

KIM HENG OFFSHORE & MARINE HOLDINGS LIMITED

(Company Registration Number: 201311482K)

(Incorporated in the Republic of Singapore)

MINUTES OF THE ANNUAL GENERAL MEETING OF THE COMPANY HELD BY WAY OF ELECTRONIC MEANS ON MONDAY, 22 JUNE 2020 AT 9.30 A.M.

PRESENT

Directors

Tan Keng Siong Thomas

Tan Chow Boon

Ho Boon Chuan Wilson

Ong Sie Hou Raymond

In attendance

As set out in the attendance record maintained by the Company

Members

As set out in the attendance record maintained by the Company

CHAIRMAN

Mr Tan Keng Siong Thomas (the "Chairman") took the chair and welcomed all shareholders present at the Meeting (the "AGM" or the "Meeting")

The Chairman informed the shareholders that pursuant to the First Schedule of the COVID-19 Order and other relevant regulations, advisories and guidelines issued by the Government authorities in relation to holding of meetings amid the current COVID-19 situation, the AGM was conducted wholly-electronically, with the option of a 'live' webcast and an audio-only option for authenticated shareholders and observers on the given webcast website.

The Chairman proceeded to introduce the Board of Directors, Chief Financial Officer, Auditors and Company Secretary Representative who attended by electronic means.

QUORUM

There being a quorum present, the Chairman called the Meeting to order at 9:32 am.

NOTICE OF MEETING

The Notice convening the Meeting, having been previously circulated to shareholders of the Company on 1 June 2020, and with the permission of all shareholders present at the Meeting, the Notice was taken as read.

VOTING BY WAY OF POLL

Before proceeding with the resolutions, the Chairman informed in the Meeting that the Company has received proxy forms from shareholders appointing himself, the Chairman of the AGM, as their proxies to vote on their behalf, on each Resolution tabled at the AGM. The validity of all proxy forms received by the Share Registrar by the given cut-off time have been checked and verified by the scrutineer, Entrust Advisory Pte Ltd. The voting results, which have been confirmed by the Scrutineer, are immediately announced as the respective agenda items are gone through.

QUESTIONS FROM SHAREHOLDERS

The Company had invited Shareholders to submit their questions in advance prior to the Meeting and the company had received several questions from shareholders. The responses to the questions have been addressed by the Company and can be found on the Company's corporate website as well as the announcement released to SGXNet on 19 June 2020.

ORDINARY BUSINESS

Resolution 1:

DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

The Chairman presented the first item on the Agenda which was to receive the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Independent Auditors' Report thereon.

The motion to receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2019 together with the Independent Auditors' Report was proposed by the Chairman and was put to vote by poll. The results of the poll was as follows:-

For	407,404,100	being 99.94%
Against	250,000	being 0.06%

The Chairman declared Resolution 1 duly carried as an Ordinary Resolution.

Resolution 2:

TO APPROVE THE PAYMENT OF DIRECTORS' FEE OF S\$152,000 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

The motion to approve the payment of Directors' fees of S\$152,000 for the financial year ended 31 December 2019 was proposed by the Chairman of the Meeting and was put to vote by poll. The result of the poll was as follows:-

For	407,404,100	being 99.94%
Against	250,000	being 0.06%

The Chairman declared Resolution 2 duly carried as an Ordinary Resolution.

Resolution 3:

TO APPROVE THE PAYMENT OF DIRECTORS' FEE OF S\$152,000 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

The motion to approve the payment of Directors' fees of S\$152,000 for the financial year ended 31 December 2020 was proposed by the Chairman of the Meeting and was put to vote by poll. The result of the poll was as follows:-

For	407,404,100	being 99.94%
Against	250,000	being 0.06%

The Chairman declared Resolution 3 duly carried as an Ordinary Resolution.

Resolution 4:

RE-ELECTION OF MR TAN CHOW BOON AS A DIRECTOR OF THE COMPANY

The Chairman informed the Meeting that the next item on the agenda was the re-election of Mr Tan Chow Boon as a Director of the Company. Mr Tan who is due for retirement by rotation pursuant to the provisions Article 103 of the Company's Constitution, and being eligible, had offered himself for re-election.

Mr. Tan Chow Boon, upon re-election as a Director of the Company will remain as a Member of the Audit & Risk Committee, Remuneration Committees and the Nominating Committee.

The resolution was proposed by the Chairman of the Meeting and was put to vote by poll. The result of the poll was as follows:

For	407,404,100	being 99.94%
Against	250,000	being 0.06%

The Chairman declared Resolution 4 duly carried as an Ordinary Resolution.

