Beng Kuang Marine Limited

明 光 海 事 有 限 公 司

Registration No. 199400196M
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Beng Kuang Marine Limited (the "Company") will be held at 55 Shipyard Road, Singapore 628141 on Friday, 23 April 2010 at 11.00 a.m., for the purpose of transacting the following businesses:-

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and the Audited Accounts for the financial period ended 31 December 2009 together with the Auditors' Report thereon. **(Resolution 1)**

2. To declare a one-tier tax exempt first and final dividend of 0.50 cents per ordinary share for the financial year ended 31 December 2009. **(Resolution 2)**

3. To re-elect Mr Chua Meng Hua as a Director retiring pursuant to Article 107 of the Company's Articles of Association. **(Resolution 3)**

4. To re-elect Mr Sameer Y. Khan as a Director pursuant to Article 107 of the Company's Articles of Association.
[See Explanatory Note 1] **(Resolution 4)**

5. To approve the payment of Directors' fees of S$96,000 (2008: S$108,000) for the financial year ended 31 December 2009. **(Resolution 5)**

6. To appoint Messrs Nexia TS Public Accounting Corporation in place of the retiring auditors, Messrs Ernst & Young LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.
[See Explanatory Note 2] **(Resolution 6)**

AS SPECIAL BUSINESS

7. To consider and, if thought fit, to pass the following resolution as Ordinary Resolution, with or without amendments:

   Authority to allot and issue shares up to 50 per centum (50%) of issued share capital **(Resolution 7)**

   "That pursuant to Section 161 of the Companies Act, Cap. 50, and the listing rules of the Singapore Exchange Securities Trading Limited, authority be and is hereby given to the Directors of the Company to allot and issue shares or convertible securities from time to time (whether by way of rights, bonus or otherwise) and upon such terms and conditions and for such purposes and to such person as the Directors may in their absolute discretion deem fit, provided that the aggregate number of shares and convertible securities issued pursuant to such authority shall not exceed 50 per centum (50%) of the issued share capital of the Company, of which the aggregate number of shares and convertible securities issued other than on a pro-rata basis to the existing shareholders of the Company shall not exceed 20 per centum (20%) of the issued share capital of the Company (the percentage of issued share capital being based on the issued share capital at the time such authority is given after adjusting for new shares arising from the conversion or exercise of convertible securities or exercise of share options or vesting of awards outstanding or subsisting at the time such authority is given and any subsequent consolidation or subdivision of shares) and, unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting ("AGM") of the Company or on the date by which the next AGM is required by law to be held, whichever is the earlier."
   [See Explanatory Note 3]

8. To consider and, if thought fit, to pass the following resolution as Ordinary Resolution, with or without amendments:

   Renewal of Shareholders' Mandate for Interested Person Transactions **(Resolution 8)**

   "That:

   (a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual of the SGX-ST, for the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9 of the Listing Manual), or any of them, to enter into any of the transactions falling within the types of interested person transactions set out in the addendum to this Annual Report dated 5 April 2010 (the "Addendum") with any party who is of the class of interested persons described in Addendum provided that such transactions are on normal commercial terms, not prejudicial to the interests of the Company and its minority Shareholders and in accordance with the review procedures for such interested person transactions (the "Shareholders' Mandate");

   (b) the Shareholders' Mandate shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company, and

   (c) the Directors of the Company 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 may consider expedient or necessary or in the interests of the Company to give effect to the Shareholders' Mandate and/or this Resolution."
   [See Explanatory Note 4]

9. To consider and, if thought fit, to pass the following resolution as Ordinary Resolution, with or without modification:

   Authority to issue shares at a discount **(Resolution 9)**

   "That subject to and pursuant to the share issue mandate in resolution 8 above being obtained, authority be and is hereby given to the Directors to issue new shares other than on a pro-rata basis to shareholders of the Company at an issue price per new share which shall be determined by the Directors in their absolute discretion provided that such price shall not represent more than 20% discount for new shares to the weighted average price per share determined in accordance with the requirements of the SGX-ST." [See Explanatory Note 5]

10. To transact any other business that may be properly transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

Wee Woon Hong
Lee Hock Heng
Company Secretaries

Singapore
5 April 2010

Notes:

(i) A member of the Company entitled to attend and vote at the above Meeting may appoint not more than two proxies to attend and vote instead of him.

(ii) Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies. A proxy need not be a member of the Company.

(iii) 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.

