

CIRCULAR DATED 4 JULY 2023

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

This Circular (as defined herein) is issued by Brook Crompton Holdings Ltd. (the “Company”). If you are in any doubt in relation to this Circular or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser(s) immediately.

Unless otherwise stated, capitalised terms on this cover are defined in this Circular under the section entitled “DEFINITIONS”.

If you have sold or transferred all your Shares, you should immediately inform the purchaser or transferee, or the bank, stockbroker or agent through whom the sale or transfer was effected for onward notification to the purchaser or transferee, that this Circular, together with the Notice of EGM and the accompanying Proxy Form, may be accessed via SGXNet and the Company’s corporate website at URL <https://www.brookcromptonholdings.com>.

The SGX-ST assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made, or reports contained in this Circular.



BROOK CROMPTON HOLDINGS LTD.
(Incorporated in the Republic of Singapore)
(Company Registration No. 194700172G)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

THE PROPOSED ADOPTION OF THE INTERESTED PERSON TRANSACTIONS GENERAL MANDATE

Independent Financial Adviser in respect of the Proposed IPT General Mandate



XANDAR CAPITAL PTE. LTD.
(Incorporated in the Republic of Singapore)
(Company Registration No. 200002789M)

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form	:	17 July 2023 at 2:30 p.m.
Date and time of Extraordinary General Meeting	:	19 July 2023 at 2:30 p.m.
Place of Extraordinary General Meeting	:	Amara Hotel, Connection 1, Level 3, 165 Tanjong Pagar Road, Singapore 088539

CONTENTS

	Page
DEFINITIONS.....	3
1. INTRODUCTION.....	7
2. PROPOSED ADOPTION OF THE INTERESTED PERSON TRANSACTIONS GENERAL MANDATE.....	7
3. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS	22
4. DIRECTORS' RECOMMENDATION.....	23
5. EXTRAORDINARY GENERAL MEETING.....	24
6. ABSTENTION FROM VOTING.....	24
7. ACTION TO BE TAKEN BY SHAREHOLDERS.....	24
8. DIRECTORS' RESPONSIBILITY STATEMENT.....	24
9. CONSENTS.....	25
10. DOCUMENTS AVAILABLE FOR INSPECTION.....	25
SCHEDULE – COMPARISON OF REVIEW PROCEDURES BETWEEN THE PREVIOUS IPT GENERAL MANDATE AND THE PROPOSED IPT GENERAL MANDATE.....	26
APPENDIX – IFA LETTER.....	A-1
NOTICE OF EXTRAORDINARY GENERAL MEETING.....	N-1
PROXY FORM.....	P-1

DEFINITIONS

For the purposes of this Circular, the following definitions apply throughout unless the context otherwise requires or otherwise stated:

“2022 Annual Report”	:	The annual report of the Company for FY2022
“associate”	:	(a) In relation to any Director, chief executive officer, Substantial Shareholder or Controlling Shareholder (being an individual) means: <ul style="list-style-type: none">(i) his immediate family;(ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and(iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30.0% or more (b) In relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any other company which is its Subsidiary or holding company or is a Subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30.0% or more
“Audit Committee”	:	The audit committee of the Company for the time being
“ATB”	:	ATB Austria Antriebstechnik AG
“ATB Interested Persons”	:	ATB, A-TEC Industries AG and their associates, being the interested persons to whom the interested person transaction general mandate relates, as more particularly set out in the Company’s circular to Shareholders dated 29 November 2006
“ATB Interested Person Transactions”	:	The categories of transactions with the ATB Interested Persons which fall within the interested person transaction general mandate, as more particularly set out in the Company’s circular to Shareholders dated 29 November 2006
“ATB/Wolong Group”	:	ATB, Wolong and their subsidiaries as at the date of this Circular or from time to time, as the case may be
“ATB/Wolong Interested Persons”	:	ATB, Wolong and their associates, being the interested persons to whom the proposed IPT General Mandate relates, as more particularly described in Section 2.5 of this Circular
“ATB/Wolong Interested Persons Transaction”	:	The categories of transactions with the ATB/Wolong Interested Persons which fall within the proposed IPT General Mandate, as set out in Section 2.4 of this Circular
“Board”	:	The board of directors of the Company for the time being
“CDP”	:	The Central Depository (Pte) Limited
“Circular”	:	This circular to Shareholders dated 4 July 2023

DEFINITIONS

“Companies Act”	:	The Companies Act 1967 of Singapore, as may be amended, modified or supplemented from time to time
“Company”	:	Brook Crompton Holdings Ltd.
“Controlling Shareholder”	:	A person who: (a) holds directly or indirectly 15% or more of all voting shares in the Company (subject to the SGX-ST determining that such a person is not a Controlling Shareholder); or (b) in fact exercises control over the Company
“Directors”	:	The directors of the Company as at the date of this Circular or from time to time, as the case may be
“EGM”	:	The extraordinary general meeting of the Company to be held in a wholly physical format at Amara Hotel, Connection 1, Level 3, 165 Tanjong Pagar Road, Singapore 088539 on Wednesday, 19 July 2023 at 2:30 p.m., notice of which is set out on pages N-1 to N-3 of this Circular
“FY”	:	Financial year the ended or ending 31 December, as the case may be
“Group”	:	The Company and its subsidiaries as at the date of this Circular or from time to time, as the case may be
“Group Company”	:	A company within the Group and “Group Companies” shall mean the companies within the Group
“Head Office”	:	19 Keppel Road, #08-01 Jit Poh Building, Singapore 089058
“IFA”	:	Xandar Capital Pte. Ltd., being the independent financial adviser to the Independent Directors (pursuant to Rule 920(1)(b)(v) of the Listing Manual) in relation to the proposed IPT General Mandate
“IFA Letter”	:	The letter dated 4 July 2023 from the IFA to the Independent Directors in relation to the proposed IPT General Mandate, a copy of which is enclosed under the Appendix to this Circular
“Independent Directors”	:	The Directors of the Company who have no interests in the ATB/Wolong Interested Persons Transactions as at the date of this Circular, namely Dr. Kurt Unger and Mr. Chao Mun Leong
“Internal Auditor”	:	Yang Lee & Associates
“IPT General Mandate”	:	The general mandate of Shareholders pursuant to Chapter 9 of the Listing Manual to authorise the companies within the Group, which are considered to be “entities at risk” within the meaning of Rule 904(2) of the Listing Manual, in their ordinary course of business, to enter into the ATB/Wolong Interested Persons Transactions, provided that such transactions are entered into on an arm's length basis, and on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders, and in respect of the subject matter of this Circular, as further described in Section 2 of this Circular

