

KIM HENG LTD.

(Company Registration Number: 201311482K)
(Incorporated in the Republic of Singapore)

MINUTES OF THE ANNUAL GENERAL MEETING OF THE COMPANY HELD AT THE CHEVRONS, 48 BOON LAY WAY, LEVEL 3 ROSE ROOM, SINGAPORE 609961 ON FRIDAY, 26 APRIL 2024 AT 9.30 A.M.

PRESENT

Directors

Thomas Tan Keng Siong	- Executive Chairman and Chief Executive Officer
Choo Kee Siong	- Non-Executive Director
Tan Kok Kiong Andrew	- Independent Director
Tran Phuoc	- Independent Director

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

The Chairman of the meeting (the "**Chairman**"), Mr Thomas Tan Keng Siong, took the chair and welcomed all shareholders present at the meeting (the "**AGM**" or the "**Meeting**").

The Chairman proceeded to introduce the Board of Directors and Chief Financial Officer.

QUORUM

There being a quorum present, the Chairman called the Meeting to order at 9.30 a.m.

PRESENTATION

Mr Nick Lim, the Chief Financial Officer ("**CFO**") of the Company presented to the shareholders the 2024 Annual General Meeting presentation which was also published on the SGXNet on 26 April 2024.

The Chairman invited questions from shareholders on the presentation. The questions raised and answers by the Company are annexed hereto in Appendix A.

NOTICE OF MEETING

The Notice convening the Meeting, having been previously circulated to shareholders of the Company on 11 April 2024, and with the permission of all shareholders present at the Meeting, was taken as read.

ADVANCE QUESTIONS FROM SHAREHOLDERS

The Company had invited Shareholders to submit their questions prior to the submission of proxy form by 18 April 2024. The Company did not receive any questions from shareholders.

VOTING BY WAY OF POLL

The Chairman informed that the voting on all resolutions to be passed at this Meeting would be conducted by poll. He then proceeded to demand for a poll in accordance with the provision of the Constitution of the Company. The Meeting noted the results of the poll shall be deemed to be the resolutions of the Meeting.

The Chairman further informed that in his capacity as Chairman of the Meeting, he had been appointed as proxy by several shareholders and that he would be voting in accordance with their instructions.

The Chairman announced that Tricor Singapore Pte. Ltd. had been appointed as Polling Agent and Entrust Advisory Pte. Ltd. had been appointed as Scrutineers for the meeting.

A representative from Tricor Singapore Pte. Ltd. briefed the shareholders on the voting procedures.

ORDINARY BUSINESS

Resolution 1:

DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

The Audited Financial Statements of the Company for the financial year ended 31 December 2023 together with the Directors' Report and Independent Auditors' Report thereon were tabled for adoption by the shareholders.

The Chairman invited questions from shareholders on the Audited Financial Statements and the Reports.

As there were no questions raised, the motion to receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2023 together with the Directors' Report and Independent Auditors' Report, was proposed by Mr Chen Peng Yao and seconded by Mr Tan Keng Hoe, Melvin, as follows:-

That the Audited Financial Statements of the Company for the financial year ended 31 December 2023 and the Directors' Statement and the Auditors' Report contained therein be hereby received and adopted.

Ordinary Resolution 1 was then put to vote by poll. Shareholders cast their votes on the poll voting slip provided. It was noted that the poll voting slip would be collected by the Scrutineer for verification after all eight resolutions put to the Annual General Meeting ("**AGM**") had been voted upon.

Resolution 2:

TO DECLARE A ONE-TIER TAX EXEMPT FINAL DIVIDEND OF 0.2126 SINGAPORE CENTS PER ORDINARY SHARE IN RESPECT OF THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

The motion to approve to declare a one-tier tax exempt final dividend of 0.2126 Singapore cents per ordinary share in respect of the financial year ended 31 December 2023 was duly proposed by Mr Chen Peng Yao and seconded by Ms Jocelyn Tan, as follows:-

That the payment of a first and final one-tier tax exempt dividend of 0.2126 Singapore cents per share in respect of the financial year ended 31 December 2023 be approved.

The Chairman invited questions from shareholders present at the Meeting. No questions were raised on the resolution during the AGM.

The motion was put to vote by poll. Shareholders cast their votes on the poll voting slip provided.

Resolution 3:

TO APPROVE THE PAYMENT OF PROPOSED DIRECTORS' FEES OF S\$166,000 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2024

The motion to approve the payment of Directors' fees of S\$166,000 for the financial year ending 31 December 2024 was duly proposed by Mr Chen Peng Yao and seconded by Ms Jocelyn Tan; as follows:-

That the payment of Directors' Fees of S\$166,000 for the financial year ending 31 December 2024 be approved.

The Chairman invited questions from shareholders present at the Meeting. No questions were raised on the resolution during the AGM.

The motion was put to vote by poll. Shareholders cast their votes on the poll voting slip provided.

