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BENG KUANG GROUP

# Beng Kuang Marine Limited

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 Monday, 22 April 2019 at 11.00 a.m., for the purpose of transacting the following businesses:-

**AS ORDINARY BUSINESS**

1. To receive and adopt the Directors' Statement and the Audited Financial Statements for the financial year ended 31 December 2018 together with the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect Mr Chua Beng Kuang as a Director retiring pursuant to Regulation 107 of the Company's Constitution. **(Resolution 2)**
   [See Explanatory Note 1]
3. To record the retirement of Dr Wong Chiang Yin, Director retiring pursuant to Regulation 107 of the Company's Constitution. Dr Wong Chiang Yin has decided not to seek re-election and will retire at the conclusion of the forthcoming AGM.
   [See Explanatory Note 2]
4. To approve the payment of Directors' fees of SS109,400 (2017: SS107,305) for the financial year ended 31 December 2018. **(Resolution 3)**
5. To re-appoint Messrs Nexia TS Public Accounting Corporation as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 4)**

**AS SPECIAL BUSINESS**

6. 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 5)**

   "That pursuant to Section 161 of the Companies Act, Cap. 50, and the listing rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"), 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 (excluding treasury shares and subsidiary holdings) 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 (excluding treasury shares and subsidiary holdings) of the Company (the percentage of issued share capital being based on the issued share capital (excluding treasury shares and subsidiary holdings) 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]
7. To transact any other business that may be properly transacted at an Annual General Meeting.

BY ORDER OF THE BOARD
Wee Woon Hong
Srikanth Rayaprolu
Company Secretaries

Singapore
5 April 2019

**Explanatory Notes:**

1. Mr Chua Beng Kuang will, upon re-election as Director of the Company, remain as the Executive Chairman of the Company. Further information on Mr Chua Beng Kuang can be found in the Annual Report 2018. Please refer to Table A on the last page of the Corporate Governance Report on page 24 to page 25 of the Annual Report for the detailed information required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.
2. Dr Wong Chiang Yin will retire as Independent Director of the Company at the conclusion of the forthcoming AGM. Upon Dr Wong Chiang Yin's retirement, he will cease to be the Chairman of Remuneration Committee and member of Audit Committee and Nominating Committee and as a Lead Independent Director. His replacement for each committee will be announced in due course.
3. The proposed Ordinary Resolution 5, if passed, will authorise the Directors of the Company to issue shares up to 50% of the Company's issued share capital (excluding treasury shares and subsidiary holdings), 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.

**Notes:**

i) A member of the Company entitled to attend and vote at the above Meeting may appoint not more than two (2) proxies to attend and vote instead of him.

ii) Where a member appoints two (2) 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) Intermediaries such as banks and capital markets services licence holders which provide custodial services and are members of the Company may appoint more than two proxies provided that each proxy is appointed to exercise the rights attached to different shares held by the member. Where such member appoints more than two (2) proxies, the number and class of shares to be represented by each proxy must be stated.

iv) 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.

v) 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.

vi) 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 above Meeting in order for the Depositor to be entitled to attend and vote at the above Meeting.

**Personal data privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's and its proxy(ies)'s or representative'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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (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 member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), 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 (or its agents) of the personal data of such proxy(ies) and/ or representative(s) for the Purposes, (iii) undertakes that the member will only use 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. Your and your proxy and/or representative's personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the Company's verification and record purposes.