(iv) The instrument appointing a proxy must be deposited at the Registered Office of the Company at 55 Shipyard Road, Singapore 628141, not less than 48 hours before the time appointed for holding the above Meeting.

Explanatory Notes:

1. Mr Sameer Y. Khan will, upon re-election as a Director of the Company, remain as the member of Audit Committee, Nominating Committee and Remuneration Committee of the Company.

2. The proposed Ordinary Resolution 6 is to appoint Nexia TS Public Accounting Corporation as Auditors of the Company in place of Ernst & Young LLP. If you are in any doubt as to the action you should take, you should consult your bank manager, stockbroker, solicitor, accountant or other professional adviser immediately. If you have sold or transferred all your shares in the capital of the Company, you should immediately forward this Notice of AGM and the enclosed Proxy Form to the purchaser or the transferee or to the bank, stockbroker or agent through whom you effected the sale or transfer for onward transmission to the purchaser or the transferee. The SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions expressed in this Notice of AGM.

   The Company's existing Auditors, Ernst & Young LLP, have been Auditors of the Company since financial year ended 31 December 2002. As part of the Company's efforts to be cost efficient, our Directors have obtained quotations for the audit of the Group from other audit firms for the financial year ending 31 December 2010. Having found the fee structure of Nexia TS Public Accounting Corporation to be more competitive and having considered various other factors including, *inter alia*, the adequacy of resources, experience and audit engagements in view of the Group's operations, the number of supervisory and professional staff who will be assigned to the audit of the Group and their audit arrangements for the Group, the Directors (in consultation with the Audit Committee) are of the opinion that Nexia TS Public Accounting Corporation will be able to meet the audit requirements of the Group. Further, the Company believes that a periodic rotation of external auditors will serve to further enhance the independence and effectiveness of the external auditors and, in the process, further strengthen the corporate governance of the Group. Accordingly, the Directors confirm that Rule 712 of the Listing Manual of the SGX-ST has been complied with.

   In this regard, Ernst & Young LLP has on 4 March 2010, given notice to the Directors of their resignation as Auditors of the Company. The Company has also received notice from a shareholder, Chua Beng Kuang (refer to Appendix 1) nominating Nexia TS Public Accounting Corporation as the Company's Auditors in place of Ernst & Young LLP. Nexia TS Public Accounting Corporation have expressed their willingness to accept the appointment. The proposal for the appointment will be put to the members at this meeting.

   The Audit Committee has reviewed the credentials and proposal of Nexia TS Public Accounting Corporation and recommended to the Board that Nexia TS Public Accounting Corporation be nominated for appointment as Auditors of the Company for the financial year ending 31 December 2010, subject to the approval of shareholders at the AGM to be held on 23 April 2010. The Directors of the Company recommend that Shareholders vote in favour of Ordinary Resolution 6 at the forthcoming AGM. The Directors wish to express their appreciation for the services rendered by Ernst & Young LLP in the past.

   Ernst & Young LLP have confirmed to Nexia TS Public Accounting Corporation that they are not aware of any professional reasons why Nexia TS Public Accounting Corporation should not accept the appointment as auditors of the Company.

   The Directors further confirmed that there were no disagreements with Ernst & Young LLP on accounting treatments in the last 12 months and there are no circumstances connected with the change of auditors that should be brought to the attention of the Company's shareholders.

   The Directors accept responsibility for the accuracy of the information herein.

3. The proposed Ordinary Resolution 7, if passed, will authorise the Directors of the Company to issue shares up to 50% of the Company's issued share capital, with an aggregate sub-limit of 20% of the Company's share capital for any issue of shares not made on a pro-rata basis to shareholders of the Company.

4. The proposed Ordinary Resolution 8, if passed, will authorise the interested person transactions as described in the Addendum and recurring in the year and will empower the Directors of the Company, from the date of the Annual General Meeting until the date the next Annual General Meeting is to be held or is required by law to be held, whichever is the earlier, to do all acts necessary to give effect to the Shareholders' Mandate. The rationale for and categories of interested person transactions pursuant to the Shareholders' Mandate are set out in greater detail in the Addendum accompanying this Notice.

5. The proposed Ordinary Resolution 9, if passed, will authorise the Directors to issue new shares (other than on a pro-rata basis to shareholders of the Company) at an issue price of up to 20% discount to the weighted average price per share. The Ordinary Resolution 9 above is pursuant to measures implemented by the SGX-ST as stated in a press release entitled "SGX introduces further measures to facilitate fund raising" dated 19 February 2009 which became effective on 20 February 2009 and will expire on 31 December 2010 unless extended.