

# NOTICE OF THE ANNUAL GENERAL MEETING

## DYNA-MAC HOLDINGS LTD.

Company Registration No. 200305693E  
(Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Company will be held by electronic means on Thursday, 28 April 2022 at 2.00 p.m. to transact the following business:-

This Notice has been made available on SGXNet and the Company's website and may be accessed at the URL <https://investor.dyna-mac.com/annual-general-meeting.html>. Printed copy of this Notice will NOT be despatched to members.

### AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Audited Financial Statements for the year ended 31 December 2021 together with the Independent Auditor's Report. **(Resolution 1)**
2. To approve Directors' Fees of \$210,000 for the financial year ending 31 December 2022 to be paid to the Directors quarterly in arrears. **(Resolution 2)**
3. To re-elect Mr Lim Ah Cheng who retires in accordance with Regulation 91 of the Company's Constitution and who, being eligible, offers himself for re-election. **(Resolution 3)**
4. To re-elect Ms Lim Rui Ping who retires in accordance with Regulation 91 of the Company's Constitution and who, being eligible, offers herself for re-election. **(Resolution 4)**
5. To re-appoint Messrs Ernst & Young LLP ("EY") as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**

### AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Ordinary Resolutions, with or without modifications:-

6. Authority to issue shares **(Resolution 6)**

"That pursuant to Section 161 of the Companies Act 1967 ("**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) (i) issue shares of the Company ("**Shares**") (including the issue of shares and convertible securities) whether by way of rights, bonus or otherwise; and/or
  - (ii) make or grant offers, agreements and options (collectively, "**Instruments**") which would or which might require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

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- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force.

PROVIDED ALWAYS THAT:

- (i) the aggregate number of Shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares to be issued other than on a pro rata basis to existing shareholders must not exceed twenty percent (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) of the Company (as calculated in accordance with sub-paragraph (ii) below); and
- (ii) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the percentage of issued shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of passing of this Resolution, after adjusting for:
- (a) new Shares arising from the conversion or exercise of convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time of this Resolution is passed; and
- (b) any subsequent bonus issues, consolidation or subdivision of shares; and
- (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and the Constitution of the Company; and
- (iv) such authority shall (unless varied or revoked by the Company in the general meeting) continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next general meeting of the Company is required by law to be held, whichever is the earlier.”

7. Authority to grant options and to allot and issue shares under Dyna-Mac Share Option Scheme 2021 (“DMSOS 2021”) **(Resolution 7)**

“That authority be and is hereby given to the Directors to offer and grant options in accordance with the rules of DMSOS 2021 and pursuant to Section 161 of the Companies Act 1967 to allot and issue and/or deliver from time to time such number of fully-paid shares (including treasury shares, if any) as may be required to be issued or delivered pursuant to the exercise of options, whether granted during subsistence of this authority or otherwise, provided that the aggregate number of new shares available pursuant to the DMSOS 2021, and any share-based schemes of the Company, shall not exceed fifteen percent (15%) of the total issued shares of the Company (excluding treasury shares and subsidiary holdings) from time to time.”

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8. Authority to grant awards and to allot and issue shares under Dyna-Mac Share Award Scheme 2021 ("DMSAS 2021") **(Resolution 8)**

"That authority be and is hereby given to the Directors to grant awards in accordance with the rules of DMSAS 2021 and pursuant to Section 161 of the Companies Act 1967 and allot and issue, transfer and/or deliver from time to time such number of fully paid-up shares or pay the aggregate market price of the shares in cash in lieu of the allotment or transfer of shares, as may be required pursuant to the vesting of awards provided that the aggregate number of new shares available pursuant to the DMSAS 2021, and any other share-based schemes of the Company, shall not exceed fifteen percent (15%) of the total issued shares of the Company (excluding treasury shares and subsidiary holdings) from time to time."

