

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of the shareholders (the “**Shareholders**”) of Kim Heng Offshore & Marine Holdings Limited (the “**Company**”) to be held by way of electronic means on 23 April 2021 at 9.45 a.m. (or immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 9.30 a.m. on the same day) for the purposes of considering and, if thought fit, passing (with or without modifications) the resolution set out below.

All capitalised terms used in this notice which are not defined herein shall have the meanings ascribed to them in the circular dated 1 April 2021 to the Shareholders.

SPECIAL RESOLUTION 1: THE PROPOSED CHANGE OF NAME

That:

- (a) subject to the approval of the Accounting and Corporate Regulatory Authority of Singapore (“**ACRA**”), the name of the Company be changed from “Kim Heng Offshore & Marine Holdings Limited” to “Kim Heng Ltd” wherever the former appears in the Constitution of the Company; and
- (b) the Directors be authorised and empowered, jointly and/or severally, to complete and do and execute all such things and acts (including, without limitation, executing all such documents as may be required) as they or he may think necessary or expedient to give effect to this resolution, with such modifications thereto (if any) as they or he shall think fit in the interests of the Company.

ORDINARY RESOLUTION 2: THE PROPOSED DIVERSIFICATION

That:

- (a) approval be and is hereby given for the diversification by the Company and its subsidiaries of its core business into the renewable energy sector, including the provision of renewable energy support business such as (i) construction of trenches and fabrication of large steel structures and equipment; (ii) engineering design for offshore turbine foundations; (iii) provision of transportation and logistics services; (iv) provision of wind farm components; (v) installation of horizontal directional drilling (“**HDD**”) conduits, including a cable protector conduit connecting land to sea beneath the revetment and breakwater; (vi) assembly and installation of pin piles, foundation jackets, towers, nacelles and blades; (vii) provision of maintenance services for offshore wind farm facilities; (viii) preparation and execution of the **HDD** in the subsea cable landfall area; (ix) provision of marine spread of vessels; and (x) any other ancillary activities related to the New Business; and
- (b) the Directors be authorised and empowered, jointly and/or severally, to complete and do and execute all such things and acts (including, without limitation, executing all such documents as may be required) as they or he may think necessary or expedient to give effect to this resolution, with such modifications thereto (if any) as they or he shall think fit in the interests of the Company.

BY ORDER OF THE BOARD
KIM HENG OFFSHORE & MARINE HOLDINGS LIMITED

LOTUS ISABELLA LIM MEI HUA
Company Secretary
Singapore
1 April 2021

Notes:

1. Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the EGM are set out in the Company's announcement dated 1 April 2021 entitled "LIVE WEBCAST OF EXTRAORDINARY GENERAL MEETING ON 23 APRIL 2021" which has been uploaded together with this Notice of Extraordinary General Meeting on SGXNet on the same day. This announcement may also be accessed at the URL: <https://kimheng.listedcompany.com/> under the "Latest News" section.

In particular, the EGM will be held by way of electronic means and a member will be able to watch or listen to the proceedings of the EGM through a "live" webcast via his/her/its mobile phones, tablets or computers. In order to do so, a member who wishes to watch or listen to the "live" webcast must pre-register by 9.45 a.m. on 21 April 2021, at the URL: <https://conveneagm.com/sg/kimheng>. Following authentication of his/her/its status as members, authenticated members will receive an email notification, and would be able to access the webcast of the proceedings of the EGM using the account credentials created upon completion of registration.

A member who pre-registers to watch or listen to the "live" webcast may also submit questions related to the resolutions to be tabled for approval at the EGM. To do so, all questions must be submitted at the URL: <https://conveneagm.com/sg/kimheng> or emailed to Proxy2021@kimheng.com.sg by 9.45 a.m. on 16 April 2021.

2. A member will not be able to attend the EGM in person. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must appoint the Chairman of the meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM. In appointing the Chairman of the meeting as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of a proxy, failing which the appointment will be treated as invalid.
3. The Chairman of the meeting, as proxy, need not be a member of the Company.
4. If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
5. The instrument appointing the Chairman of the meeting as proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarially certified copy thereof, must be received via the following means:
 - (a) via the Registration Link (<https://conveneagm.com/sg/kimheng>);
 - (b) post to 9 Pandan Crescent, Singapore 128465; or
 - (c) electronic mail to Proxy2021@kimheng.com.sg;

not later than 48 hours before the time set for the EGM, which is by 9.45 a.m. on 21 April 2021.

In view of the current COVID-19 situation and the related precautionary measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms via electronic mail.

6. The Company shall be entitled to reject the instrument appointing the Chairman of the meeting as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the meeting as proxy (such as in the case where the appointor submits more than one instrument of proxy).
7. In the case of a member whose Shares are entered against his/her name in the Depository Register, the Company may reject any instrument appointing the Chairman of the Meeting as proxy lodged if such member, being the appointor, is not shown to have Shares entered against his/her name in the Depository Register as at 9.45 a.m. on 20 April 2021, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a shareholder of the Company (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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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.

This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("Sponsor"), SAC Capital Private Limited, for compliance with the relevant rules of the SGX-ST. The Sponsor has not independently verified the contents of this notice.

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made, or reports contained in this notice.

The contact person for the Sponsor is Ms Tay Sim Yee (Tel: (65) 6232 3210) at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.