

ASL MARINE HOLDINGS LTD.
(Incorporated In The Republic Of Singapore)
Company Registration No. 200008542N
(the "Company")

MINUTES OF THE TWENTY-THIRD ANNUAL GENERAL MEETING OF THE COMPANY
HELD AT 19 PANDAN ROAD, SINGAPORE 609271 ON TUESDAY, 31 OCTOBER 2023 AT 2.00
P.M.

Present

Board Of Directors and Senior Management

Mr Ang Kok Tian	:	Chairman, Managing Director and Chief Executive Officer
Mr Ang Kok Leong	:	Executive Director
Mr Andre Yeap Poh Leong	:	Non-executive Director
Mr David Hwang Soo Chin	:	Independent Director
Mr Tan Sek Khee	:	Independent Director
Ms Koh Kai Kheng Irene	:	Group Financial Controller and Company Secretary

By Invitation

Mr Andrew Tan Chwee Peng : Ernst & Young LLP, Audit Partner

Shareholders

As per attendance record maintained by the Company.

Introduction, Quorum and Presentation

Mr Ang Kok Tian took the chair of the meeting and extended a warm welcome to all joining the Twenty-Third Annual General Meeting of the Company (the "AGM").

The Chairman introduced the members of the board of directors, senior management and auditor who were attending the meeting.

There was a quorum present.

The Chairman informed that the proceedings of the AGM would be audio recorded.

Ms Irene Koh, the group financial controller, delivered a presentation on the Group's performance and position.

Notice of Meeting and Conduct of Meeting

The notice of AGM which was sent by post to shareholders and published on the Company's website and SGXNET as well as advertised in The Business Times on 16 October 2023, was taken as read.

The Chairman informed that shareholders had been given the opportunity to ask questions in advance relating to the resolutions to be tabled for approval at the AGM. There were no questions submitted by shareholders in advance relating to the resolutions to be tabled.

The Chairman further informed that live questions would be taken and addressed during the question and answer session later after all the resolutions have been tabled and proposed.

It was noted that voting at the AGM would be by poll and the poll would be conducted in a paperless manner using online electronic voting system. The Company had appointed RHT Governance, Risk & Compliance (Singapore) Pte. Ltd. as scrutineer for the conduct of the poll.

The Chairman also informed that in his capacity as the Chairman of the meeting, he has been appointed by numerous shareholders as proxy and he would be voting in accordance with their instructions.

A representative from RHT Governance, Risk & Compliance (Singapore) Pte. Ltd. explained the poll voting process using the online electronic voting system. He informed that shareholders could vote any time during the course of the meeting and voting would close 3 minutes after the close of the question and answer session.

A short video clip on the voting process was shown.

Business of Meeting

The Chairman then proceeded to deal with the business of the meeting and exercised his right under Regulation 61 of the Company's Constitution to demand a poll in respect of each of the resolutions to be put to vote at the meeting.

Ordinary Business

Resolution 1

Directors' statement and audited financial statements

The Chairman proposed and put the following ordinary resolution to the meeting:

"That the directors' statement and audited financial statements for the year ended 30 June 2023 and the auditors' report thereon be and are hereby received and adopted."

Resolution 2

Directors' fees for the year ending 30 June 2024

The Chairman proposed and put the following ordinary resolution to the meeting:

"That directors' fees of S\$214,400 for the year ending 30 June 2024, to be paid quarterly in arrears, be and are hereby approved."

Resolution 3

Re-election of Mr Ang Kok Tian as director

It was noted that this segment of the meeting on the re-election of Mr Ang Kok Tian was chaired by Mr David Hwang Soo Chin.

Mr David Hwang Soo Chin informed the shareholders that Mr Ang Kok Tian who was retiring by rotation, has offered himself for re-election. Mr Ang Kok Tian is the chairman of the board of directors, managing director and chief executive officer of the Company. Upon the passing of this resolution for his re-election as a director, Mr Ang Kok Tian would continue in the said capacities.

Mr David Hwang Soo Chin proposed and put the following ordinary resolution to the meeting:

"That Mr Ang Kok Tian, a director retiring by rotation in accordance with Regulation 91 of the Company's Constitution, be and is hereby re-elected as a director of the Company."

Resolution 4

Re-election of Mr Tan Sek Khee as director

The Chairman informed the shareholders that Mr Tan Sek Khee who was retiring by rotation, has offered himself for re-election. Mr Tan Sek Khee is an independent director, a member and the chairman of the remuneration committee and the nominating committee and a member of the audit committee. Upon the passing of this resolution for his re-election as a director, Mr Tan Sek Khee would continue in the said capacities.