9. Renewal of the mandate for interested person transactions **(Resolution 9)**

That:-

- (i) approval be and is hereby given for the purposes of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited, for the Company, its subsidiaries, its target associated companies and corporations which become the Company's subsidiaries or target associated companies (the "**Group**") or any of them to enter into any of the transactions falling within the types of Interested Person Transactions as described in the Appendix with any party who is of the class of Interested Persons as described in the Appendix provided that such transactions are made on an arm's length basis and on normal commercial terms and in accordance with the review procedures for such Interested Person Transactions as set out in the Appendix (the "**Keppel IPT Mandate**");
- (ii) the approval given for the Keppel IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next annual general meeting of the Company; and
- (iii) 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 Keppel IPT Mandate and/or this Resolution.

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

BY ORDER OF THE BOARD

Liew Meng Ling  
Company Secretary

Date: 6 April 2022  
Singapore

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## Explanatory Notes on Special Business to be Transacted

- Resolution 6: Ordinary Resolution 6 if passed, will empower the Directors of the Company from the date of the Meeting until the next AGM (unless such authority is revoked or varied at a general meeting), to issue shares and/or make or grant Instruments that might require shares to be issued pursuant to such instruments, up to a limit of 50% of the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings) with a sub-limit of 20% for issues other than on a pro rata basis, calculated as described in the Resolution.
- Resolution 7: Ordinary Resolution 7 if passed, will empower the Directors of the Company from the date of this Meeting until the date 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to offer and grant options in accordance with the rules of the DMSOS 2021 and pursuant to Section 161 of the Companies Act 1967 and to issue shares from time to time as may be required pursuant to the exercise of the options under the Scheme provided that the aggregate number of new shares to be delivered under the DMSOS 2021 and any other share-based schemes of the Company does not exceed 15% of the total issued shares of the company (excluding treasury shares and subsidiary holdings) from time to time.
- Resolution 8: Ordinary Resolution 8 if passed, will empower the Directors of the Company from the date of this Meeting until the date 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to grant awards and to allot and issue, transfer and/or deliver fully paid-up shares pursuant to vesting of the awards provided that the aggregate number of new shares available pursuant to the DMSAS 2021 and any other share-based schemes of the Company shall not exceed 15% of the total issued shares of the Company (excluding treasury shares and subsidiary holdings) from time to time.
- Resolution 9: Ordinary Resolution 9 if passed, will allow the Company and its subsidiaries that are entities at risk, or any of them, to enter into certain Interested Person Transactions with persons who are considered "Interested Persons" (as defined in Chapter 9). Details of the terms of the mandate are set out in the Appendix accompanying the Notice of AGM, which is available at the URL <https://investor.dyna-mac.com/annual-general-meeting.html>.

## Notes:

1. The Annual General Meeting is being convened, and will be held, by way of 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. This Notice will accordingly be sent to members by electronic means via publication on the Company's website at the URL <https://investor.dyna-mac.com/annual-general-meeting.html> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
2. Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the Annual General Meeting ("AGM") are set out in the Company's announcement dated 6 April 2022 entitled "Instructions to Shareholders Regarding the Company's Annual General Meeting on 28 April 2022" which has been uploaded together with the Notice of AGM on SGXNet on the same day. This announcement may also be accessed at the URL <https://investor.dyna-mac.com/annual-general-meeting.html>.
3. A member will not be able to attend the AGM in person but will be able to watch the proceedings of the AGM through a "live" webcast via his/her/its mobile phones, tablets or computers or listen to the proceedings through a "live" audio feed via telephone. In order to do so a member who wishes to watch the "live" audio feed must pre-register by 2.00 p.m on 25 April 2022 at the URL <https://investor.dyna-mac.com/annual-general-meeting.html>. Following authentication of his/her/its status as members, authenticated members will receive email instructions on how to access the webcast and audio feed of the proceedings of the AGM by 12.00 p.m. on 27 April 2022. Members who have received the email instructions must not forward the email instructions to other persons who are not members or who are not entitled to attend the AGM. This is to avoid any technical disruption or overload to the "live" webcast or "live" audio feed.

