

MS HOLDINGS LIMITED
Registration No. 201414628C
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (“**EGM**”) of MS Holdings Limited (“**Company**”) will be held by electronic means, on Monday, 5 April 2021 at 3.00 p.m., for the purpose of considering and, if thought fit, passing with or without any modifications, the following ordinary resolution:

*All capitalized terms used in this notice of EGM which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 20 March 2021 (“**Circular**”) in relation to the Proposed Appointment of New Auditors and the Proposed Adoption of ESAS 2021.*

ORDINARY RESOLUTION 1: THE PROPOSED APPOINTMENT OF NEW AUDITORS

That:

- (i) the appointment of Mazars LLP (“**Mazars**”) as auditors of the Company, with effect from the date of Shareholders’ approval of this ordinary resolution to hold office until the conclusion of the next annual general meeting at such remuneration and on such terms to be agreed between the Directors and Mazars be and is hereby approved; and
- (ii) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he/she may consider expedient or necessary or in the interests of the Company to give effect to the Proposed Appointment of New Auditors and/or the transactions authorised by this ordinary resolution.

ORDINARY RESOLUTION 2: THE PROPOSED TERMINATION OF THE MS HOLDINGS SHARE AWARD SCHEME 2015

That the MS Holdings Share Award Scheme 2015 approved by Shareholders on 28 August 2015 be and is hereby terminated.

ORDINARY RESOLUTION 3: THE PROPOSED ADOPTION OF THE MS HOLDINGS SHARE AWARD SCHEME 2021

That subject to the passing of the Ordinary Resolution 2 above:

- (a) A share award scheme to be known as the MS Holdings Share Award Scheme 2021 (“**ESAS 2021**”), substantially in the form set out in the rules of the ESAS 2021, the details and rules, a summary of which are set out in the Circular to Shareholders dated 20 March 2021, under which awards (“**ESAS Awards**”) of fully-paid ordinary shares in the capital of the Company (“**Shares**”), their equivalent cash value or combinations thereof will be granted, free of payment, to selected employees of the Company and its subsidiaries, including directors of the Company and its subsidiaries, be and is hereby approved and adopted;
- (b) the Directors be and are hereby authorised: -
 - (i) to establish and administer the ESAS 2021;
 - (ii) to modify and/or amend the ESAS 2021 from time to time, provided that such modifications and/or amendments are effected in accordance with the provisions of the ESAS 2021 and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the ESAS 2021;
 - (iii) to grant the ESAS Awards in accordance with the provisions of the ESAS 2021 and to allot, issue, transfer and/or deliver from time to time such number of fully paid-up Shares as may

be required to be issued or delivered pursuant to the vesting of ESAS Awards under the ESAS 2021, provided that the aggregate number of Shares to be issued or delivered pursuant to the ESAS 2021 and pursuant to all other share option or other share schemes of the Company shall not exceed 15 per cent (15%) of the total number of issued Shares (excluding treasury shares) at any time and from time to time;

- (iv) subject to the same being allowed by law, to apply any Share purchased or acquired under any share purchase mandate and to deliver such existing Shares (including any treasury shares) towards the satisfaction of the ESAS Awards granted under the ESAS 2021; and
- (v) to complete and do all such acts and things (including executing all such documents as may be required) as they may consider necessary or desirable to give effect to these resolutions.

BY ORDER OF THE BOARD

Wee Woon Hong
Srikanth Rayaprolu
Company Secretaries

20 March 2021
Singapore

Notes on the alternative arrangements for the EGM:

- (i) Shareholders may access a copy of the Circular at the Company's website (www.mohsengcranes.com) and the SGX website (<https://www.sgx.com/securities/company-announcements>).
- (ii) The EGM is to be convened by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 ("**Meeting Order**"), extended until 30 June 2021. This extended duration of the Meeting Order provides the Company with the option to conduct general meetings by electronic means even where Company is permitted under the COVID-19 safe distancing regulations to hold physical meetings, to help minimise physical interactions and COVID-19 transmission risks. **Printed copies of this notice will not be mailed to members (i.e. shareholders) of the Company.** Instead, this notice will be published on the Company's website (www.mohsengcranes.com) and will also be made available on the SGX website (<https://www.sgx.com/securities/company-announcements>).
- (iii) Accordingly, no physical EGM will be held in order to minimise the risk of community spread of COVID-19 and hence, **members can only watch the proceedings of the EGM via live webcast and will not be able to attend the EGM in person.** A member (whether individual or corporate) who wishes to exercise his/her/its voting rights at the EGM must appoint the Chairman of the EGM as his/her/its proxy to vote on his/her/its behalf at the EGM. A member should specifically indicate how the member wishes to vote for or vote against (or abstain from voting on) the resolutions.
- (iv) A member who wishes to watch and observe the proceedings of the EGM through a live webcast (comprising both video (audio-visual) and audio-only feeds) via their mobile phones, tablets or computers are to submit their request by email to egm@msholdings.com.sg, with their full name (as per The Central Depository (Pte) Limited's ("**CDP**") records), identification number (e.g. NRIC/Passport Number/FIN), shareholding type, email address and contact number (to enable the Company and/or its agents and service providers to authenticate their status as member) to the Company by **3.00 p.m. on 2 April 2021** (i.e. not less than 72 hours before the time appointed for holding the EGM).