Resolution 4:

RE-ELECTION OF MR THOMAS TAN KENG SIONG AS A DIRECTOR OF THE COMPANY

The Chairman informed that as the Resolution 4 involved his re-election as a Director of the Company, he passed the chair to Mr Lucas Tran Phuoc, the Independent Director of the Company to deal with this resolution.

It was noted that in accordance with Article 103 of the Constitution of the Company, Mr Tan Keng Siong, Thomas would retire at the Meeting and being eligible, had offered himself for re-election.

As there were no questions raised, the motion to re-elect Mr Tan Keng Siong, Thomas as a Director was duly proposed by Mr Chen Peng Yao and seconded by Mr Tan Keng Hoe, Melvin; as follows:-

That pursuant to Article 103 of the Company's Constitution, Mr Tan Keng Siong, Thomas be re-elected as a Director of the Company.

The motion was put to vote by poll. Shareholders cast their votes on the poll voting slip provided.

Mr Lucas Tran Phuoc handed over the chair back to Mr Thomas Tan who resumed as Chairman of the Meeting.

Resolution 5:

RE-ELECTION OF MR CHOO KEE SIONG AS A DIRECTOR OF THE COMPANY

The Chairman led the Meeting to the next item on the agenda which was the re-election of Mr Choo Kee Siong as a Director of the Company. Mr Choo who was due for retirement by rotation pursuant to the provision of Article 103 of the Company's Constitution, and being eligible, had offered himself for re-election.

The motion to re-elect Mr Choo Kee Siong as a Director was duly proposed by Mr Tan Keng Hoe, Melvin and seconded by Mr Chen Peng Yao, as follows:-

That pursuant to Article 103 of the Company's Constitution, Mr Choo Kee Siong be re-elected as a Director of the Company.

As there were no questions raised, the motion was put to vote by poll. Shareholders cast their votes on the poll voting slip provided.

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, to hold office until the conclusion of the next annual general meeting at a remuneration to be fixed by the Directors.

The motion to re-appointment of Messrs Foo Kon Tan LLP as Auditors was duly proposed by Mr Chen Peng Yao and seconded by Ms Jocelyn Tan, as follows:-

That Messrs Foo Kon Tan LLP, Certified Public Accountants, Singapore, be and are hereby appointed Auditors of the Company, to hold office until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Directors.

As there was no question raised, the motion was put to vote by poll. Shareholders cast their votes on the poll voting slip provided.

SPECIAL BUSINESSES

Resolution 7:

AUTHORITY TO ALLOT AND ISSUE SHARES

The Chairman informed the Meeting that the next item on the agenda under Special Business was to consider the motion as set out in the notice convening the Meeting to grant authority to the Directors to allot and issue shares in the capital of the Company pursuant to the provisions of Section 161 of the Companies Act 1967 of Singapore, and Rule 806 of the Catalist Rules.

The following Ordinary Resolution 7 was duly proposed by Mr Tan Keng Hoe, Melvin and seconded by Ms Jocelyn Tan, as follows:-

That pursuant to Section 161 of the Companies Act 1967 of Singapore, and Rule 806 of the Catalist Rules, authority be and is hereby given to the Directors of the Company to:-

- (A)(i) issue and allot new shares ("**new 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 any adjustments in accordance with sub-paragraphs (2)(i) and (2)(ii) above are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

- (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 AGM of the Company or the date by which the next AGM of the Company is required by law and the Catalist Rules to be held, whichever is earlier.

As there were no questions raised, the motion was put to vote by poll. Shareholders cast their votes on the poll voting slip provided.

Resolution 8:

PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE

The Chairman informed that the next and final item on the agenda under Special Business was to consider the motion as set out in the notice convening the Meeting for the renewal of the share buyback mandate.

The following Ordinary Resolution 8 was duly proposed by Mr Chen Peng Yao and seconded by Ms Jocelyn Tan; as follows:-

That:

- (a) for the purposes of sections 76C and 76E of the Companies Act 1967 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 SGX-ST 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 AGM 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 AGM 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 AGM was held and expiring on the conclusion of the next AGM or on the date by which the next AGM 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 during the relevant five day period and the day on which the purchases are made;

“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 Chairman invited questions from shareholders present at the Meeting.

As there were no questions raised, the motion was put to vote by poll. Shareholders cast their votes on the poll voting slip provided.

VOTING AND VERIFICATION

As there was no other business which may properly be transacted at this Meeting, the Chairman requested the shareholders to submit their poll voting slips to the Polling Agent for votes counting and votes verifying by Scrutineer.