Members may also submit questions related to the resolutions to be tabled for approval at the AGM. To do so, all questions must be submitted by 2.00 p.m. on 14 April 2022:

- (a) via the pre-registration website at the URL <https://investor.dyna-mac.com/annual-general-meeting.html>; or
- (b) by email to [dyna-mac-agm@complete-corp.com](mailto:dyna-mac-agm@complete-corp.com).

Members will need to identify themselves when posing questions by email by providing the following details:

- (a) the member's full name as it appears on a his/her/its CDP/CPF/SRS share records;
- (b) the member's NRIC/Passport/UEN number;
- (c) the member's contact number and email address; and
- (d) the manner in which the member holds his/her/its share in the Company (e.g. via CDP, CPF or SRS).

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The Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.

The Company will address substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM received from members on 21 April 2022 or during the AGM.

4. A member will not be able to attend the AGM in person. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM. In appointing the Chairman of the AGM as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid. The accompanying proxy form for the AGM may be accessed at the Company's website at the URL <https://investor.dyna-mac.com/annual-general-meeting.html> and has also been made available on SGXNet.
5. The Chairman of the AGM, as proxy, need not be a member of the Company. The instrument appointing the Chairman of the AGM as proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarially certified copy thereof, must:
  - (a) If sent by post, be deposited with the Polling Agent of the Company at 10 Anson Road, #29-07 International Plaza, Singapore 079903; or
  - (b) If submitted by email, be received by the Company at [dyna-mac-agm@complete-corp.com](mailto:dyna-mac-agm@complete-corp.com).

In either case, not less than 72 hours before the time for holding the AGM, and in default the instrument of proxy shall not be treated as valid.

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation and the related safe management measures, members are strongly encouraged to submit completed proxy forms electronically via email.

6. The instrument appointing the Chairman of the AGM a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing the Chairman of the AGM as proxy is executed by a Company, it must be either under its common seal (or by the signatures of authorised persons in the manner set out under the Companies Act 1967 as an alternative to sealing) or signed on its behalf by a duly authorised officer or attorney.
7. In the case of a member whose shares are entered against his/her/its name in the Depository Register, the Company may reject any instrument appointing the Chairman of the AGM as proxy lodged if such member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the AGM as certified by The Central Depository (Pte) Limited to the Company.
8. Persons who holds shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore), including CPF and SRS investors, and who wish to participate in the AGM ("**Relevant Intermediary Participants**") by (a) observing and/or listening to the AGM proceedings via the "live" webcast or the "live" audio feed in the manner provided in Note 1 above; (b) submitting questions in advance of the AGM in the manner provided in Note 1 above; and/or (c) appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM, should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operations) through which they hold such shares as soon as possible in order to facilitate the necessary arrangements for them to participate in the AGM. CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 18 April 2022.
9. The Annual Report for the financial year ended 31 December 2021 may be accessed at the Company's website at the URL <https://investor.dyna-mac.com/ar.html> under "Annual Report 2021".

### Personal Data Privacy:

By submitting an instrument appointing Chairman of the AGM as proxy to attend, speak and vote at the AGM and/or any adjournment thereof or submitting any details of Relevant Intermediary Participants in connection with the AGM, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of the Chairman of the AGM as proxy for the AGM (including any adjournment thereof) and the preparation, compilation and publication 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 Relevant Intermediary Participants to the Company (or its agents), the member has obtained the prior consent of such Relevant Intermediary Participants for the collection, use and disclosure by the Company (or its agents) of the personal data of such Relevant Intermediary Participants for the Purposes.

