certificate, substantially in the form set out in the Placement Agreement, signed on behalf of the Company by its duly authorised officers;
- (f) there not having occurred, subsequent to the date of the Placement Agreement, any circumstance, event or situation which in the reasonable opinion of the Placement Agent, exercised in good faith, constitutes or is reasonably likely to have a Material Adverse Effect, and which renders or is reasonably likely to render it impracticable or inadvisable or inexpedient to proceed with the Placement or is reasonably likely to prejudice materially the success of the Proposed Placement or dealings in the Placement Shares in the secondary market; and
- (g) the representations, warranties and undertakings given by the Company in the Placement Agreement remaining true and correct in all material respects as at the Completion Date and the Company having performed all of its obligations under the Placement Agreement to be performed on or before the Completion Date.

For the purposes of this section 3.3, “**Material Adverse Effect**” means any material adverse effect on (i) the financial condition, prospects, earnings, business, properties, assets or results of operations of the Group taken as a whole whether or not arising from transactions in the ordinary course of business or (ii) the ability of the Company to perform in any material respect its obligations under the Placement Agreement.

The Placement Agent may, and upon such terms as it thinks fit, waive compliance with any of the conditions contained in the Placement Agreement and any condition so waived shall be deemed to have been satisfied provided always that any such waiver as aforesaid shall be without prejudice to its right to elect to treat any further or other breach, failure or event as releasing and discharging it from its obligations under the Placement Agreement.

If any of the conditions contained in the Placement Agreement has not been satisfied on or before the Cut-Off Date, the Placement Agreement shall automatically terminate and shall be of no further effect and no party to the Placement Agreement shall be under any liability to the other in respect of the Placement Agreement for the relevant Placement Shares save for the surviving provisions as specified under the Placement Agreement.

4. RATIONALE OF THE PROPOSED PLACEMENT AND USE OF PROCEEDS

4.1. Rationale

The Company has decided to undertake the Proposed Placement in order to raise funds for working capital purposes. The Directors are of the opinion that the Proposed Placement is beneficial to the Group as this will improve its liquidity to support working capital for the business operation and meanwhile enlarge the Group’s asset base in line with its core business strategy.

4.2. Use of proceeds

- (a) The estimated net proceeds from the Proposed Placement, after deducting estimated fees and expenses (including listing and application fees, the commission payable to the Placement Agent, professional fees and other miscellaneous expenses of approximately S\$210,000, is approximately S\$4,790,000 (the “**Net Proceeds**”). The Company intends to apply such Net Proceeds in the following estimated proportions.

Proposed use of Net Proceeds	% of Net Proceeds from the Proposed Placement
Working Capital	100%
Total	100%

- (b) Pending the deployment of the Net Proceeds, such Net Proceeds may be deposited with banks or financial institutions, invested in short-term money market instruments or marketable securities, and/or used for any other purpose on a short-term basis, as the Company may, in its absolute discretion, deem fit from time to time.
- (c) The Company will make periodic announcements as to the use of the Net Proceeds as and when the such proceeds are materially disbursed and whether such use is in accordance with the stated use. The Company will also provide a status report on the use of the Net Proceeds the Company’s interim and full-year financial statements issued under Rule 705 of the SGX-ST Listing Manual and the Company’s annual report(s). Where the Net Proceeds have been used for working capital purposes, the Company will provide a breakdown with specific details on how the Net Proceeds have been applied in its announcement(s) and annual report(s). Where there is any material deviation from the stated use of the Net Proceeds, the Company will announce the reasons for such deviation.

5. PRO FORMA FINANCIAL EFFECTS OF THE PROPOSED PLACEMENT

- 5.1. The *pro forma* financial effects of the Proposed Placement on the Company's share capital and the Group's net tangible assets ("**NTA**") per Share and earnings per Share ("**EPS**") as set out below are strictly for illustrative purposes and are not indicative of the actual financial position and results of the Group following the completion of the Proposed Placement.
- 5.2. The pro forma financial effects have been prepared based on the latest announced unaudited full year results of the Group for the financial year ended 31 December 2025 ("**FYE 31 Dec 2025**"), on the following bases and assumptions:
- (a) the Proposed Placement had been completed on 31 December 2025 for the purpose of illustrating the financial effects on the NTA;
 - (b) the Proposed Placement had been completed on 1 January 2025 for the purpose of illustrating the financial effects on the EPS;
 - (c) the share capital of the Company as at the date of this announcement comprising 208,997,423 Shares; and
 - (d) the expenses incurred in connection with the Proposed Placement amount to S\$210,000.

5.3. Share capital

	Number of Shares (excluding treasury shares)
As at 31 December 2025	208,987,973
As at Last practicable date being 25 February 2026 after the exercise of 9,450 warrant to 9,450 new ordinary shares during the period	208,997,423
After the completion of the Proposed Placement	224,622,423

5.4. NTA per Share

- (a) Assuming that the Proposed Placement was completed on 31 December 2025, the pro forma financial effects on the Group's NTA per Share would be as follows:

	Before the Proposed Placement	After the Proposed Placement
NTA ⁽¹⁾ attributable to owners of the Company (S\$'000)	26,425	31,215
Number of issued ordinary shares in the capital of the Company	208,997,423	224,622,423
NTA per Share (Singapore cents)	12.64	13.90

Note:

- (1) NTA means total assets less the sum of total liabilities and intangible assets.