POLL RESULTS

The results of the voting on each resolution, as verified by the Scrutineers were as follows:

Ordinary Resolution	Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
		No. of Shares	(%)*	No. of Shares	(%)*
1	411,954,400	411,954,400	100.00	0	0.00
2	411,954,400	411,954,400	100.00	0	0.00
3	411,954,400	411,954,400	100.00	0	0.00
4	127,507,400	127,507,400	100.00	0	0.00
5	286,954,800	285,645,800	99.54	1,309,000	0.46
6	411,954,400	411,954,400	100.00	0	0.00
7	411,954,400	410,645,400	99.68	1,309,000	0.32
8	127,507,400	127,507,400	100.00	0	0.00

Based on the results of the poll, the Chairman declared Resolutions 1 to 8 carried.

CONCLUSION

There being no other business, the Chairman thanked all members present for their attendance and declared the Meeting closed at 11.10 a.m..

Confirmed as a correct record of
the proceedings of the Meeting

Tan Keng Siong Thomas
Executive Chairman & Chief Executive Officer

APPENDIX A:

Substantial Questions Raised by Shareholders

QUESTION 1:

A Shareholder expressed concern that EBITA had reduced despite record revenues and asked management if the high interest environment will continue to affect future profits.

The CFO thanked the shareholder for his comments and informed shareholders that management is monitoring the interest rate environment closely. The group is looking into recycling certain heavy equipment under loan to be reinvested into higher revenue generating assets which would improve both future revenue and cost control.

QUESTION 2:

A Shareholder enquired about the Group's average interest rate for its finance costs and requested the CFO to provide insights into the multi-currency loan structure of the Group.

The CFO disclosed the majority of the Group's loans are denominated in Singapore Dollars whereas vessel loans are mostly denominated in US Dollars. The CFO added that 20% of the total loan profile is on floating rate and the remaining 80% of loans are on fixed rate.

Management is also actively monitoring the loan interest and will also explore options to refinance some floating rate loans to fixed rates loans while keeping aware of potential downside amidst fluctuating interest and market conditions.

QUESTION 3:

A shareholder enquired about the currency adopted by the Company when conducting business in Taiwan.

The CFO responded that majority of contracts in Taiwan are denominated in US Dollars but certain local expenses in Taiwan are transacted in Taiwan Dollars and the rest in Singapore Dollars. The amount of expenses transacted in Taiwan Dollars is not significant in relation to the total contract value.

QUESTION 4:

A shareholder enquired if the Company would consider disclosing its order book to shareholders.

The CFO clarified that the Company refrains from disclosing its order book due to commercial sensitivity.

QUESTION 5:

A shareholder expressed concern that the offshore services reported a loss for the financial year ended 31 December 2023 and requested the Chairman to share insights into the factors contributing to the loss and potential strategies to mitigate future losses.

The Chairman explained that the loss was primarily due to a few vessels undergoing mandatory periodic surveys in 2023. These vessels are required to undergo surveys for certification renewal to be available for operations in the next 5 years. Significant costs were incurred as part of the survey for dry docking, inspection, and maintenance.

QUESTION 6:

A shareholder enquired if the Company's operations were affected by the recent Taiwan earthquake.

The Chairman responded that as the company assets are located offshore, as such the operations were not affected by the recent Hua Lian earthquake.

QUESTION 7:

A shareholder sought an update on the progress of the collaboration with Dyna-Mac Holdings Ltd. ("Dyna-Mac")

In response, Chairman apprised Shareholders that there is currently ongoing fabrication work as part of the collaboration with Dyna-Mac and additional projects are in consideration. Management would need to plan additional projects carefully due to the limited yard space which is already extensively utilised for other various works.

The Chairman highlighted the need to take a selective approach in accepting projects to ensure that additional project does not impact their existing workload or space availability. Chairman indicated that they anticipate further work with Dyna-Mac in the foreseeable future, depending on various factors such as the Group's current workload and manpower and space availability.

QUESTION 8:

A shareholder sought further details on the S\$7 million loan with fixed interest rate of 8.5% per annum extended from the Chairman to the Company in 2023

The Chairman explained that the decision to extend the loan was to seize a time-sensitive opportunity to acquire certain vessels. The long lead time for traditional bank loan application could potentially result in missing out on the opportunity.

The Chairman emphasized that the decision to extend the loan was made in the best interest of the company. There was a need for confidentiality due to the sensitive nature of the transaction and the competitive nature of the purpose of the loan. The board was informed of the loan but due to commercial sensitivity, there was limited disclosure to the public on the detailed use of the loan.

The CFO explained that the typical interest rates for vessel loans secured against vessels are in the range of 8% to 9%. The 8.5% rate for the loan was fair and competitive which aligned with prevailing market rates when the loan was extended. The Company had also obtained competitive quotations from other financial institutions at that juncture which offered similar rates.

In addition, the CFO apprised shareholders that majority of financial institutions are more cautious when providing financing for vessels. Consequently, vessel loans are offered typically at higher interest rates as compared to other forms of collateralized loans due to their unique characteristics.

QUESTION 9:

A shareholder enquired if the Company had adopted automation in its workflow.

The Chairman responded that the Company had adopted automation in part of its workflow, but certain work would still require manpower to complete.