DEFINITIONS

“Latest Practicable Date”	:	The latest practicable date prior to the date of issue of this Circular, being 27 June 2023
“Listing Manual”	:	The Listing Manual of the SGX-ST as may be amended, modified or supplemented from time to time
“Notice of EGM”	:	The notice of EGM as set out on pages N-1 to N-3 of this Circular
“NTA”	:	Net tangible assets
“Proxy Form”	:	The proxy form in respect of the EGM as set out in pages P-1 to P-2 of this Circular
“SFA”	:	Securities and Futures Act 2001 of Singapore, as may be amended, modified or supplemented from time to time
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Shareholders”	:	Registered holders of Shares, except that where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares and where the context admits, mean the Depositors who have Shares entered against their names in the Depository Register
“Shares”	:	Ordinary shares in the capital of the Company
“Substantial Shareholder”	:	A Shareholder who has an interest or interests in one or more voting shares in the Company and the total votes attached to that share, or those shares, is not less than 5.0% of the total votes attached to all the voting shares in the Company
“Wolong”	:	Wolong Group Holding Co. Ltd
“\$”, “S\$”, “SGD” and “cents”	:	Singapore dollars and cents, respectively, being the lawful currency for the time being of the Republic of Singapore
“€”	:	Euro, the lawful currency for the time being of the European Union
“%” or “per cent”	:	Per centum or percentage

The terms **“Depositor”**, **“Depository”** and **“Depository Register”** shall have the meanings ascribed to them respectively in Section 81SF of the SFA. The term **“subsidiary”** and **“treasury shares”** shall have the meanings ascribed to them respectively in the Companies Act.

Words importing the singular shall, where applicable, include the plural and vice versa. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall, where applicable, include corporations.

Any reference in this Circular to any statute or enactment is a reference to that statute or enactment as for the time being amended or re-enacted. Any word defined under the SFA, Companies Act, the Listing Manual or any statutory modification thereof and not otherwise defined in this Circular shall have the same meaning assigned to it under the SFA, Companies Act, the Listing Manual or any such statutory modification thereof, as the case may be, unless otherwise provided.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

DEFINITIONS

Any reference to a time of day or date in this Circular is made by reference to Singapore time or date unless otherwise stated.

Any discrepancies in the tables in this Circular between the listed amounts and the totals thereof are due to rounding. Accordingly, figures shown as totals in certain tables in this Circular may not be an arithmetic aggregation of the figures that precede them.

Chancery Law Corporation has been appointed as the Singapore legal counsel to the Company in relation to the drafting of this Circular.

LETTER TO SHAREHOLDERS

BROOK CROMPTON HOLDINGS LTD.
(Incorporated in the Republic of Singapore)
(Company Registration No. 194700172G)

Directors:

Pang Xinyuan	Chairman / Non-Independent, Non-Executive Director
Knut Unger	Lead Independent Director
Chao Mun Leong	Independent Director

Registered Office:

19 Keppel Road
#08-01, Jit Poh Building
Singapore 089058

Date: 4 July 2023

To: The Shareholders of Brook Crompton Holdings Ltd.

Dear Sir/Madam

THE PROPOSED ADOPTION OF THE INTERESTED PERSON TRANSACTIONS GENERAL MANDATE

1. INTRODUCTION

Pursuant to Chapter 9 of the Listing Manual, the Directors are convening an EGM to seek Shareholders' approval for the proposed IPT General Mandate. Further details on the proposed IPT General Mandate are set out below in Section 2 of this Circular.

The purpose of this Circular is to provide Shareholders with relevant information, explain the rationale for, and to seek Shareholders' approval for the proposed IPT General Mandate at the EGM, notice of which is set out on pages N-1 to N-3 of this Circular. This Circular has been prepared solely for the purpose set out herein and may not be relied on by any persons (other than the Shareholders) nor for any other purpose. Shareholders should read this Circular carefully and consider the recommendation of the Directors in Section 4 of this Circular.

The SGX-ST assumes no responsibility for the contents of this Circular including the accuracy of any of the statements made, opinions made or reports contained in this Circular. If a Shareholder is in doubt as to the action he should take, he should consult his stockbroker, bank manager, accountant, solicitor, tax adviser or other professional adviser immediately.

2. PROPOSED ADOPTION OF THE INTERESTED PERSON TRANSACTIONS GENERAL MANDATE

2.1 Background

At the annual general meeting held on 28 April 2022, save for ATB, Wolong and their respective associates who had abstained from voting, Shareholders approved the renewal of the previous IPT General Mandate to enable the Company, its subsidiaries and associated companies to enter into any transactions falling within the categories of ATB Interested Person Transactions described in the Company's circular to Shareholders dated 29 November 2006. The previous IPT General Mandate was expressed to continue to be in force until the conclusion of the last annual general meeting of the Company held on 24 April 2023.

Despite efforts to procure Shareholders' approval during the last annual general meeting of the Company held on 24 April 2023, the ordinary resolution in relation to the renewal of the previous IPT General Mandate was not carried and accordingly the said IPT General Mandate expired on 24 April 2023.

Pursuant to Rule 920(1) of the Listing Manual, the Company wishes to now seek Shareholders' approval for the adoption of a fresh IPT General Mandate. The particulars of the interested person transactions in respect of which the proposed IPT General Mandate is sought to be adopted are set out below in this Circular.

2.2 Chapter 9 of the Listing Manual

Chapter 9 of the Listing Manual (“**Chapter 9**”) governs transactions which a listed company or any of its subsidiaries or associated companies proposes to enter into with a party who is an interested person of the listed company. The purpose is to guard against the risk that interested persons could influence the listed company, its subsidiaries or associated companies to enter into transactions with interested persons that may adversely affect the interests of the listed company or its minority shareholders.