Resolution 5:

RE-ELECTION OF MR HO BOON CHUAN WILSON AS A DIRECTOR OF THE COMPANY

The Chairman informed the Meeting that the next item on the agenda was the re-election of Mr Ho Boon Chuan Wilson as a Director of the Company. Mr Ho who is due for retirement by rotation pursuant to the provisions Article 103 of the Company's Constitution, and being eligible, had offered himself for re-election.

Mr. Ho Boon Chuan Wilson, upon re-election as a Director of the Company will remain as Chairman of the Audit & Risk Committee as well as a Member of the Remuneration Committees and the Nominating Committee and, will be considered independent for the purposes of Rule 704(7) of the Catalist Rules of the Singapore Exchange Securities Trading Limited.

The resolution was proposed by the Chairman of the Meeting and was put to vote by poll. The result of the poll was as follows:

For	407,404,100	being 99.94%
Against	250,000	being 0.06%

The Chairman declared Resolution 5 duly carried as an Ordinary Resolution.

Resolution 6:

RE-APPOINTMENT OF MESSRS FOO KON TAN LLP AS AUDITORS OF THE COMPANY AND AUTHORITY FOR DIRECTORS TO FIX THEIR REMUNERATION

The Chairman informed the Meeting that Messrs Foo Kon Tan LLP had expressed their willingness to continue in office as Auditors of the Company and shall hold office until the conclusion of the next annual general meeting at a remuneration to be fixed by the Directors.

On the proposal of the Chairman of the Meeting, the motion was put to vote by poll. The result of the poll was as follows:

For	407,404,100	being 99.94%
Against	250,000	being 0.06%

The Chairman declared Resolution 6 duly carried as an Ordinary Resolution.

SPECIAL BUSINESSES

Resolution 7:

AUTHORITY TO ALLOT AND ISSUE SHARES

On the proposal by the Chairman of the Meeting, the following motion was put to vote.

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) – Section B: Rules of Catalist (“**Catalist Rules**”), authority be and is hereby given to the Directors of the Company to:-

- (A) (i) issue and allot new shares (“Shares”) in the capital of the Company whether by way of rights, bonus or otherwise; and/or
 - (ii) make or grant offers, agreements or options (collectively, “Instruments”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit; and
- (B) (notwithstanding that this authority may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this authority was in force,

PROVIDED ALWAYS that:

- (1) the aggregate number of Shares to be issued pursuant to this authority (including the Shares to be issued in pursuance of Instruments, made or granted pursuant to this authority), shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), and provided further that where shareholders of the Company (“**Shareholders**”) are not given the opportunity to participate in the same on a pro-rata basis (“**non pro-rata basis**”), then the Shares to be issued under such circumstances (including the Shares to be issued in pursuance of Instruments, made or granted pursuant to this authority) shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) shall be based on the issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time this authority was conferred, after adjusting for:
 - (i) new Shares arising from the conversion or exercise of any convertible securities;

- (ii) new Shares arising from the exercise of share options or the vesting of share awards which are outstanding or subsisting at the time this authority was conferred; and
- (iii) any subsequent bonus issue, consolidation or sub-division of the Shares;

and, in relation to an Instrument, the number of Shares shall be taken to be that number as would have been issued had the rights therein been fully exercised or effected on the date of the making or granting of the Instrument;

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Catalist Rules for the time being in force (in each case, unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and otherwise, and the Constitution of the Company for the time being; and
- (4) (unless revoked or varied by the Company in a general meeting) this authority shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law and the Catalist Rules to be held, whichever is earlier.”

The motion was duly proposed by the Chairman of the Meeting. The result of the poll was as follows:

For	407,404,100	being 99.94%
Against	250,000	being 0.06%

The Chairman declared Resolution 7 duly carried as an Ordinary Resolution.

Resolution 8:

AUTHORITY TO ALLOT AND ISSUE SHARES UNDER KIM HENG EMPLOYEE SHARE OPTION SCHEME 2013

On the proposal by the Chairman of the Meeting, the following motion was put to vote.

“That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, authority be and is hereby given to the Directors of the Company to grant options in accordance with the provisions of the Kim Heng Employee Share Option Scheme 2013 (“Kim Heng ESOS”) and to allot and issue from time to time such number of shares in the capital of the Company (“Shares”) as may be required to be issued pursuant to the exercise of the options granted under the Kim Heng ESOS, provided always that the aggregate number of Shares to be allotted and issued pursuant to the Kim Heng ESOS, when aggregated together with the Shares issued and/or issuable in respect of all options granted under the Kim Heng ESOS and all Shares issued and/or issuable in respect of all options or awards granted under any other share schemes or share plans adopted by the Company for the time being, shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) of the Company 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 annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier.”