Upon successful authentication, each such member will receive an email reply by **3.00 p.m. on 4 April 2021**. The email reply will contain instructions to access the live webcast of the EGM proceedings. Only authenticated members are permitted to access and attend the EGM proceedings. Members who have pre-registered by the deadline of 3.00 p.m. on 2 April 2021 but have not received an email reply by 3.00 p.m. on 4 April 2021 are to contact the Company for assistance by phone (at (65) 68610898) or by email (at egm@msholdings.com.sg) as soon as practicable.

On the day of the EGM, before an authenticated and pre-registered member may access the live webcast and attend the EGM (by electronic means), the member's identity is required to be verified by the Company's Share Registrar. Members are encouraged to log on (to access to the live webcast of the EGM proceedings) early to avoid possible bottlenecks and potential delays. We seek your kind understanding and cooperation. Members may log on from **2.00 p.m. on Monday, 5 April 2021**.

- (v) Members will not be allowed to ask questions during the live webcast of the EGM. Members who may have questions relating to each resolution to be tabled for approval at the EGM are to submit their questions by email to egm@msholdings.com.sg, together with their full name (as per CDP records), identification number (e.g. NRIC/Passport Number/FIN), shareholding type, email address, and contact number (to enable the Company and/or its agents and service providers to authenticate their status as members) to the Company by **3.00 p.m. on 2 April 2021** (that is not less than 72 hours before the time fixed for holding the EGM). The Company will endeavour to address all relevant and substantial questions (as may be determined by the Company in its sole discretion) received.
- (vi) If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.
- (vii) The instrument appointing the Chairman of the EGM as proxy must either be deposited at the office of the Company's Share Registrar (i.e. Tricor Barbinder Share Registration Services), at 80 Robinson Road, #02-00, Singapore 068898, or submitted to the Company by email to egm@msholdings.com.sg, by **3.00 p.m. on 3 April 2021** (that is, not less than 48 hours before the time appointed for holding the EGM). Members are strongly encouraged to submit the completed and signed PDF copies of their proxy forms to the Company via email.
- (viii) A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to access the live webcast and attend and vote via proxy at the EGM.
- (ix) The Company will publish the minutes of the EGM via the SGXNet platform and the Company's website within one month after the date of EGM.
- (x) As the COVID-19 situation continues to evolve, members are advised to read the Government of Singapore's "COVID-19: Advisories for Various Sectors" (<https://www.gov.sg/article/covid-19-sector-specific-advisories>) including the health advisories issued by the Ministry of Health. The Company will monitor the situation and reserves the right to take further measures as appropriate in order to comply with the various government and regulatory advisories. Any changes to the manner of conduct of the EGM will be announced by the Company on the SGXNET.

Summary of Key Dates and Times (Deadlines/Opening Time)	Actions
By Friday, 2 April 2021, 3.00 p.m.	For members: (a) who have questions relating to the business of the EGM to email their questions to egm@msholdings.com.sg .

	(b) submit the necessary information required for authentication by email to egm@msholdings.com.sg should they wish to access the live webcast and attend the EGM.
By Saturday, 3 April 2021, 3.00 p.m.	For members to either deposit the completed and signed proxy forms either to the Company's Share Registrar at 80 Robinson Road, #02-00, Singapore 068898, or submit the completed and signed proxy forms to the Company by email to egm@msholdings.com.sg . In view of the COVID-19 situation, members are strongly encouraged to submit their completed and signed PDF copies of their proxy forms electronically via email to egm@msholdings.com.sg .
By Sunday, 4 April 2021, 3.00 p.m.	For members who have been successfully authenticated to receive an email reply with instructions to access the live webcast of the EGM (" Confirmation Email "); and for members who have pre-registered but have not received any Confirmation Email by this time to contact the Company for assistance by phone (at (65) 68610898) or by email (at egm@msholdings.com.sg) as soon as practicable.
Monday, 5 April 2021, 2.00 p.m.	When pre-registered members may log on for the Share Registrar to verify their identity and access to the live webcast to the EGM (that is scheduled to commence at 3.00 p.m. on Monday, 5 April 2021), using the instructions received in the Confirmation Email.

Personal data privacy:

By attending, speaking, proposing, seconding and/or voting at the EGM and/or by a member of the Company submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and/or vote at the EGM and/or any adjournment thereof, the person/member (i) understands and accepts that photographs, images, audio and/or video recordings and transcripts of the EGM may be taken and/or made by the Company (and/or its agents and service providers), (ii) consents to the collection, use and disclosure of the person's/member's and its proxy(ies)'s or representative(s)'s personal data by the Company (and/or its agents and service providers) for legal, regulatory, compliance, corporate policies, procedures and administration, corporate actions, corporate communications and investor relations purposes and for the purposes of the processing, administration and record keeping by the Company (and/or its agents and service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation, compilation, recording, keeping of the attendance lists, transcripts, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (and/or its agents and service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines and for publication and/or use in the Circular, corporate brochures, newsletters, publications, materials and/or corporate website by the Company (and/or its agents and service providers) (collectively, the "**Purposes**"), (iii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (and/or its agents and service providers), the member has obtained the prior express consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (and/or its agents and service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iv) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.