For the purposes of Chapter 9:

- (a) an “approved exchange” means a stock exchange that has rules which safeguard the interests of shareholders against interested person transactions according to similar principles in Chapter 9;
- (b) an “associated company” means a company in which at least 20% but not more than 50% of its shares are held by the listed company or group;
- (c) an “entity at risk” means a listed company, a subsidiary of the listed company that is not listed on the SGX-ST or an approved exchange, or an associated company of the listed group that is not listed on the SGX-ST or an approved exchange, provided that the listed group or the listed group and its interested person(s) has control over the associated company;
- (d) an “interested person” means a director, chief executive officer or controlling shareholder of a listed company, or an associate of such director, chief executive officer or controlling shareholder;
- (e) an “interested person transaction” means a transaction between an entity at risk and an interested person; and
- (f) a “transaction” includes (i) the provision or receipt of financial assistance; (ii) the acquisition, disposal or leasing of assets; (iii) the provision or receipt of products and services; (iv) the issuance or subscription of securities; (v) the granting of or being granted options; and (vi) the establishment of joint ventures or joint investments, whether or not entered into in the ordinary course of business and whether or not entered into directly or indirectly.

2.3. Scope of the Proposed IPT General Mandate

When Chapter 9 applies to a transaction and the value of that transaction alone or in aggregation with all other transactions conducted with the same interested person during the financial year exceeds certain materiality thresholds, the listed company is required to seek its shareholders’ approval for that transaction.

The materiality thresholds are:–

- (a) 5% of the listed group’s latest audited consolidated NTA; or
- (b) 5% of the listed group’s latest audited consolidated NTA, when aggregated with all other transactions entered into with the same interested person (as such term is construed under Chapter 9) during the same financial year.

However, Chapter 9 permits a listed company to seek a mandate from its shareholders for recurrent transactions with interested persons of a revenue or trading nature or those necessary for its day-to-day operations such as the purchase and sale of supplies and materials that may be carried out with the listed company’s interested persons.

LETTER TO SHAREHOLDERS

As mentioned, in light of the fact that the Group and the ATB/Wolong Interested Persons are in similar businesses, it is envisaged that in the ordinary course of their businesses, certain transactions (as more particularly set out in Section 2.4 of this Circular below) between the Group Companies and the ATB/Wolong Interested Persons may occur from time to time. Such ATB/Wolong Interested Persons Transactions would be transactions in the ordinary course of business in the Group.

Accordingly, the IPT General Mandate is being proposed to enable the Group Companies to, in the ordinary course of business, enter into the categories of ATB/Wolong Interested Persons Transactions set out in Section 2.4 of this Circular below with the ATB/Wolong Interested Persons, provided such transactions are entered into on an arm's length basis and on normal commercial terms, and are not prejudicial to the interest of the Company and its minority Shareholders.

The proposed IPT General Mandate does not cover any transaction between a Group Company and any ATB/Wolong Interested Persons that is below S\$100,000 in value, as the threshold and aggregation requirements of Chapter 9 do not apply to such transactions.

2.4 Types of Transactions under the Scope of the Proposed IPT General Mandate

2.4.1 The ATB/Wolong Interested Persons Transactions to be covered by the proposed IPT General Mandate would include the following classes of transactions which are entered into during the Group's normal course of business. The proposed IPT General Mandate does not cover any purchase or sale of assets, undertakings or businesses from or to the ATB/Wolong Interested Persons.

(a) Trading of electric motors, drives, energy storage products, monitoring devices and components

As the Group Companies and the ATB/Wolong Group each specialise in the manufacture and trading of different categories of electric motors, occasions may arise from time to time where it is necessary for the Group Companies to sell or purchase electric motors, drives, energy storage products, monitoring devices and components from the ATB/Wolong Group. Currently, the Group Companies are in the business of trading high voltage and low voltage industrial electric motors as well as the drives and monitoring devices which are required for specific electric motor/drive applications with respect to the electric motors whereas the ATB/Wolong Group specialises in the production of electric motors. In addition, as energy storage products are utilised in many renewable energy markets which involves the supply of electric motor technology, the Group Companies are also involved in the business of trading such energy storage products to enable the Group to tap deeper into the renewable energy markets as part of the Group's growth strategy.

The sale and purchase prices for such electric motors, drives, energy storage products, monitoring devices and components to be sold or bought from the ATB/Wolong Group are determined by the sales or purchasing departments of the relevant Group Companies on the same bases as if the relevant Group Company were dealing with an unrelated third party.

The Group will benefit from having access to a wide range of electric motors, drives, energy storage products, monitoring devices and components at competitive quotes from the ATB/Wolong Group, in addition to obtaining quotes from or transacting with unrelated third parties.

For the last three financial years, the total sales of such electric motors, drives, energy storage products, monitoring devices and components to the ATB/Wolong Group as a percentage of the Group's total revenue are set out below:

	Percentage of Group's Total Revenue (%)		
	FY2020	FY2021	FY2022
ATB	0.02	0.04	0.68
Wolong	0.04	0.17	0.18
Total:	0.06	0.21	0.86

LETTER TO SHAREHOLDERS

For the last three financial years, the total purchases of such electric motors, drives, energy storage products, monitoring devices and components from the ATB/Wolong Group as a percentage of the Group's total cost of sales are set out below:

	Percentage of Group's Total Cost of Sales (%)		
	FY2020	FY2021	FY2022
ATB	32.06	40.24	36.06
Wolong	39.38	33.97	41.39
Total:	71.44	74.20	77.45

Details of such transactions entered into between the Group and the ATB/Wolong Interested Persons from the date of expiry of the previous IPT General Mandate (being 24 April 2023) up until the Latest Practicable Date are set out below:

Name of ATB/Wolong Interested Persons	Nature of Transactions	Aggregate value of all transactions between the Group and the ATB/Wolong Interested Persons from 24 April 2023 to the Latest Practicable Date (\$)	Aggregate value of all transactions between the Group and the ATB/Wolong Interested Persons from 24 April 2023 to the Latest Practicable Date as a percentage against the latest audited NTA of the Group (%)
ATB Tamel S.A.	Purchase of electric motors, drives, energy storage products, monitoring devices and components	623,714	1.60
ATB Nordenham GmbH		497,440	1.28
ATB Schorch GmbH		154,624	0.40
ATB Welzheim GmbH		80,965	0.21
Wolong Electric Group Co Ltd		312,014	0.80
Wolong Electric Nanyang Explosion Protection Group Co, Ltd		32,849	0.08
Wolong Electric (Vietnam) Company Limited		100,260	0.26
	Total:	1,801,866	4.63

(b) Storage and warehousing of electric motors and components

Transactions falling within this category are the provision of storage services for electric motors and components to the ATB/Wolong Group by the Group Companies at an agreed storage fee. Such fees are negotiated for the contractual period and are based on the prevailing rental rates for similar storage and warehouse space available on the market.

