



KIM HENG OFFSHORE & MARINE HOLDINGS LIMITED

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

(Company Registration Number: 201311482K)

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") will be held at 48 Penjuru Road, Singapore 609152 on 8 August 2019 at 9.30 a.m. 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 24 July 2019 to the Shareholders.

ORDINARY RESOLUTION: THE PROPOSED CHANGE OF AUDITORS FROM KPMG LLP TO MESSRS FOO KON TAN LLP

That:

- (i) That, having consented to act as Auditors, Messrs Foo Kon Tan LLP, be and are hereby appointed Auditors of the Company in place of the resigning Auditors, KPMG LLP to hold office with immediate effect until the conclusion of the next annual general meeting at a remuneration to be agreed upon between the Directors and Auditors; and
- (ii) 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

24 July 2019

Notes:

1. Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act, every member entitled to attend and vote at the EGM is entitled to appoint not more than 2 proxies to attend and vote on his behalf. A proxy need not be a member of the Company and where there is more than 1 proxy, the proportion (expressed as a percentage of the whole) of his shareholding to be represented by each proxy must be stated.
2. Pursuant to Section 181 of the Companies Act, a member who is a Relevant Intermediary is entitled to appoint more than 2 proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than 2 proxies, the appointments shall be invalid unless the member specifies the number and class of Shares in relation to which each proxy has been appointed.
"Relevant Intermediary" means:
 - (a) banking corporation licensed under the Banking Act, Chapter 19 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with the subsidiary legislation.
3. The instrument appointing proxy or proxies must be deposited at the registered office of the Company at 9 Pandan Crescent, Singapore 128465, not less than 48 hours before the time set for the EGM.

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 reviewed by the Company's Sponsor, SAC Capital Private Limited (the "Sponsor"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "Exchange") and the Exchange 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.