The Chairman proposed and put the following ordinary resolution to the meeting:

“That Mr Tan Sek Khee, a director retiring by rotation in accordance with Regulation 91 of the Company’s Constitution, be and is hereby re-elected as a director of the Company.”

Resolution 5

Re-appointment of auditors

The Chairman proposed and put the following ordinary resolution to the meeting:

“That Ernst & Young LLP be and are hereby re-appointed as auditors of the Company to hold office until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the directors of the Company.”

Special Business

Resolution 6

Share issue mandate

The Chairman proposed and put the following ordinary resolution to the meeting:

“That pursuant to Section 161 of the Companies Act 1967 (the “Companies Act”) and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”), authority be and is hereby given to the directors of the Company to:

- (a) allot and issue shares in the Company; and
- (b) issue convertible securities and any shares in the Company arising from the conversion of such convertible securities,

(whether by way of rights, bonus or otherwise) at any time to such persons and upon such terms and conditions and for such purposes as the directors may in their absolute discretion deem fit, provided that the aggregate number of shares and convertible securities to be issued pursuant to such authority shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company, of which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to shareholders of the Company shall not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company, and for the purposes of this resolution and Rule 806(3) of the Listing Manual of the SGX-ST, the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company at the time this resolution is passed (after adjusting for new shares arising from the conversion or exercise of any convertible securities or exercise of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this resolution approving the mandate, provided the options or awards were granted in compliance with the Listing Manual of the SGX-ST and any subsequent bonus issue, consolidation or subdivision of the Company’s

shares), and unless revoked or varied by the Company in general meeting, such authority conferred by this resolution 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 the earlier.”

Resolution 7

Renewal of share purchase mandate

The Chairman proposed and put the following ordinary resolution to the meeting:

“That:

(a) for the purposes of Sections 76C and 76E of the Companies Act, the exercise by the directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares each fully paid in the capital of the Company (“Shares”) not exceeding in aggregate the Maximum Percentage (as hereafter defined), at such price or prices as may be determined by the directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:

- (i) market purchase(s) transacted on the SGX-ST, through the SGX-ST’s trading system and/or through one or more duly licensed dealers appointed by the Company for that purpose (“Market Purchases”); and/or
- (ii) off-market purchase(s) (if effected otherwise than on the SGX-ST) under an equal access scheme in accordance with Section 76C of the Companies Act for the purchase or acquisition of Shares from shareholders (“Off-Market Purchases”),

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST, be and is hereby authorised and approved generally and unconditionally (the “Share Purchase Mandate”);

(b) unless varied or revoked by the Company in general meeting, the authority conferred on the directors of the Company pursuant to the Share Purchase Mandate may be exercised by the directors at any time and from time to time during the period commencing from the date of the passing of this resolution and expiring on the earlier of:

- (i) the date on which the next Annual General Meeting of the Company is held or required by law to be held;
- (ii) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by shareholders in general meeting; or
- (iii) the date on which the Company has purchased the maximum number of Shares mandated under the Share Purchase Mandate;

(c) in this resolution:

“Average Closing Price” means the average of the closing market prices of a Share over the last five Market Days on which the Shares are transacted on the SGX-ST, before the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the listing rules of the SGX-ST, for any corporate action that occurs during the relevant five Market Days period and on the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase;

“date of the making of the offer” means the date on which the Company makes an offer for the purchase or acquisition of Shares from holders of Shares, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

“Market Day” means a day on which the SGX-ST is open for trading in securities;

“Maximum Percentage” means that number of issued Shares representing 10% of the total number of issued ordinary shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company as at the date of the passing of this resolution; and

“Maximum Price” in relation to a Share to be purchased, means the purchase price to be paid for the Shares (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses of the purchase or acquisition) not exceeding:

- (i) in the case of a Market Purchase, 105% of the Average Closing Price; and
 - (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 110% of the Average Closing Price, and
- (d) the directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this resolution.”

Questions & Answers

As all the resolutions were tabled and proposed, the Chairman invited questions from shareholders.

A summary of the questions and the responses from the directors and management is attached as Appendix A.

Voting

It was noted that shareholders were given a further 3 minutes after the close of the question and answer session to submit their votes.

Results of The Poll

A summary of the results of the poll is attached as Appendix B.

Based on the results of the poll as announced by the Chairman, all the resolutions were declared carried.

Conclusion

The Chairman informed the shareholders that the Company would release an announcement on the detailed voting results of the AGM on the SGXNET and that the minutes of the meeting would be published on the Company’s website and the SGXNET within one month after the AGM.