LETTER TO SHAREHOLDERS

It is expected that the sharing of storage and warehousing facilities with the ATB/Wolong Group would enable the Group Companies to save on rental costs.

For the last three financial years, the total sales of such storage services to the ATB/Wolong Group as a percentage of the Group's total revenue are set out below:

	Percentage of Group's Total Revenue (%)		
	FY2020	FY2021	FY2022
ATB	-	-	-
Wolong	0.47	0.17	-
Total:	0.47	0.17	-

No such transactions were entered into between the Group and the ATB/Wolong Interested Persons from the date of expiry of the previous IPT General Mandate (being 24 April 2023) up until the Latest Practicable Date.

(c) Receipt of financial assistance

This category covers transactions between companies within the Group and the ATB/Wolong Interested Persons, which include (i) the borrowing of money from the ATB/Wolong Interested Persons and (ii) the provision of guarantees, indemnities or security by the ATB/Wolong Interested Persons in favour of the Group's creditors in respect of borrowings which are incurred by the Group. The Group may seek financial assistance from the ATB/Wolong Interested Persons in cases where there are insufficient funds for the Group's operations or for any other commercial reasons.

The cost of borrowing will be based on the prevailing rates of interest had the relevant company within the Group borrowed from the market. Commission rates (if any) which are charged by the ATB/Wolong Interested Persons for the provision of such guarantees or indemnities will be benchmarked against commission rates quoted by reputable financial institutions.

As any interest payable by the Group Companies to the ATB/Wolong Interested Persons would be no less favourable than what is offered in the market, the provision of financial assistance by the ATB/Wolong Interested Persons would also allow the Group Companies ready access to funds in an expedient manner to meet the Group Companies' liquidity and working capital needs.

The last financial year in which the Group had entered into such transactions with the ATB/Wolong Group was during FY2015, where the total cost of borrowings from the ATB/Wolong Group as a percentage of the Group's total cost of sales was 0.44%. Despite there being no such transactions between the Group and the ATB/Wolong Group in the last three financial years, the Company is proposing for the IPT General Mandate to continue covering such transactions in the event where the Group requires financial assistance urgently for any reason, without having to seek separate Shareholders' approval for such transaction. The Company would not have to expend administrative time and resources as well as incur additional expenses associated therewith, and would also avoid or minimize any significant disruption to the Group's day-to-day operations as a result thereof.

No such transactions were entered into between the Group and the ATB/Wolong Interested Persons from the date of expiry of the previous IPT General Mandate (being 24 April 2023) up until the Latest Practicable Date.

LETTER TO SHAREHOLDERS

(d) Management support services

The Group may, from time to time, receive or provide management and support services from/to the ATB/Wolong Interested Persons in the areas of general office administration services and support, financial and treasury advice, business development, investment risk review, governmental relations, strategic development, management information and information technology systems, internal audit and human resources management and development (“**management support services**”). By having access to and providing such management support services, the Group will derive operational and financial leverage in its dealings with third parties as well as benefits from the global network of the ATB/Wolong Interested Persons.

For the last three financial years, the total sales of such management and support services to the ATB/Wolong Group as a percentage of the Group’s total revenue are set out below:

	Percentage of Group’s Total Revenue (%)		
	FY2020	FY2021	FY2022
ATB	-	-	-
Wolong	0.48	0.17	0.23
Total:	0.48	0.17	0.23

For the last three financial years, the total purchases of such management and support services from the ATB/Wolong Group as a percentage of the Group’s total cost of sales are set out below:

	Percentage of Group’s Total Cost of Sales (%)		
	FY2020	FY2021	FY2022
ATB	0.12	0.03	0.11
Wolong	-	-	-
Total:	0.12	0.03	0.11

No such transactions were entered into between the Group and the ATB/Wolong Interested Persons from the date of expiry of the previous IPT General Mandate (being 24 April 2023) up until the Latest Practicable Date

- 2.4.2. Based on the latest audited consolidated financial statements of the Group for FY2022, the latest audited NTA of the Group was S\$38,873,000 (“**FY2022 Audited NTA**”). The aggregate value of the ATB/Wolong Interested Persons Transactions (excluding those which are less than S\$100,000) entered into by the Group and the ATB/Wolong Interested Persons for FY2022 amounted to S\$33,813,000, representing approximately 86.98% of the FY2022 Audited NTA.

LETTER TO SHAREHOLDERS

2.4.3. Disclosure of ATB/Wolong Interested Persons Transactions pursuant to Rule 920(1)(a) of the Listing Manual

The disclosure pursuant to Rule 920(1)(a) of the Listing Manual in respect of the ATB/Wolong Interested Person Transactions has been extracted from the 2022 Annual Report and reproduced below for ease of reference:

Name of interested person	Nature of relationship	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than \$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)		Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than \$100,000)	
		YTD		YTD	
		2022	2021	2022	2021
		\$'000	\$'000	\$'000	\$'000
General Transactions					
<u>Purchase:</u>					
ATB Nordenham GmbH		—	—	1,117	712
ATB Sever d.o.o.		—	—	590	375
ATB Tamel S.A		—	—	12,130	11,123
ATB Schorch GmbH	Associates	—	—	1,040	274
ATB Welzheim GmbH	of Controlling	—	—	667	518
ATB Group UK	Shareholder	—	—	318	283
Wolong Electric Group Co Ltd		—	—	10,104	7,141
Wolong Electric America LLC		—	—	—	711
Wolong Electric (Vietnam) Company Limited		—	—	8,100	3,363
<u>Sales:</u>					
ATB Motors B.V		—	—	(253)	—
Acquisition of business					
Wolong EMEA SRL		1,013	—	—	—
		1,013	—	33,813	24,500

2.5. Names of ATB/Wolong Interested Persons

The proposed IPT General Mandate will apply to the transactions set out in Section 2.4 of this Circular proposed to be carried out with the following persons:–

(a) ATB Austria Antriebstechnik AG

ATB is an investment holding company incorporated in Austria which, together with its subsidiaries and/or associates, is principally engaged in the development, production, distribution, and sales of electric drive systems. ATB, along with its subsidiaries and/or associates, offers motors, machines, overhung compressors, asynchronous, synchronous, and hydro generators, as well as wind/wave energy solutions.

