

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of Brook Crompton Holdings Ltd. (the “**Company**”) will be held at Amara Hotel, Connection 1, Level 3, 165 Tanjong Pagar Road, Singapore 088539 on Monday, 24 April 2023 at 2.00 p.m. to transact the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2022 and the Directors’ Statement and the Auditor’s Report thereon. (Resolution 1)
2. To declare a final tax exempt one-tier dividend of 2.0 Singapore cents per ordinary share for the financial year ended 31 December 2022. (Resolution 2)
3. To approve the payment of Directors’ fees of up to S\$100,000 for the financial year ending 31 December 2023 (31 December 2022: S\$100,000). (Resolution 3)
4. To re-elect Mr Pang Xinyuan as Director pursuant to Regulation 104 of the Constitution of the Company. (Resolution 4)
(See Explanatory Note 1)
5. To re-appoint RSM Chio Lim LLP as auditors of the Company for the financial year ending 31 December 2023 and to authorise the Directors to fix their remuneration. (Resolution 5)
6. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution as Ordinary Resolution, with or without any modifications:

7. **APPROVAL OF THE RENEWAL OF THE GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS** (Resolution 6)

“That:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual (“**Chapter 9**”) of the Singapore Exchange Securities Trading Limited, for the Company, its subsidiaries and associated companies that are considered to be “entities at risk” under Chapter 9, or any of them, to enter into any of the transactions falling within the types of Interested Person Transactions described in the Appendix to the Company’s letter to shareholders dated 6 April 2023 (the “**Letter**”), with any party who is of the Classes of Interested Persons described in the Appendix to the Letter, provided that such transactions are carried out in the ordinary course of business and on normal commercial terms and in accordance with the guidelines and review procedures for Interested Person Transactions as set out in the Appendix to the Letter (the “**General Mandate**”);
- (b) such General 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

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- (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 General Mandate and/or this resolution”.
(See Explanatory Note 2)

BY ORDER OF THE BOARD

Ang Siew Koon
Company Secretary

6 April 2023

Singapore

Explanatory Notes:

1. **Ordinary Resolution 4:** Mr Pang Xinyuan is a Non-Independent Non-Executive Director. If re-elected, Mr Pang will remain as a member of the Audit Committee, the Nominating Committee and the Remuneration Committee. Key information on Mr Pang can be found under the section titled “Board of Directors”, “Corporate Governance Report” and “Disclosure of Information On Director Seeking Re-election” of the Company’s 2022 Annual Report.

For the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”), Mr Pang Xinyuan is considered as non-independent.

2. **Ordinary Resolution 6:** This resolution is to renew effective up to the conclusion of the next AGM of the Company (unless earlier revoked or varied by the Company in general meeting) the General Mandate to enable the Company, its subsidiaries and associated companies that are considered to be “entities at risk” to enter, in the ordinary course of business, into the types of mandated transactions with specific classes of the Company’s interested persons. The General Mandate which renewal was last approved by shareholders at the AGM of the Company held on 28 April 2022 will be expiring at the forthcoming AGM. Particulars of the General Mandate and the Audit Committee’s confirmation (pursuant to Rule 920(1) of the Listing Manual of the SGX-ST) in respect of the proposed renewal of the General Mandate, are contained in the Company’s letter to shareholders dated 6 April 2023.

Books Closure Date and Payment Date for Final Dividend

Subject to the approval of the shareholders at the forthcoming AGM, the Register of Members and the Transfer Books of the Company will be closed on 13 May 2023 for the purpose of preparing the dividend warrants for the final dividend (“**Dividend**”).

Duly completed registrable transfers received by the Company’s Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02 Singapore 068898 up to 5.00 p.m. on 12 May 2023 (the “**Record Date**”) will be registered to determine members’ entitlements to the Dividend. Subject as aforesaid, persons whose securities accounts with The Central Depository (Pte) Limited are credited with ordinary shares in the capital of the Company as at 5.00 p.m. on the Record Date will be entitled to the Dividend.

The Dividend, if approved by the shareholders at the AGM, will be paid on 30 May 2023.

