

**PACIFIC RADIANCE LTD.**  
(the “Company”)  
(Company Registration No.: **200609894C**)  
(Incorporated in the Republic of Singapore)  
-----

Minutes of the Extraordinary General Meeting (“EGM” or “Meeting”) of the Company held at 15 Pandan Road, Singapore 609263 on Friday, 29 December 2023 at 10.00 a.m.

---

**PRESENT**

**SHAREHOLDERS**

As per the attendance sheet maintained by the Company.

**DIRECTORS**

Mr. Pang Yoke Min	-	Chairman of the Board
Mr. Pang Wei Meng	-	Executive Director
Mr. Ng Tiong Gee	-	Lead Independent Director
Mr. Goh Chong Theng	-	Independent Director
Mr. Yong Yin Min	-	Independent Director

**IN ATTENDANCE**

As per the attendance sheet maintained by the Company.

**WELCOME NOTE BY CHAIRMAN**

The Chairman, Mr. Pang Yoke Min welcomed the shareholders to the EGM of the Company.

The Chairman introduced his following fellow Directors:

- Mr. Ng Tiong Gee, the Lead Independent Director (“LID”), and the chairman of the Nominating Committee (“NC”) and member of the Audit and Sustainability Committee (“ASC”) and Remuneration Committee (“RC”).
- Mr. Goh Chong Theng, the Independent Director and the chairman of the ASC and member of the RC.
- Mr. Yong Yin Min, the Independent Director and the chairman for the RC and member of ASC and NC.
- Mr. Pang Wei Meng, the Executive Director, and Chief Commercial Officer

The Chairman then introduced the following key management personnel who were in attendance for the EGM:

- Mr. Pang Wei Kuan, James, the Chief Executive Officer (“CEO”) of the Group, and
- Ms. Chia Iris, the Chief Financial Officer of the Group (“CFO”).

## **QUORUM**

There being a quorum present, the Chairman declared the Meeting open.

## **NOTICE**

The notice convening the Meeting, having been in the hands of the Members for the requisite period, was taken as read.

## **VOTING**

The Chairman informed that he had been appointed as proxy by some shareholders and he would vote in accordance with their specific instructions and by way of poll.

The Chairman further informed that Moore Stephens LLP has been appointed as the independent scrutineer for the polling process and the result of the poll would be announced, once the proposed ordinary resolution has been formally tabled.

## **QUESTIONS AND ANSWERS**

The following questions were raised by shareholders and answered by the Chairman, the CEO, and the Lead Independent Director of the Company at the Meeting.

- Q1           The Company had disclosed in the past that the Company will go asset light and will move away from ship owning to ship management business instead. However, the purpose of this meeting today is to seek shareholders’ approval for rights issue with the proceeds to be used for potential acquisition of vessels mainly. How does the Company reconcile the earlier statement on going asset light and the purpose of this meeting to raise capital for acquisition of vessel? Could the Independent Directors also share some of your views on this matter, please.
- A1           When the Group completed its debts restructuring exercise, almost all of the vessels were sold while the Company continued acting as ship manager for those vessels that were sold. Clearly, in order for the Group to survive at that time, the direction was to adopt an asset-light strategy to generate synergistic revenue with the resources available. That being said, the management team has observed that

the market has changed in favour of vessel owning business over the last 18 months. The Group could continue with the asset-light strategy but this would mean that the Group will be missing out a very compelling business opportunity. This has prompted the Group to consider re-venturing into vessel owning business as this could enable the Group to increase its revenue streams. Hence, the purpose of this rights issue is to allow the Group to raise some capital for it to tap on opportunities in the foreseeable strong market in the coming 3 to 4 years.

As also observed, for the past 4 to 5 years, the container, tanker, and bulker markets had experienced phenomenal growth. The tremendous growth, for example in the container market between 2021 and 2023, had resulted in shipowners flooding the shipyards in the world with orders for containers, tankers, and bulkers. Foreseeably, there will be limited supply of offshore vessels in the coming 3 to 4 years. Moreover, more than one third of the world offshore fleet had been either laid up or scrapped. In short, the Group is in a situation where ship owning business in the near term should be considered seriously. Afterall, ship owning is the Group's forte as the Group has been operating in this industry for many years in the past with strong ship operating expertise, established network of clients and good relationship with suppliers.

A1 (LID) As Independent Directors of the Company, one of our fiduciary duties is to protect the interests of our minority shareholders. The question you raised with regard to the rationale to re-venturing into ship owning business was actually asked by the Independent Directors themselves and debated at length at our board meetings before it was being accepted by the Directors. As what the CEO has just shared, on top of the current ship management business, the Company sees opportunities and possibility to acquire some vessels as ship owners again as an additional revenue stream.

Q2 Could you please clarify the rumours in the market that most of the assets were actually sold to the Chairman's personal company during the corporate restructuring exercise?

A2 The rumours are completely false. Everything that has been done was fully announced to the public and anyone who was spreading the rumours should read the announcements to get the facts right.

A2 (LID) Regarding the rumours on Chairman's personal interests in the vessel disposal transaction, I wish to make it clear that the Independent Directors had scrutinised the restructuring transaction to assess if there were any interested person transactions involved or if there was any conflict-of-interest situation arising from the transaction which warrant disclosure or announcement to be made before the Company proceeded with. The Independent Directors view that the rumours are completely false.

Q3 Since fossil fuel will be phased out by 2030, why does the Group still intend to acquire vessels for the oil and gas industry? How long can this business sustain in the future? Will the vessels to be acquired specifically for offshore oil and gas industry only or will the vessels be for offshore wind farms?