As at the Lastest Practicable Date, ATB holds 23,439,519 Shares under the name of nominee, CGS-CIMB Securities (Singapore) Pte Ltd, representing 66.10% of the paid up and issued share capital of the Company and is deemed to be a Controlling Shareholder pursuant to the Listing Manual. Therefore, ATB is an “interested person” of the Company.

LETTER TO SHAREHOLDERS

Under the proposed IPT General Mandate, as at the Latest Practicable Date the Group intends to enter into transactions of the nature covered under Sections 2.4.1.(c) (*receipt of financial assistance*) and 2.4.1.(d) (*management support services*) with ATB.

(b) Wolong Holding Group Co., Ltd

Wolong is an investment holding company incorporated in the People's Republic of China (the “**PRC**”) whose subsidiaries and/or associates are principally engaged in the business of manufacturing electrical equipment. Wolong, along with its subsidiaries and/or associates, mainly produces and sells motors, controlling systems, transformers, batteries, and power supply products. In addition, Wolong also operates real estate development, financial investment, and other businesses.

Wolong Holding Group Co., Ltd (“**Wolong**”) holds 4.7% of the paid up and issued share capital of Wolong Electric Group Co Ltd, the indirect parent company of ATB, and is the sole shareholder of Zhejiang Wolong Shunyu Investment Co., Ltd, which in turn holds 32.24% of the paid up and issued share capital of Wolong Electric Group Co., Ltd. Therefore, Wolong is deemed to be interested in the Shares held by ATB by virtue of Section 4 of the SFA.

Furthermore, Mr. Pang Xinyuan, the Chairman and Non-Independent, Non-Executive Director of the Company, is the spouse of Chen Yanni and son-in-law of Chen Jiancheng, who holds 38.73% equity interest and 48.93% equity interest in Wolong respectively.

Accordingly, Wolong is defined as an “associate” of Mr. Pang Xinyuan under the Listing Manual and is thus an “interested person” of the Company.

Under the proposed IPT General Mandate, the Group intends to enter into transactions of the nature covered under Sections 2.4.1.(c) (*receipt of financial assistance*) and 2.4.1.(d) (*management support services*) with Wolong.

(c) An associate (as defined in the Listing Manual) of ATB or Wolong as at the Latest Practicable Date and from time to time.

The table below sets out a summary of the associates of ATB or Wolong as at the Latest Practicable Date, the nature of transactions that the Company proposes adopting under the New IPT General Mandate, as well as their details.

Name of Interested Person	Nature of the ATB/Wolong Interested Persons Transactions	Details of the Interested Person
ATB Tamel S.A.	<ul style="list-style-type: none"> Trading of electric motors, drives, energy storage products, monitoring devices and components Management support services 	ATB Tamel S.A. is a company incorporated under the laws of Poland and is a wholly owned subsidiary of ATB.
ATB Nordenham GmbH	<ul style="list-style-type: none"> Trading of electric motors, drives, energy storage products, monitoring devices and components 	ATB Nordenham GmbH is a company incorporated under the laws of Germany and is an indirect subsidiary of ATB as ATB Welzheim GmbH, a subsidiary of ATB, holds 94% of its paid up and issued share capital.

LETTER TO SHAREHOLDERS

ATB Welzheim GmbH	<ul style="list-style-type: none"> Trading of electric motors, drives, energy storage products, monitoring devices and components 	ATB Welzheim GmbH is a company incorporated under the laws of Germany and is a subsidiary of ATB as ATB holds 94% of its paid up and issued share capital.
ATB Schorch GmbH	<ul style="list-style-type: none"> Trading of electric motors, drives, energy storage products, monitoring devices and components 	ATB Schorch GmbH is a company incorporated under the laws of Germany and is an indirect subsidiary of ATB as it is wholly owned by Schorch Beteiligungs GmbH, a subsidiary of ATB.
ATB Sever d.o.o	<ul style="list-style-type: none"> Trading of electric motors, drives, energy storage products, monitoring devices and components 	ATB Sever d.o.o is a company incorporated under the laws of Serbia and is a wholly owned subsidiary of ATB.
ATB Morley Ltd	<ul style="list-style-type: none"> Trading of electric motors, drives, energy storage products, monitoring devices and components 	ATB Morley Ltd is a company incorporated under the laws of the United Kingdoms and is a wholly owned subsidiary of ATB.
ATB Group UK Ltd	<ul style="list-style-type: none"> Trading of electric motors, drives, energy storage products, monitoring devices and components 	ATB Group UK Ltd is a company incorporated under the laws of the United Kingdoms and is an indirect subsidiary of ATB as it is wholly owned by ATB Morley Ltd, a wholly owned subsidiary of ATB.
ATB Motors (Wuhan) Co., Ltd	<ul style="list-style-type: none"> Trading of electric motors, drives, energy storage products, monitoring devices and components 	ATB Motors (Wuhan) Co., Ltd is a company incorporated under the laws of the PRC and is an associate of Wolong as it is wholly owned by Wolong Electric Nanyang Explosion-proof Group Co., Ltd, which in turn is a wholly owned subsidiary of Wolong Electric Group Co., Ltd, an associate of Wolong.
ATB Special Products Ltd	<ul style="list-style-type: none"> Trading of electric motors, drives, energy storage products, monitoring devices and components Management support services 	ATB Special Products Ltd is a company incorporated under the laws of the United Kingdoms and is a wholly owned subsidiary of ATB.

LETTER TO SHAREHOLDERS

ATB Motors B.V.	<ul style="list-style-type: none"> • Trading of electric motors, drives, energy storage products, monitoring devices and components • Management support services 	ATB Motors B.V. is a company incorporated under the laws of Netherlands and is a wholly owned subsidiary of ATB.
Wolong Electric Group Co., Ltd	<ul style="list-style-type: none"> • Trading of electric motors and components, drives, energy storage products, monitoring devices • Receipt of financial assistance • Management support services 	Wolong Electric Group Co., Ltd is a company incorporated under the laws of the PRC and is an associate of Wolong as Zhejiang Wolong Shunyu Investment Co., Ltd, a wholly owned subsidiary of Wolong, holds 32.24% of its paid up and issued share capital while Wolong holds 4.7% of its paid up and issued share capital.
Wolong Electric Nanyang Explosion-proof Group Co., Ltd	<ul style="list-style-type: none"> • Trading of electric motors, drives, energy storage products, monitoring devices and components 	Wolong Electric Nanyang Explosion-proof Group Co., Ltd is a company incorporated under the laws of the PRC and is an associate of Wolong as it is a wholly owned subsidiary of Wolong Electric Group Co., Ltd, an associate of Wolong.
Wolong Electric (Vietnam) Company Limited	<ul style="list-style-type: none"> • Trading of electric motors, drives, energy storage products, monitoring devices and components 	Wolong Electric (Vietnam) Company Limited is a company incorporated under the laws of Vietnam and is an associate of Wolong as it is a wholly owned subsidiary of Hong Kong Wolong Holding Group Co., Ltd, which in turn is a wholly owned subsidiary of Wolong Electric Group Co., Ltd, an associate of Wolong.
Wolong Electric America LLC	<ul style="list-style-type: none"> • Trading of electric motors, drives, energy storage products, monitoring devices and components • Sale of Storage Services 	Wolong Electric America LLC is a company incorporated under the laws of the United States of America and is an associate of Wolong as it is a wholly owned subsidiary of Wolong American Holding LLC, which in turn is a wholly owned subsidiary of Wolong Electric Group Co., Ltd, an associate of Wolong.

