



## KIM HENG OFFSHORE & MARINE HOLDINGS LIMITED

(Incorporated in the Republic of Singapore on 29 April 2013)

(Company Registration Number: 201311482K)

### NOTICE OF FIRST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the First Annual General Meeting of the Company will be held at Jurong Country Club, Ficus Rooms 1 & 2, Level 2, 9 Science Centre Road, Singapore 609078 on Monday, 28 April 2014 at 10:00 a.m. to transact the following business:-

#### ORDINARY BUSINESS

- To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2013 and the Directors' Reports and the Auditors' Report thereon. **(Resolution 1)**
- To declare a tax exempt (one-tier) final dividend of 0.5 Singapore cent per ordinary share in respect of the financial year ended 31 December 2013. **(Resolution 2)**
- To approve the proposed Directors' fees of S\$40,000 for the financial year ended 31 December 2013. **(Resolution 3)**
- To re-elect Mr Tan Keng Siong Thomas as Director of the Company retiring pursuant to Article 103 of the Company's Articles of Association. **(Resolution 4)**  
Detailed information of Mr Tan Keng Siong Thomas can be found under page 12 of Annual Report 2013.
- To re-elect the following Directors retiring pursuant to Article 107 of the Company's Articles of Association:  
(a) Ms Yeo Seh Hong **(Resolution 5)**  
(b) Mr Douglas Owen Chester [See explanatory Note (a)] **(Resolution 6)**  
(c) Mr Ong Sie Hou Raymond [See explanatory Note (b)] **(Resolution 7)**  
(d) Mr Ho Boon Chuan Wilson [See explanatory Note (c)] **(Resolution 8)**  
(e) Mr Tan Chow Boon **(Resolution 9)**  
Detailed information of Ms Yeo Seh Hong, Mr Douglas Owen Chester, Mr Ong Sie Hou Raymond, Mr Ho Boon Chuan Wilson and Mr Tan Chow Boon can be found under pages 12 to 13 of Annual Report 2013.
- To re-appoint Messrs KPMG LLP as Auditors and to authorise the Directors to fix their remuneration. **(Resolution 10)**

#### SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Ordinary resolutions, with or without modifications:

##### 7. AUTHORITY TO ALLOT AND ISSUE SHARES

"That pursuant to Section 161 of the Companies Act, Chapter 50 and the Rules of Catalist of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to issue and allot new shares ("Shares") in the capital of the Company whether by way of rights, bonus or otherwise) and/or 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, PROVIDED ALWAYS that:

- the aggregate number of the Shares to be issued pursuant to such authority (including the Shares to be issued in pursuance of Instruments made or granted pursuant to such authority), does not exceed 100% of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with 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 such authority) shall not exceed 50% of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with paragraph (2) below);
- (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of the Shares that may be issued under paragraph (1) above, the total number of issued Shares (excluding treasury shares) shall be based on the issued Shares of the Company (excluding treasury shares) at the time such authority was conferred, after adjusting for:
  - new Shares arising from the conversion or exercise of any convertible securities;
  - new Shares arising from the exercise of share options or the vesting of share awards which are outstanding or subsisting at the time such authority was conferred; and
  - any subsequent consolidation or subdivision 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;
- 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 Rules of Catalist of the SGX-ST 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 Articles of Association of the Company for the time being; and
- (unless revoked or varied by the Company in a general meeting) the authority so conferred 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 to be held, whichever is earlier." **(Resolution 11)**

[See explanatory Note (d)]

##### 8. AUTHORITY TO ISSUE SHARES UNDER THE KIM HENG EMPLOYEE SHARE OPTION SCHEME 2013

"That pursuant to Section 161 of the Companies Act, Chapter 50 and the provisions of the Kim Heng Employee Share Option Scheme 2013 ("Kim Heng ESOS"), authority be and is hereby given to the Directors of the Company 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 exercise of options granted under the Kim Heng ESOS, provided that the aggregate number of additional ordinary Shares to be issued pursuant to the Kim Heng ESOS and Kim Heng Performance Share Plan 2013 ("Kim Heng PSP") collectively shall not exceed 15% of the total number of issued Shares (excluding treasury shares) of the Company from time to time." **(Resolution 12)**

