

# BROOK CROMPTON HOLDINGS LTD.

(Company Registration No.: 194700172G)  
(Incorporated in the Republic of Singapore)

## PROXY FORM FOR ANNUAL GENERAL MEETING

### IMPORTANT:

- The Annual General Meeting ("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.** The Notice of AGM dated 6 April 2023 ("AGM Notice") and this 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 the AGM Notice and this accompanying Proxy Form will not be despatched to shareholders and members.
- Arrangements relating to attendance at the AGM by shareholders and members, including CPF and SRS investors, submission of questions by shareholders and members, including CPF and SRS investors, in advance of, or at, the AGM, addressing of substantial and relevant questions in advance of, or at, the AGM, and voting at the AGM by shareholders and members, including CPF and SRS investors, or (where applicable) duly appointed proxy(ies), are set out in the AGM Notice.
- Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of proxy(ies).
- Pursuant to Section 181(1C) of the Companies Act 1967, relevant intermediaries may appoint more than two proxies to attend, speak and vote at the AGM.
- This Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by CPF and SRS investors. CPF and SRS investors who wish to appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on **12 April 2023**.
- Persons who hold shares through relevant intermediaries, other than CPF and SRS investors, and who wish to appoint the Chairman of the AGM as proxy, should approach the relevant intermediary to submit their votes.

(PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS FORM)

I/We, \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC / Passport / Co Reg No.)  
of \_\_\_\_\_ (Address)

being a member/members of **BROOK CROMPTON HOLDINGS LTD.** (the "**Company**"), hereby appoint:

Name	Address	NRIC/Passport No.	Proportion of Shareholdings	
			No. of Shares	%

\*and/or

Name	Address	NRIC/Passport No.	Proportion of Shareholdings	
			No. of Shares	%

or failing \*him/her, the Chairman of the Annual General Meeting (the "**AGM**") as \*my/our proxy/proxies to attend, speak or vote for \*me/us on \*my/our behalf at the AGM of the Company to 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. and at any adjournment thereof.

\*I/We direct \*my/our \*proxy/proxies to vote for or against or to abstain from voting on the Resolutions to be proposed at the AGM as indicated below. If no specific direction as to voting is given or in the event of any other matter arising at the AGM and at any adjournment thereof, the \*proxy/proxies will vote or abstain from voting at \*his/her discretion.

Resolution No.	Ordinary Resolutions	For	Against	Abstain
Resolution 1	To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2022 together with the Directors' Statement and Auditor's Report thereon.			
Resolution 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 3	To approve the payment of Directors' fees of up to S\$100,000 for the financial year ending 31 December 2023.			
Resolution 4	To re-elect Mr Pang Xinyuan as a Director of the Company.			
Resolution 5	To re-appoint RSM Chio Lim LLP as Auditors.			
Resolution 6	To approve the renewal of the General Mandate for interested person transactions.			

Please indicate your vote "**For**" or "**Against**" with a tick [✓] within the box provided for each resolution. If you wish your proxy/proxies to abstain from voting on a resolution, please indicate with a tick [✓] in the "**Abstain**" box provided in respect of that resolution.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2023

Total Number of Shares held in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

Signature(s) of Shareholder(s) or Common Seal

\*Delete accordingly

### IMPORTANT:

Please read the notes overleaf:



**Notes:**

1. Except for a member who is a relevant intermediary as defined under Section 181(6) of the Companies Act 1967 of Singapore (“**Companies Act**”), a member of the Company entitled to attend, speak and vote at the Annual General Meeting (“**AGM**”) is entitled to appoint not more than two (2) proxies to attend, speak and vote in his stead. Such proxy need not be a member of the Company.
2. Where a member of the Company appoints two (2) proxies, he shall specify the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each such proxy.
3. Pursuant to Section 181(1C) of the Companies Act, a member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the meeting, 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 proxy form.
4. A member can appoint the Chairman of the AGM as his/ her/ its proxy, but this is not mandatory.
5. A proxy need not be a member of the Company.
6. The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or under the hand of its attorney or duly authorised officer.
7. A corporation which is a member of the Company may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with its constitution and Section 179 of the Companies Act.
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](mailto: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. A member should insert the total number of shares held. If the member has shares entered against his name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), he should insert that number of shares. If the member has shares registered in his name in the Register of Members of the Company, he should insert that number of shares. If the member has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members of the Company, he should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member.
10. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of members of the Company whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if such members are not shown to have shares entered against their names in the Depository Register seventy-two (72) hours before the time appointed for holding the AGM as certified by The Central Depository (Pte) Limited to the Company.
11. Completion and submission of the instrument appointing a proxy(ies) by a member will not prevent him/her from attending, speaking and voting at the AGM if he/she so wishes. The appointment of the proxy(ies) for the AGM will be deemed to be revoked if the member attends the AGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies) to the AGM.
12. For purposes of the appointment of a proxy(ies) and/ or representative(s), the member(s)’ and the proxy(ies)’ or representative(s)’ full name and full NRIC/passport number will be required for verification purposes, and the proxy(ies)’ or representative(s)’ NRIC/passport will need to be produced for sighting upon registration at the AGM. This is so as to ensure that only duly appointed proxy(ies)/representative(s) attend, speak and vote at the AGM. The Company reserves the right to refuse admittance to the AGM if the proxy(ies)’ or representative(s)’ identity cannot be verified accurately.

**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.