5.5. EPS

- (a) Assuming that the Proposed Placement was completed on 1 January 2025, the pro forma financial effects on the Group's EPS would be as follows:

	Before the Proposed Placement	After the Proposed Placement
Net Profit attributable to owners of the Company (S\$'000)	5,334	5,334
Weighted average number of shares in the capital of the Company	204,296,778	219,921,778
EPS ⁽²⁾ (Singapore cents)	2.61	2.43

Note:

- (2) EPS is calculated by dividing the net profit attributable to equity holders of the Company by the weighted average number of ordinary shares outstanding during the financial year.

6. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Save for their respective interests arising by way of their directorships and/or shareholdings in the Company and as disclosed in this announcement, none of the Directors or substantial shareholders of the Company and their respective associates has any interest, direct or indirect, in the Proposed Placement.

7. CONFIRMATIONS BY THE PLACEMENT AGENT

The Placement Agent has confirmed, amongst other things, that:

- (a) each of the subscribers was identified by the Placement Agent, the affiliates, associated or related corporations of the Placement Agent, and/or their respective directors, officers, employees or agents;
- (b) the commission payable by the Company to the Placement Agent for the Proposed Placement will not be shared with any subscribers of the Proposed Placement;
- (c) the Placement Agent has obtained or will obtain (as the case may be) representations from each of the subscribers of the Placement Shares that (i) they are not acting in concert (as defined under The Singapore Code on Take-overs and Mergers) with any other party in the subscription of the Placement Shares; and (ii) their subscription for the Placement Shares is for its own investment purposes and it will not be holding the Placement Shares on trust for any other person;
- (d) the Placement Shares will not be placed to any person who is a director or a substantial shareholder of the Company, an interested person as defined in Chapter 9 of the Listing Manual of the SGX-ST or any other person in the categories set out in Rule 812(1) of the Listing Manual of the SGX-ST (not otherwise exempted under Rule 812(3) of the Listing Manual of the SGX-ST;

- (e) the Proposed Placement will not result in the transfer of a controlling interest of the Company (as defined under the Listing Manual of the SGX-ST);
- (f) there are no share borrowing arrangements entered into to facilitate the Proposed Placement;
- (g) in the event the number of Placement Shares placed to the subscribers results in any subscriber becoming a substantial Shareholder, the Placement Agent will inform the Company so that the Company can make the necessary announcement(s) in a timely manner; and
- (h) it has obtained or will obtain (as the case may be) representations from the subscribers that each of them and their directors and substantial shareholders (to the extent applicable) do not have any relationships/ connections (including any business relationship) with the Company and its directors and substantial shareholders.

8. DIRECTORS CONFIRMATION

- (a) In accordance with Rule 810(1)(c) of the SGX-ST Listing Manual, the Directors are of the opinion that, after taking into consideration:
 - (i) the present bank facilities available to the Group and the Warrants exercise proceeds, the Group's internal resources and operating cash flows, the working capital available to the Group is sufficient to meet its present requirements, and the Proposed Placement is being undertaken for the aforesaid reasons and the intended use of proceeds; and
 - (ii) the present bank facilities available to the Group and the Warrants exercise proceeds, the Group's internal resources and operating cash flows, and the Net Proceeds, the working capital available to the Group is sufficient to meet its present requirements, and the Proposed Placement is being undertaken for the aforesaid reasons and the intended use of proceeds.
- (b) Notwithstanding the above, the Directors are of the view that the Proposed Placement is beneficial for the Group for such reasons as set out in paragraph 4.1 (Rationale for the Proposed Placement) of this announcement.

9. ADJUSTMENTS TO THE WARRANTS

As disclosed in the Bonus Warrants Issue Announcements, the exercise price and/or the number of Bonus Warrants shall from time to time be adjusted in accordance with the terms and conditions of the Deed Poll (as defined in the said announcements). The Company confirms that the Proposed Placement will not result in any adjustments to the exercise price and/or the number of Bonus Warrants (as defined in the said announcements).

10. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the Placement Agreement will be available for inspection during normal business hours for a period of three (3) months commencing from the date of this announcement at the registered office of the Company at 2 Venture Drive #14-15, Vision Exchange Singapore 608526.

11. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Placement and the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

12. FURTHER ANNOUNCEMENTS

The Company will make the appropriate announcements as and when there are material developments on the Proposed Placement.

13. CAUTIONARY STATEMENT

Shareholders should note that the Proposed Placement remains subject to, amongst others, the fulfilment of the conditions precedent under the Placement Agreement. There is no certainty or assurance that the conditions precedent for the Proposed Placement can be fulfilled or that the Proposed Placement will be undertaken at all. Shareholders, securityholders and investors are advised to read this announcement and any past and future announcements by the Company carefully when dealing with the Shares and securities of the Company. Shareholders, securityholders, and investors should consult their stockbrokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take or when dealing with their Shares or securities of the Company.

BY ORDER OF THE BOARD

Chua Beng Yong
Executive Chairman
26 February 2026

Important Notice

Notification under Section 309B of the SFA: The Placement Shares are "prescribed capital markets products" (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018 and "Excluded Investment Products" (as defined in MAS Notice SFA 04- N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).