[See explanatory Note (e)]

##### 9. AUTHORITY TO ISSUE SHARES UNDER THE KIM HENG PERFORMANCE SHARE PLAN 2013

"That pursuant to Section 161 of the Companies Act, Chapter 50 and the provisions of the Kim Heng Performance Share Plan 2013 ("Kim Heng PSP"), authority be and is hereby given to the Directors of the Company 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 under the Kim Heng PSP, provided always that the aggregate number of additional ordinary Shares to be allotted and issued pursuant to the Kim Heng ESOS and Kim Heng PSP collectively shall not exceed 15% of the total number of issued Shares (excluding treasury shares) of the Company from time to time." **(Resolution 13)**

[See explanatory Note (f)]

- To transact any other business which may be properly transacted at an Annual General Meeting.

By Order of the Board

Pan Mi Keay  
Company Secretary

11 April 2014

Singapore

#### Explanatory Notes:

- Mr Douglas Owen Chester will remain as the Chairman of the Nominating Committee and Member of the Remuneration Committee as well as the Audit Committee upon re-election as a Director of the Company and will be considered independent for the purposes of Rule 704(7) of the Rules of Catalist.
- Mr Ong Sie Hou Raymond will remain as the Chairman of the Remuneration Committee and Member of the Nominating Committee as well as the Audit Committee upon re-election as a Director of the Company and will be considered independent for the purposes of Rule 704(7) of the Rules of Catalist.
- Mr Ho Boon Chuan Wilson will remain as the Chairman of the Audit Committee and Member of the Remuneration Committee as well as the Nominating Committee upon re-election as a Director of the Company and will be considered independent for the purposes of Rule 704(7) of the Rules of Catalist.
- The proposed ordinary resolution 11, if passed, will empower the Directors of the Company from the date of the above meeting to issue shares in the Company up to an amount not exceeding 100% of the total number of issued shares in the capital of the Company with a sub-limit of 50% other than on a pro-rata basis to shareholders for the time being for such purposes as they consider would be in the interest of the Company. The authority will, unless previously revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.
- The proposed ordinary resolution 12, if passed, will empower the Directors of the Company to allot and issue Shares pursuant to the exercise of such options under the Kim Heng ESOS. The aggregate amount of new Shares over which the Company may grant options on any date, when added to the amount of new Shares to be issued in respect of all options granted under the Kim Heng ESOS, and all awards vested under Kim Heng PSP of the Company and for the time being in force, collectively shall not exceed total 15% of the total number of issued Shares (excluding treasury shares) of the Company from time to time.
- The proposed ordinary resolution 13, if passed, will empower the Directors of the Company to allot and issue Shares in the Company collectively of up to a number not exceeding in total 15% of the total number of issued Shares (excluding treasury shares) in the share capital of the Company from time to time pursuant to the grant of share awards under the Kim Heng PSP and the exercise of options granted under the Kim Heng ESOS.

#### Notes:

- A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.
- If a proxy is to be appointed, the form must be deposited at the registered office of the Company at 9 Pandan Crescent, Singapore 128465 not less than 48 hours before the meeting.
- The form of proxy must be signed by the appointer or his attorney duly authorised in writing.
- In the case of joint shareholders, all holders must sign the form of proxy.

This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("Sponsor"), Canaccord Genuity Singapore Pte. Ltd., for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("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 Soo Hsin Yu, Associate Director, Corporate Finance, Canaccord Genuity Singapore Pte. Ltd. at 77 Robinson Road #21-02 Singapore 068896, telephone (65) 6854 6160.