The motion was duly proposed by the Chairman of the Meeting. The result of the votes are as follows:

For	406,348,600	being 99.94%
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Against 250,000 being 0.06%

The Chairman declared Resolution 8 duly carried as an Ordinary Resolution.

Resolution 9:

AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE KIM HENG PERFORMANCE SHARE PLAN 2013

On the proposal by the Chairman of the Meeting, the following motion was put to vote

“That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, authority be and is hereby given to the Directors of the Company to grant awards in accordance with the provisions of the Kim Heng Performance Share Plan 2013 (“Kim Heng PSP”) and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be issued pursuant to the vesting of awards granted under the Kim Heng PSP, provided always that the aggregate number of Shares to be allotted and issued pursuant to the Kim Heng PSP, when aggregated together with the Shares issued and/or issuable in respect of all awards granted under the Kim Heng PSP and all Shares issued and/or issuable in respect of all options or awards granted under any other share schemes or share plans adopted by the Company for the time being, shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) of the Company 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 annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier.”

The motion was duly proposed by the Chairman of the Meeting. The result of the poll was as follows:

For 406,348,600 being 99.94%
Against 250,000 being 0.06%

The Chairman declared Resolution 9 duly carried as an Ordinary Resolution.

Resolution 10:

PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE

On the proposal by the Chairman of the Meeting, the following motion was put to vote

That:

- (a) 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 not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) 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:
- (i) market purchases (each an “**Market Purchase**”) on the SGX-ST; and/or
 - (ii) off-market purchases (each an “**Off-Market Purchase**”) effected otherwise than on the SGX-ST in accordance with any equal access schemes as may be determined or formulated by the Directors of the Company as they may, in their absolute discretion, deem fit, which schemes 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 (the “**Share Buyback Mandate**”);
- (b) the Directors of the Company may impose such terms and conditions which are not inconsistent with the Share Buyback Mandate, the listing rules of the SGXST and the Companies Act, as they consider fit and in the interests of the Company in connection with or in relation to any equal access scheme(s);
 - (c) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Buyback Mandate shall, at the absolute discretion of the Directors of the Company, either be cancelled or held in treasury and dealt with in accordance with the Companies Act;
 - (d) unless varied or revoked by the Company in 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:
 - (i) the date on which the next annual general meeting of the Company is held or is required by law to be held;
 - (ii) the date on which the share buybacks are carried out to the full extent mandated; or
 - (iii) the date on which the authority contained in the Share Buyback Mandate is varied or revoked by the Company in general meeting; and

- (e) in this Resolution:

“**Prescribed Limit**” means the number of issued Shares representing not more than 10% of the total number of issued Shares (ascertained as at the date of the last annual general meeting held before the passing of this Resolution or as at the date of passing of this Resolution, whichever is higher, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the total number of Shares shall be taken to be the total number of Shares as altered (excluding any treasury shares and subsidiary holdings, if any) that may be held by the Company from time to time);

“**Relevant Period**” means the period commencing from the date on which the last annual general meeting was held and expiring on the conclusion of the next annual general meeting or on the date by which the next annual general meeting is required by law to be held, whichever is the earlier, after the date of passing of this Resolution; and

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

- (i) in the case of a Market Purchase, 105% of the Average Closing Price; and
- (ii) in the case of an Off-Market Purchase, 120% of the Average Closing Price,

where:

“**Average Closing Price**” means the average of the closing market prices of a Share over the last five market days on which transactions in the Shares were recorded on the SGX-ST immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer (as defined hereinafter)

pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five day period;

“**date of the making of the offer**” means the date on which the Company announces its intention to make an offer for an Off-Market Purchase, stating the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase 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; and

- (f) the Directors of the Company and each of them be and are hereby authorised and empowered to complete and do all such acts and things (including without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents), as they/he/she may consider necessary, desirable or expedient to give effect to the transactions contemplated by this Resolution.

The motion was duly proposed by the Chairman of the Meeting. The result of the poll was as follows:

For	126,249,600	being 99.80%
Against	250,000	being 0.20%

The Chairman declared Resolution 10 duly carried as an Ordinary Resolution.

CONCLUSION

There being no other business, the Chairman thanked all present for their attendance and declared the meeting closed at 9:48 a.m.

Confirmed as a correct record of
the proceeding of the Meeting

Tan Keng Siong Thomas
Chairman