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## Supplemental Information on Directors Seeking Re-election at the Annual General Meeting (Pursuant to Rule 720(6) and Appendix 7.4.1 of the SGX-ST Listing)

| Name of Directors   | Lim Ah Cheng  | Lim Rui Ping   |
|---|---|--|
| Date of Appointment   | 1 March 2020  | 12 November 2019   |
| Date of last re-election  | 25 June 2020  | 25 June 2020   |
| Age   | 48  | 37   |
| Country of principal residence  | Singapore   | Singapore  |
| The Board's comments on the Nominee Committee's ("NC's") recommendation for re-election | The Board has considered, among others, the recommendation of the NC and has reviewed and considered the qualification, work experience and suitability of Mr Lim Ah Cheng for re-election as Executive Director of the Company.  | The Board has considered, among others, the recommendation of the NC and has reviewed and considered the qualification, work experience and suitability of Ms Lim Rui Ping for re-election as Non-Executive Director of the Company. |
| Whether appointment is executive, and if so, the area of responsibility                 | Executive Director and Chief Executive Officer  | Non-Executive Director   |
| Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)                                   | Executive Director  | Non-Executive Director   |
| Professional qualifications   | Bachelor of Engineering in Mechanical Engineering (National University of Singapore), Masters of Engineering (National University of Singapore)   | Bachelor of Commerce (Management) (University of Melbourne), Bachelor of Commerce (Honours) (University of Melbourne), Master of Science in Project Management (National University of Singapore)                                    |
| Working experience and occupation(s) during the past 10 years                           | 2004 – 2015<br>Keppel FELS Limited (Senior Project Manager, Assistant General Manager in Operations, Assistant General Manager in Commercial & General Manager in Planning & Control)<br><br>2015 – 2017<br>Offshore Technology Development Pte Ltd (General Manager)<br><br>2017 – 28 Feb 2020<br>Keppel Sea Scan Pte Ltd & Green Scan Pte Ltd (Executive Director)<br><br>1 March 2020 – current<br>Dyna-Mac Holdings Ltd. (Executive Director and Chief Executive Officer) | Managing Director of Prominent Land Pte. Ltd.  |

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| Name of Directors  | Lim Ah Cheng   | Lim Rui Ping  |
|--|--|---|
| Shareholding interest in the listed issuer and its subsidiaries  | Direct Interest – 1,815,000 shares<br>Unvested Awards – 3,630,000 shares   | Nil   |
| Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries | No   | Niece of Mr Teo Boon Hwee, Chief Marketing Officer  |
| Conflict of interest (including any competing business)  | No   | No  |
| Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer  | Yes  | Yes   |
| Other Principal Commitments Including Directorships  | <u>Past (for the last 5 years)</u><br>1) Executive Director of Keppel Sea Scan Pte Ltd & Green Scan Pte Ltd<br><br><u>Present</u><br>1) Dyna-Mac Holdings Ltd. | <u>Past (for the last 5 years)</u><br>Nil<br><br><u>Present</u><br>1) Jobel Engineering Services Pte. Ltd.<br>2) Jobel Lifestyle Pte. Ltd.<br>3) Prominent Land Pte. Ltd.<br>4) Prominent @ Jervois Pte. Ltd.<br>5) Prominent Land Australia Pty Ltd<br>6) Dyna-Mac Holdings Ltd. |

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The general statutory disclosures of the Directors are as follows:

| Question  | Lim Ah Cheng | Lim Rui Ping |
|---|--------------|--------------|
| (a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?   | No           | No           |
| (b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency? | No           | No           |
| (c) Whether there is any unsatisfied judgment against him?  | No           | No           |
| (d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?  | No           | No           |
| (e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?  | No           | No           |
| (f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?  | No           | No           |



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| Question   | Lim Ah Cheng                               | Lim Rui Ping                               |
|--|--|--|
| (g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?  | No   | No   |
| (h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?   | No   | No   |
| (i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?  | No   | No   |
| (j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:-<br><br>(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or<br><br>(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or<br><br>(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or<br><br>(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or<br><br>(v) in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust? | No<br><br>No<br><br>No<br><br>No<br><br>No | No<br><br>No<br><br>No<br><br>No<br><br>No |
| (k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?  | No   | No   |