LETTER TO SHAREHOLDERS

Wolong EMEA Srl	<ul style="list-style-type: none"> • Trading of electric motors, drives, energy storage products, monitoring devices and components • Sale of Storage Services 	Wolong EMEA Srl is a company incorporated under the laws of Italy and is an associate of Wolong as it is a wholly owned subsidiary of Wolong Electric Group Co., Ltd, an associate of Wolong.
Wolong EMEA (Germany) GmbH	<ul style="list-style-type: none"> • Trading of electric motors, drives, energy storage products, monitoring devices and components 	Wolong EMEA (Germany) GmbH is a company incorporated under the laws of Germany and is an indirect subsidiary of ATB as ATB Welzheim GmbH, a subsidiary of ATB, holds 94% of its paid up and issued share capital.
Zhejiang Wolong International Business Co., Ltd	<ul style="list-style-type: none"> • Trading of electric motors, drives, energy storage products, monitoring devices and components • Management support services 	Zhejiang Wolong International Business Co., Ltd is a company incorporated under the laws of the PRC and is an associate of Wolong as it is a wholly owned subsidiary of Wolong Electric Group Co., Ltd, an associate of Wolong.

2.6 Rationale for the Proposed IPT General Mandate

The previous IPT General Mandate was first adopted at an extraordinary general meeting of the Company on 14 December 2006 and had since been renewed every year.

As mentioned under Section 2.1 above, despite efforts to procure Shareholders' approval during the last annual general meeting of the Company held on 24 April 2023, the ordinary resolution in relation to the renewal of the previous IPT General Mandate was not carried and accordingly the said IPT General Mandate expired on 24 April 2023. As such, the Company now has to seek Shareholders' approval for the adoption of a fresh IPT General Mandate.

The Directors also believe that the proposed IPT General Mandate is in the interests of the Group for the following reasons:

- (a) As mentioned under Section 2.4.1 above, the ATB/Wolong Interested Persons are in a similar business as the Group and as such, the Group has been leveraging on the products and services and the range of such products and services provided by the ATB/Wolong Interested Persons. The proposed IPT General Mandate will allow the Group to continue to take advantage of such opportunities, thereby increasing its revenue. Please refer to Section 2.4.1 for details of the past ATB/Wolong Interested Persons Transactions.

LETTER TO SHAREHOLDERS

- (b) Timely delivery is an essential element in the Group's business. If the Company were required to seek Shareholders' approval on each occasion it deals with the ATB/Wolong Interested Persons, it would make it unviable for the ATB/Wolong Interested Persons to transact with the Group.

The proposed IPT General Mandate would facilitate such transactions with the ATB/Wolong Interested Persons being carried out in a timely manner.

- (c) If the Company is constantly required to seek Shareholders' approval for transactions with the ATB/Wolong Interested Persons, the Company would have to expend administrative time and resources as well as incur additional expenses associated therewith. The proposed IPT General Mandate would allow such resources and time to be channelled towards the Company's other objectives. Please refer to Section 2.4.1 for details of the past ATB/Wolong Interested Persons Transactions.
- (d) In the Group's ordinary course of business, transactions with the ATB/Wolong Interested Persons constitute a significant portion of the Group's business activities and operations and occur on a regular basis, as is evident from the relevant financial information set out in Section 2.4 of the Circular. Accordingly, the ATB/Wolong Interested Persons Transactions are necessary to the day-to-day operations of the Group and the non-adoption of the proposed IPT General Mandate is expected to cause significant disruption to the Group's day-to-day operations and will not be in the best interest of our Shareholders.

2.7. Review Procedures for the ATB/Wolong Interested Persons Transactions

To ensure that the ATB/Wolong Interested Persons Transactions are conducted on an arm's length basis, on normal commercial terms consistent with the Group's usual business practices and on terms which are generally no more favourable than those extended to unrelated third parties, as a general practice, the relevant company within the Group will only enter into an ATB/Wolong Interested Persons Transaction if the terms offered by/extended to an ATB/Wolong Interested Person are no less/more favourable than terms offered by/extended to unrelated third parties. To this end, the Group will adopt the procedures set out below.

2.7.1. All ATB/Wolong Interested Persons Transactions (except storage and warehousing and financial assistance)

The Company will monitor the ATB/Wolong Interested Persons Transactions which are covered by the proposed IPT General Mandate by implementing the following review and approval procedures:–

- (a) Quotations will be obtained from the relevant ATB/Wolong Interested Person and at least two other similar unrelated third-party providers to determine if the price and terms offered by such ATB/Wolong Interested Person are fair and reasonable. In determining if the price and terms offered by the relevant ATB/Wolong Interested Person are fair and reasonable, factors such as (but not limited to) quality, specification compliance, track record, experience and expertise, preferential rates, rebates or discounts accorded for bulk purchases may also be taken into account.
- (b) Where it is not possible to obtain quotations from unrelated third parties and in order to determine whether the terms of the transaction with the relevant ATB/Wolong Interested Person are fair and reasonable, the designated approving party will assess whether the pricing and terms of the transaction is in accordance with the Group's pre-approved price lists. These price lists will be reviewed and approved every six months by the Group Product Manager to ensure they are in accordance with the prevailing industry norms. The transactions will be approved based on the threshold limits as set out in Section 2.7.5 of the Circular. The Group will always ensure that the Group's usual profit margin in respect of the subsequent sale of its products or services will not materially decrease with the purchase of components from ATB/Wolong Interested Person.