The Chairman closed the meeting at 3.30 p.m. and thanked everyone for their attendance.

Appendix A

ASL MARINE HOLDINGS LTD.
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Company Registration No. 200008542N

**TWENTY-THIRD ANNUAL GENERAL MEETING HELD ON
31 OCTOBER 2023 AT 2.00 P.M.
SUMMARY OF QUESTIONS AND ANSWERS**

The following is a summary of substantial and relevant comments and questions from shareholders during the Q&A session after all resolution have been tabled and proposed, and responses and answers from directors and management.

1.	<p>Q: The Company warrants expire in July 2024. I note that none of the Company directors/key management have exercised their warrants. This is despite the warrant exercise price being 6 cents when the NAV is 11.24 cents and the Company's financial performance improving. Does the Company directors/key management intend to exercise their warrants to demonstrate confidence in the prospects and outlook of the Company? Please detail and elaborate.</p> <p>A: The Company is unable to provide answer to this question as the conversion of warrants by the Company directors relates to their personal investment decision.</p>
2a.	<p>Q: One shareholder noted that the Company's shares are trading at more than 50% discount off from the Company's NAV of 11.24 cents and highly undervalued. What more can the Company do to improve its share price, and increase its market capitalisation, to enable it to better reflect its intrinsic value?</p> <p>A: To improve the share price to better reflect intrinsic value, there are several strategies the Company has been undertaking:</p> <p class="list-item-l1">(a) Continuing focus on core businesses with</p> <ul style="list-style-type: none">• Sustainable revenue generated over past years despite a) downturn in oil and gas industry, b) Covid-19 pandemic and c) recent inflationary environment, rising interest rate and geopolitical tension• Substantial reduction from a pre-tax loss of S\$141.7 million in FY2019 to a pre-tax profit of S\$7.0 million in FY2023• Sustainable and positive cash flows from its operating activities <p class="list-item-l1">(b) Expanding revenue streams by leveraging on core competencies and key resources. Such initiatives include:</p> <ul style="list-style-type: none">• Vessel Recycling activities• Sustainable marine related services <p class="list-item-l1">(c) Strengthening operational efficiencies, productivity and business performance</p> <ul style="list-style-type: none">• Optimize the Group's cost structure to improve profitability• Diversifying supply sources for competitive procurement• Maintain close collaboration with contractors and suppliers <p class="list-item-l1">(d) Strengthening balance sheet/ capital raising to improve financial position and liquidity</p> <ul style="list-style-type: none">• Disposal of vessels or non-core assets to reduce debt and interest expenses• The Company could potentially raise up to S\$32.5 million, if the outstanding warrants of 541,967,213 are being converted into shares <p class="list-item-l1">(e) Continuing commitment and support from stakeholders, noteholders and financial institutions</p> <ul style="list-style-type: none">• Interest bearing loans and borrowings decreased from face value of S\$423.1 million as of 30 June 2019 to S\$288.2 million as of 30 June 2023

	<ul style="list-style-type: none"> Continual support from our principal lenders on trade and working capital facilities
2b.	<p>Q: Has the Company thought about how it can better engage with the investment community, so as to enable them to realise the undervaluation in ASL Marine share price?</p> <p>A: Engaging with the investment community is an ongoing effort, and the Company strives to build trust and demonstrates transparency through its IR efforts. To better engage with investors, the Company will work on</p> <ul style="list-style-type: none"> (a) Investor Relations (IR) Program - to include regular updates through press releases, financial reports, and presentations. (b) Analyst Coverage - to seek research coverage from reputable financial analysts and investment banks. (c) Dedicated Investor Relations Website - maintaining a dedicated Investors' Relation section in the Company's website. (d) Targeted Outreach - identify key institutional investors that may be interested in the Company's business sector.
2c.	<p>Q: Has the Company considered engaging the services of an Investor Relations firm to boost the Company's profile in the investment community?</p> <p>A: The Company had in the past engaged an Investor Relations (IR) firm and will definitely look into re-engaging one again when the need arises.</p>
2d.	<p>Q: Is the Company covered by any analyst or brokerage firm?</p> <p>A: Currently, the Company is not covered by any analyst or brokerage firm, although we do remain close contacts with some of the analysts.</p>
2e.	<p>Q: Has the Company considered inviting research analysts and brokerage firm representatives to visit the Company's facility to enable them to have more insight about the Company and boost the Company's profile in the investment community?</p> <p>A: Inviting research analysts and representatives from brokerage firms to visit the Company's facilities is a common practice if one is engaged.</p>
3.	<p>Q: Whilst it is encouraging to note that the Company has made its first net profit, the Company remains in the SGX watch-list, with a deadline to meet the criteria to exit the watch-list by Dec 2023. What are the options available to the Company if SGX does not grant the Company an extension of time to exit the watch-list? Please detail and elaborate.</p> <p>A: The Company has to meet the requirements as set out in Rule 1314 of the Listing Manual ("Exit Criteria") on both a) Financial Criteria- recording a consolidated pre-tax profit for the most recently completed financial year (based on audited full year consolidated accounts) and b) Market Capitalisation Criteria- having an average daily market capitalization of S\$40.0 million or more over the last 6 months.</p> <p>The Company has made an application to SGX-ST for further extension to exit the watch-list. The Company will update shareholders on its application in due course.</p>
4.	<p>Q: Given that the Company is inside the SGX watch-list and has a deadline to meet to exit the SGX watch-list, what urgent steps are the Company undertaking to improve its financial performance and market capitalization to accelerate its turnaround and eventually exit from the SGX watch-list? Please detail and elaborate.</p> <p>A: Please refer to our reply to Q2a above.</p>