Important Notice to Shareholders regarding the Conduct of the Company’s AGM

1. The AGM will be held in a wholly physical format and 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. **There will be no option for shareholders and members to participate virtually.** This Notice of AGM and the accompanying proxy form will be sent to shareholders and members by electronic means via publication on SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company’s corporate website at <https://brookcromptonholdings.com/notice-of-meeting/>. Printed copies of this Notice and the accompanying proxy form will not be despatched to shareholders and members.

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2. Shareholders and members, including CPF investors and SRS investors, may participate in the AGM by:

- (a) attending the AGM in person;
- (b) raising questions at the AGM or submitting questions in advance of the AGM; and/or
- (c) voting at the AGM (i) themselves; or (ii) through their duly appointed proxy(ies).

For the avoidance of doubt, CPF investors and SRS investors will not be able to appoint third party proxy(ies) (i.e. persons other than the Chairman of the AGM) to vote at the AGM on their behalf.

CPF and SRS investors:

- (a) may vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
- (b) may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on **12 April 2023**, being seven (7) working days prior to the date of the AGM.

3. Persons who hold shares through relevant intermediaries, other than CPF and SRS investors, and who wish to participate in the AGM by:

- (a) attending the AGM in person;
- (b) raising questions at the AGM or submitting questions in advance of the AGM; and/or
- (c) voting at the AGM (i) themselves; or (ii) appointing the Chairman of the AGM as proxy in respect of the Company's shares held by such relevant intermediary on their behalf,

should contact the relevant intermediary through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.

4. A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her/its behalf at the AGM. Where such member appoints two (2) proxies, the proportion of his shareholding to be represented by each proxy shall be specified in the instrument of proxy. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his name in the Depository Register and any second named proxy as an alternate to the first named.

A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument of proxy.

"relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore:

- (a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
- (b) a person holding a capital markets services licence to provide custodial services under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
- (c) the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

5. Shareholders and members, including CPF and SRS investors, and (where applicable) duly appointed proxies attending the AGM in person, should bring along your NRIC/passport so as to enable the Company to verify your identity. Shareholders and members are requested to arrive early to facilitate the registration process and are advised not to attend the AGM if they are feeling unwell.

6. A proxy need not be a member of the Company.

7. Shareholders and members may appoint the Chairman of the AGM as proxy but this is not mandatory.

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8. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:

- (a) **by post to the registered address of the Company at 19 Keppel Road, #08-01 Jit Poh Building, Singapore 089058; or**
- (b) **by sending a scanned PDF copy via email to the Company at mgt@brookcromptonholdings.com,**

in each case, **by 2.00 p.m. on 22 April 2023**, being not less than forty-eight (48) hours before the time set for holding the AGM.

9. **Shareholders' Questions and Answers**

Shareholders and members, including CPF and SRS investors, may submit questions relating to the resolutions to be tabled for approval at the AGM in advance of the AGM in the following manner by **14 April 2023** (at least seven (7) calendar days after the date of the Notice of AGM):

- (a) **by email to mgt@brookcromptonholdings.com; or**
- (b) **by post to the registered address of the Company at 19 Keppel Road, #08-01 Jit Poh Building, Singapore 089058.**

Please state your question(s), your full name, NRIC/passport/company registration number, number of shares held and whether you are a shareholder or a proxy or a corporate representative of a corporate shareholder. All questions without these identification details will not be entertained.

Please note that responses from the Board and management of the Company on substantial and relevant questions received from shareholders and members will be published on the SGXNET at <https://www.sgx.com/securities/company-announcements> prior to the AGM.

We will address any subsequent clarifications sought, or substantial and relevant follow-up questions (which are related to the resolutions to be tabled for approval at the AGM) received after the 14 April 2023 cut-off time at the AGM itself.

The minutes of the AGM will be published on the SGXNET within one (1) month after the conclusion of the AGM.

10. **Documents for the AGM**

Documents relating to the business of the AGM which comprise the Company's Annual Report for the financial year ended 31 December 2022, including the Letter to Shareholders in relation to the proposed renewal of the General Mandate for interested person transactions, Disclosure of Information on Director Seeking Re-Election, the Notice of AGM and the accompanying proxy form have been published and may be accessed on SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company's corporate website at <https://brookcromptonholdings.com/annual-reports/> from 6 April 2023.

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 personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) 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 or service providers) 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 or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) 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.