- A3 To clarify, at the 28<sup>th</sup> meeting of the Conference of the Parties, which is known as COP 28, the UNFCCC did not foresee fossil fuels to be phased out by 2030. Instead, the countries have pledged to reduce emissions. The Group foresees that the oil and gas industry will likely continue for at least a few more decades. On the use of proceeds of the rights issue, the Group is looking at both opportunities for investments in vessels for offshore oil exploration and offshore wind farms. In fact, the Group has been actively growing its Taiwan fleet of crew transfer vessels (“CTVs”) that service the offshore wind farms. The most immediate acquisition that the Group will be looking at will be for this segment of the market.
- Q4 The rights issue will raise about \$30 million capital for the Company and about \$20 million will be set aside for potential acquisition of vessels. How many vessels could the Company potentially acquire with \$20 million, given that any new built vessel could easily cost \$100 million or more?
- A4 The Group’s target vessel will not be any new built vessel of such value or above. Instead, the Group is looking at smaller vessels of around \$5 million in value. Nevertheless, should there a good opportunity present for a larger deal, the Group may, by leveraging on the Group’s track record, experience, and relationships, invite other players in the industry to partner and co-participate with the Group for such transaction. Although \$30 million may seem to be a small amount, but the Group do need to start somewhere in order to grow from the current size.

After all the questions had been duly answered and addressed, the Chairman proceeded with the formal proceedings of the Meeting.

#### **ORDINARY RESOLUTION THE PROPOSED RIGHTS ISSUE**

- “a. the renounceable non-underwritten rights issue (the “**Proposed Rights Issue**”) of up to 1,352,128,371 Rights Shares, at the Issue Price of S\$0.023 for each Rights Share (the “**Issue Price**”), on the basis of three (3) Rights Shares for every one (1) existing Share held by shareholders of the Company (“**Shareholders**”) as at a time and date as the Directors may, in their absolute discretion, determine (“**Record Date**”), fractional entitlements to be disregarded, be and is hereby approved;
- b. the authority be and is hereby given to the Directors (or any of them) to:
- (i) allot and issue up to 1,352,128,371 Rights Shares at the Issue Price for each Rights Share;
  - (ii) provisionally allot and issue up to 1,352,128,371 Rights Shares at the Issue Price for each Rights Share on the basis of three (3) Rights Shares for every one (1) existing Share held by Shareholders as at the Record Date, fractional

entitlements to be disregarded, on such terms and conditions as the Directors may think fit:

- A. the provisional allotments of the Rights Shares pursuant to the Proposed Rights Issue shall be made on a renounceable non-underwritten basis to Shareholders whose names appear in the Register of Members of the Company or the records of The Central Depository (Pte) Limited (“**CDP**”) as at the Record Date with registered addresses in Singapore, or who have, at least three (3) Market Days prior to the Record Date, provided to the CDP or the share registrar of the Company (“**Share Registrar**”), as the case may be, addresses in Singapore for the service of notices and documents;
  - B. no provisional allotment of the Rights Shares shall be made in favour of Shareholders with registered addresses outside Singapore as at the Record Date and who have not, at least three (3) Market Days prior to the Record Date, provided to CDP or the Share Registrar, as the case may be, addresses in Singapore for the service of notices and documents (“**Foreign Shareholders**”);
  - C. the provisional allotment of the Rights Shares which would otherwise accrue to Foreign Shareholders may be disposed of or dealt with by the Company in such manner and on such terms and conditions as the Directors may in their absolute discretion deem fit for the purpose of renouncing the provisional allotments relating thereto to purchasers thereof, and to pool and thereafter distribute the net proceeds, if any, thereof (after deducting all expenses) proportionately to and among such Foreign Shareholders in proportion to their respective shareholdings as at the Record Date, provided that if the amount to be distributed to any single Foreign Shareholder is less than S\$10.00, such amount shall instead be retained or dealt with as the Directors may deem fit in the interests of the Company;
  - D. the provisional allotment of the Rights Shares not taken up or allotted for any reason or which represent fractional entitlements disregarded in accordance with the term of the Proposed Rights Issue shall be used to satisfy applications for Excess Rights Shares (if any) or disposed of or otherwise dealt with in such manner as the Directors may in their absolute discretion deem fit in the interests of the Company;
  - E. the Rights Shares when issued and fully paid-up will rank *pari passu* in all respects with the then existing Shares, save for any dividends, rights, allotments or other distribution that may be declared or paid, the Record Date for which falls before the date of issue of the Rights Shares;
- c. the Directors or any of them be and are hereby authorised to fix the Record Date in their absolute discretion; and

**PACIFIC RADIANCE LTD.**

**Minutes of Extraordinary General Meeting held on Friday, 29 December 2023**

**Page 6 of 6**

- d. the Directors (or any of them) be and are hereby authorised to take such steps, do all such acts, matters and things as they may consider necessary or expedient for the purposes of or in connection with the Proposed Rights Issue (including but not limited to amending, finalising, approving and executing all such documents as may be required in connection with the Proposed Rights Issue), and make such amendments to the terms and conditions of the Proposed Rights Issue and to exercise such discretion as the Directors (or any of them) may in their absolute discretion deem fit, advisable or necessary in connection with all or any of the above matters.”

The verified results of the vote were:

No. of votes for	:	234,937,104 shares representing 93.43%
No. of votes against	:	16,512,940 shares representing 6.57%
Total votes cast	:	251,450,044

The Chairman declared the ordinary resolution carried.

There being no other business, the Meeting concluded at 10.30 a.m. with a vote of thanks to the Chairman.

Signed as a correct record of the proceedings,

Pang Yoke Min  
Chairman of the Board