5.	<p>With reference to pages 196 to 197 of the annual report, it appears that the results from "ship chartering" have deteriorated. Losses from this segment have worsened from S\$4 million to S\$19 million, a shareholder asked:</p> <p>5a. Q: What are the reasons for the poor performance of the "ship chartering" segment?</p> <p>A: In FY2023, the poor performance of the shipchartering segment as compared to prior year was mainly attributed to:</p> <ul style="list-style-type: none"> • Completion of major infrastructure projects in Singapore and Indonesia • Reduction in ocean-towing projects • More vessels underwent periodic surveys • Rising fuel costs and maintenance expenses <p>5b. Q: What are the prospects and outlook for this "ship chartering" segment?</p> <p>A: There are upcoming regional infrastructure projects which will be released by Governments and private sectors in Southeast Asia, South Asia and Australia which present opportunities for us to deploy our vessels. We will also benefit from the strong recovery of the offshore oil and gas support sector where we can deploy our OSVs and earn higher income.</p> <p>5c. Q: Will the "ship chartering" segment improve in the near or mid term?</p> <p>A: The management is expecting the number of vessels undergoing survey to be reduced in FY2024, thus revenue should improve overtime. The improvements in the segment is also dependent on market conditions, the Company's ability to keep costs under control and the securing of long-term charter contracts.</p> <p>5d. Q: What is the Company doing to turn-around and make the "ship chartering" segment profitable?</p> <p>A: The management will continue to look at improving operational efficiency, raising utilization rate and exploring other business opportunities in overseas markets. The management is also working on selling and scrapping some of the vessels.</p> <p>5e. Q: When was the "ship chartering" segment last profitable?</p> <p>A: The ship chartering segment was last profitable (based on gross profit) in FY2020.</p> <p>5f. Q: Is the "ship chartering" business a viable business?</p> <p>A: The business account for approximately one-third of the Group's total revenue. The business can be viable with the right strategy and improved operational efficiency. The ship chartering segment remains cash flow positive, despite having losses which included a depreciation charge of S\$36.0 million in FY2023.</p> <p>5g. Q: Should the Company just cut losses and exit from this "ship chartering" segment?</p> <p>A: The Group is an integrated marine service company that provides a one-stop solution to many of its customers. We attain synergy from operating the three core businesses. Our shipyards could build and repair vessels for its chartering division at competitive pricing, while the ship repair division gets to undertake customised repair works for its chartering's customers.</p>
5h.	<p>Q: If the ships in the "ship chartering" segment are sold off, what is the estimated value of the proceeds the Company can expect to receive?</p> <p>A: The Group appraised majority of its vessels annually. The book value can be considered its approximate fair market value of the vessels. However such value is made on the assumption that the vessels are in average working condition.</p>