LETTER TO SHAREHOLDERS

- (c) For sales to ATB/Wolong Interested Persons, the Group will apply a reasonable percentage mark-up (pre-approved by the Regional Sales Manager on a quarterly basis) from cost to ensure that the pricing for such products or services to a ATB/Wolong Interested Person is in accordance with industry norms and usual business practices, the strategic direction of the Group and pricing policies of the relevant company in the Group and the Group obtains positive gross margin on the transactions. In determining the percentage mark-up for such products, the Regional Sales Manager will take into account factors such as, but not limited to, specifications, quantity, volume, customer requirements, duration of contract, cost of funds to the Group and credit worthiness.

2.7.2. Storage and warehousing

In relation to storage and warehousing services for electric motors and components, the agreed storage fees should be no less favourable than prevailing rental rates. The Company will obtain at least one quotation* from an unrelated third party to determine if the price and terms are fair and reasonable. In the event that market rental rates are not readily available, the rental fees will be determined based on third party valuations.

* Note: Compared to the type of transactions covered under Section 2.7.1, the Company notes that it is often difficult to obtain quotes from unrelated third parties for storage and warehousing services that are comparable. Hence, the Company will endeavour to obtain at least one quote, and failing which, the Company will engage third party valuers to determine the appropriate rental fees.

2.7.3. Financial Assistance

In relation to receipt of financial assistance, the borrowing of funds from any ATB/Wolong Interested Persons should be at rates and on conditions no less favourable than those quoted by a reputable financial institution licensed by the Monetary Authority of Singapore or, in the case of borrowings made by the Group's foreign subsidiaries, at rates quoted by reputable financial institutions located in the relevant foreign jurisdictions.

In relation to the provision of guarantees, indemnities or security by the ATB/Wolong Interested Persons in favour of the Group's creditors, in respect of borrowings which are incurred by the Group, any commission rates (if any) which are chargeable by the ATB/Wolong Interested Persons for the provision of such guarantees or indemnities shall be at rates no less favourable than that quoted by reputable financial institutions.

All financial assistance transactions will be reviewed and approved by the Group Chief Executive Officer. Any financial assistance transaction which exceeds €1,500,000 each in value will be reviewed and approved unanimously by the Audit Committee.

2.7.4. Management support services

In relation to the provision and/or obtaining of management support services in areas of general office administration services and support, financial and treasury advice, business development, investment risk review, governmental relations, strategic development, management information and information technology systems, internal audit and human resources management and development to or from the ATB/Wolong Interested Persons, all contracts entered into or transactions with ATB/Wolong Interested Persons are to be carried out at the prevailing market prices determined by market conditions on terms which are no more favourable to the ATB/Wolong Interested Persons than the usual commercial terms extended to or obtained from unrelated third parties.

Where the prevailing market prices or rates for services obtained from the ATB/Wolong Interested Persons are not available due to the nature of the services to be obtained from an ATB/Wolong Interested Person, the Company will assess and ensure that the pricing for such services from the ATB/Wolong Interested Persons is not prejudicial to the interests of the Company and its minority Shareholders and/or is in accordance with industry norms and usual business practices.

LETTER TO SHAREHOLDERS

In determining the transaction price or rate payable by the Group for such services, the Company will take into account factors such as, but not limited to, service requirements, duration of contract, credit worthiness, cost of funds to the Company and the benefit of such transactions to the Group.

2.7.5. Approval Thresholds for all ATB/Wolong Interested Persons Transactions

Save for financial assistance transactions, the Company will be implementing the following approval thresholds for all its ATB/Wolong Interested Persons Transactions:

- (i) Transactions less than €200,000 each in value will be reviewed and approved by the designated management levels in accordance with the Group's procedures on the delegation of authority.
- (ii) Transactions exceeding €200,000 but less than €500,000 each in value will be reviewed and approved by the General Manager and the Finance Manager of the relevant company within the Group.
- (iii) Transactions exceeding €500,000 but less than €1,500,000 each in value will be reviewed and approved by the Group Chief Executive Officer.
- (iv) Transactions exceeding €1,500,000 each in value will be reviewed and approved unanimously by the Audit Committee.

The aforementioned approvals shall be obtained before the transactions are entered into or carried out.

To facilitate Shareholders' review of the review procedures set out above, please refer to the Schedule to this Circular setting out the key changes to the review procedures under the previous IPT General Mandate and the proposed IPT General Mandate.

2.8. **General Administrative Procedures for the ATB/Wolong Interested Persons Transactions**

The Company will also implement the following administrative procedures in respect of transactions proposed to be entered into with the ATB/Wolong Interested Persons :-

- (a) A register will be maintained by each company within the Group to record all ATB/Wolong Interested Persons Transactions which are entered into pursuant to the proposed IPT General Mandate. The annual internal audit plan shall incorporate a review of all ATB/Wolong Interested Persons Transactions entered into pursuant to the proposed IPT General Mandate on the compliance of all the ATB/Wolong Interested Persons Transactions with the established guidelines and procedures and the results of these reviews will be reported to the Audit Committee.
- (b) The person authorised to approve those transactions must not have a direct or indirect interest in the transactions. In instances where the authorised person has a direct or indirect interest in any ATB/Wolong Interested Persons Transaction, he/she shall not take part in the approval process for such ATB/Wolong Interested Persons Transactions. Such ATB/Wolong Interested Persons Transactions shall be subject to the approval of such other non-interested persons who are authorised to approve transactions within that threshold limit or the next higher approving authority who has no direct or indirect interest in such transactions.

LETTER TO SHAREHOLDERS

- (c) On a quarterly basis, the Audit Committee will review all ATB/Wolong Interested Persons Transactions.

The General Manager and the Finance Manager of the relevant company within the Group shall submit a declaration form to the Head Office of the Group at the end of each financial quarter, stating that all ATB/Wolong Interested Persons Transactions have been fairly and reasonably executed and are consistent with the guidelines and review procedures for ATB/Wolong Interested Persons Transactions. Persons authorised to approve the relevant ATB/Wolong Interested Persons Transactions shall also make a declaration when approving the relevant ATB/Wolong Interested Persons Transactions, confirming that he/she does not have a direct or indirect interest in the relevant ATB/Wolong Interested Persons Transactions.