6.	<p>Q: It was noted that inflation is rising with energy, water, and utilities etc. costs increasing. How does the Company deal with inflation and the associated costs increases?</p> <p>A: The measures that the Company adopts include:</p> <ul style="list-style-type: none"> • Careful evaluation on its pricing strategy and differentiating customers and products based on their sensitivity to price change. • Close monitoring on materials purchase which are susceptible to rising cost • Review and optimize the supply chain to minimize transportation and logistics costs • Diversifying supply sources for competitive procurement
7.	<p>Q: With reference to the news that there is a shortage of dormitory housing for foreign workers, with dormitory accommodation costs skyrocketing and that there is intense profiteering by dormitory operators, is the Company facing accommodation shortage for its foreign workers? And how does the Company manages the shortage of accommodation for its foreign workers? And how does the Company manage the rising costs for housing foreign workers?</p> <p>A: In its Singapore facilities, the Company houses all of its directly employed NTS workers and some contract workers in its factory-converted dormitory within the shipyard premises. This ensures that part of the rising accommodation costs for workers are kept under control.</p>
8.	<p>Q: Noted the Group made a profit for FY2023 attributable to reversal of impairment. Will the profit of the Group be sustainable?</p> <p>A: The valuation exercise is conducted annually and adjustments made based on the valuation obtained. Impairment of vessel is recorded when the market valuation is lower than book carrying value or reversal of impairment is recorded when there is an appreciation in vessels' valuation. However, the extent of reversal is restricted to past amount of impairment made.</p> <p>It is also worth noting that for those prior years in heavy losses, the Group had experienced one of the worst downturns in offshore oil and gas support industry. The industry weakness started in 2016, lasted for several years and further prolonged by the Covid-19 pandemic until 2022. That had caused the price of vessels to drop significantly.</p> <p>The industry outlook since the second half of 2022 has presented us with opportunity to improve our performance in shiprepair business, and the charter rate was better. In addition, with the improvement in valuation of vessels in 2023, we see more opportunities in selling some of our vessels.</p>
9.	<p>Q: With reference to the slide in business highlights session, the vessel utilisation rate was noted at 54% in FY2023.</p> <p>A: The low utilisation rate was mainly attributed to:</p> <ul style="list-style-type: none"> • Completion of major infrastructure projects in Singapore and Indonesia • Lesser ocean-towing projects • More vessels underwent periodic surveys <p>Management is working on selling or scrapping some of the aged vessels.</p>
10.	<p>Q: Will the vessel be sold above net book value?</p> <p>A: The Group's policy is to have its assets sell above the net book value.</p>
11.	<p>Q: Will there be more reversal of impairment in coming quarter of financial year?</p> <p>A: This will depend on market situation and any reversal of impairment is limited to the amounts that were previously impaired.</p>

12.	<p>Q: Are the lands in Singapore and Indonesian encumbered or unencumbered? Will the Company obtain borrowings on those unencumbered land?</p> <p>A: The lands in Singapore are encumbered. In Indonesia, there are a mix of both encumbered and unencumbered. We will consider raising funds for use as working capital by mortgaging the unencumbered lands in future.</p>
13.	<p>Q: For the reported news on the merger of Keppel Offshore & Marine and Sembcorp Marine, any impact on ASL?</p> <p>A: There is no significant direct impact on our business. Our business focus is different as compared to theirs. They are a conglomerate group with diversified portfolio, operating in the oil & gas sector, offshore renewables, and other green solutions. Our core business focus is on (i) construction, and operation of small and medium size vessels including offshore support vessels, tugs and barges, and (ii) on the repair of small to large ocean-going vessels.</p>
14.	<p>Q: Will ASL offer yard and facilities tour for shareholders?</p> <p>A: Yes, we conduct scheduled tours of our facilities for investors. Shareholders who are interested may write to us at ir@aslmarine.com and our Corporate Affairs team will make the necessary arrangement.</p>
15a.	<p>Q: What is the split between shipbuilding business and shiprepair business of total revenue in FY2023?</p> <p>A: In FY2023, shipbuilding is 23% of total revenue and shiprepair 49% of total revenue.</p>
15b.	<p>Q: What types of new vessels were built in FY2023?</p> <p>A: The majority was barges used in the transportation of cargoes or as work platform marine infrastructure projects.</p>

Mr Ang Kok Tian
Chairman

Appendix B

The results of the poll on each of the resolutions are as follows:

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
Ordinary Resolution 1 Adoption of directors' statement and audited financial statements	482,903,563	482,473,363	99.91	426,000	0.09
Ordinary Resolution 2 Approval of directors' fees for the year ending 30 June 2024	482,903,563	482,461,363	99.91	438,000	0.09
Ordinary Resolution 3 Re-election of Mr Ang Kok Tian as director	394,689,263	394,259,063	99.89	426,000	0.11
Ordinary Resolution 4 Re-election of Mr Tan Sek Khee as director	482,903,563	482,188,363	99.85	711,000	0.15
Ordinary Resolution 5 Re-appointment of Ernst & Young LLP as auditors and authorisation to directors to fix their remuneration	482,903,563	482,473,363	99.91	426,000	0.09
Ordinary Resolution 6 Authority to issue shares pursuant to the share issue mandate	482,903,563	482,473,363	99.91	426,000	0.09
Ordinary Resolution 7 Authority to renew the share purchase mandate	482,903,563	482,473,363	99.91	426,000	0.09