- (d) On the basis of these periodic reviews as set out in Section 2.8.(a) of this Circular by the Internal Auditor of the Company and in the event the Audit Committee is of the view that the guidelines and procedures as stated above are not sufficient to ensure that the ATB/Wolong Interested Persons Transactions will be on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders, the Company will seek a fresh general mandate from Shareholders for the ATB/Wolong Interested Persons Transactions based on new guidelines and procedures so that the ATB/Wolong Interested Persons Transactions will be carried out on an arm's length basis and on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.
- (e) The Audit Committee has the overall responsibility for determining the review procedures with the authority to delegate to individuals within the Company as they deem appropriate.

For the purpose of the approval process, if any member of the Audit Committee has an interest in a transaction to be reviewed by the Audit Committee, he will abstain from any decision making by the Audit Committee in respect of the transaction. Accordingly, where any member of the Audit Committee has an interest in the transaction to be reviewed by the Audit Committee, the approval of that transaction will be undertaken by the remaining member(s) of the Audit Committee.

2.9 Validity Period of the General Mandate

If approved by the Shareholders at the EGM, the proposed IPT General Mandate will take effect from the date of receipt of Shareholders' approval, and will (unless revoked or varied by the Company in general meeting) continue in force until the next annual general meeting of the Company and will apply to the ATB/Wolong Interested Persons Transactions which are entered into from the date of receipt of Shareholders' approval.

Approval from Shareholders will be sought for the renewal of the proposed IPT General Mandate at each subsequent annual general meeting of the Company, subject to review by the Audit Committee of its continued application to the ATB/Wolong Interested Persons Transactions.

2.10. Disclosure to Shareholders

The Company will announce the aggregate value of transactions conducted with the ATB/Wolong Interested Persons pursuant to the proposed IPT General Mandate for each financial period on which the Company is required to report on pursuant to the Listing Manual and within the time required for the announcement of such report in accordance with Rule 920(1)(a)(ii) of the Listing Manual.

Disclosure will also be made in the annual report of the Company of the aggregate value of the ATB/Wolong Interested Persons Transactions conducted pursuant to the proposed IPT General Mandate during the current financial year, and in the annual reports for the subsequent financial years during which the proposed IPT General Mandate is in force in accordance with Rule 920(1)(a)(i) of the Listing Manual.

LETTER TO SHAREHOLDERS

2.11. Independent Financial Adviser's Opinion

Xandar Capital Pte. Ltd. has been appointed as the independent financial adviser to the Independent Directors to opine on whether the review procedures set out in Sections 2.7 and 2.8 of this Circular for determining the transaction prices of the ATB/Wolong Interested Persons Transactions are sufficient to ensure that the ATB/Wolong Interested Persons Transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

Having considered, *inter alia*, the review procedures for the ATB/Wolong Interested Persons Transactions set up by the Company, the rationale for the proposed IPT General Mandate and the benefits accruing to the Company arising from the General Mandate, Xandar Capital Pte. Ltd. is of the opinion that the review procedures proposed by the Company, as set out in Sections 2.7 and 2.8 of this Circular, for determining the transaction prices of the ATB/Wolong Interested Persons Transactions, if adhered to, are sufficient to ensure that the ATB/Wolong Interested Persons Transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders. Their letter to the Independent Directors dated 4 July 2023 is reproduced in the Appendix to this Circular.

2.12. Statement of the Audit Committee

Having considered, *inter alia*, the terms, the rationale for and the benefits of the General Mandate, the Audit Committee (save for Mr. Pang Xinyuan who has abstained from expressing an opinion on the same) is satisfied that the review procedures proposed by the Company, as set out in Sections 2.7 and 2.8 of this Circular, for determining the transaction prices of the ATB/Wolong Interested Persons Transactions are sufficient to ensure that the ATB/Wolong Interested Persons Transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

3. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

The details of the Directors' and Substantial Shareholders' interests in the Company as at the Latest Practicable Date are set out as follows:

Name	Direct Interest		Deemed Interest		Total Interest	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾
Directors						
Pang Xinyuan	—	—	23,439,519 ⁽²⁾	66.10	23,439,519	66.10
Knut Unger	10,000	0.03	—	—	10,000	0.03
Chao Mun Leong	—	—	—	—	—	—
Substantial Shareholder(s) (other than Directors)						
ATB Austria Antriebstechnik AG	—	—	23,439,519 ⁽³⁾	66.10	23,439,519	66.10
Wolong Investments Gmbh	—	—	23,439,519 ⁽⁴⁾	66.10	23,439,519	66.10
Wolong Holding Group Gmbh	—	—	23,439,519 ⁽⁵⁾	66.10	23,439,519	66.10
Hongkong Wolong Holding Group Co Ltd	—	—	23,439,519 ⁽⁶⁾	66.10	23,439,519	66.10
Wolong Electric Group Co. Ltd	—	—	23,439,519 ⁽⁷⁾	66.10	23,439,519	66.10
Zhejiang Wolong Shunyu Investment Co. Ltd	—	—	23,439,519 ⁽⁸⁾	66.10	23,439,519	66.10
Wolong Holding Group Co Ltd	—	—	23,439,519 ⁽⁹⁾	66.10	23,439,519	66.10
Chen Jiancheng	—	—	23,439,519 ⁽¹⁰⁾	66.10	23,439,519	66.10
Chen Yanni	—	—	23,439,519 ⁽¹¹⁾	66.10	23,439,519	66.10

LETTER TO SHAREHOLDERS

Notes:

- (1) The percentage shareholding interest is based on the issued share capital of 35,458,818 Shares as at the Latest Practicable Date.
- (2) Pang Xinyuan is the spouse of Chen Yanni and son-in-law of Chen Jiancheng, and is therefore deemed to be interested in the Shares held by ATB by virtue of Section 133(4) of the SFA.
- (3) ATB Austria Antriebstechnik AG ("**ATB**") is deemed to be interested in the 23,439,519 Shares held under the name of nominee, CGS-CIMB Securities (Singapore) Pte Ltd.
- (4) Wolong Investments Gmbh ("**Wolong Investments**") holds 100% shares in ATB and is therefore deemed to be interested in the Shares held by ATB by virtue of Section 4 of the SFA.
- (5) Wolong Holding Group Gmbh ("**Wolong Holding**") is the sole shareholder of Wolong Investments and is therefore deemed to be interested in the Shares held by ATB by virtue of Section 4 of the SFA.
- (6) Hongkong Wolong Holding Group Co. Ltd ("**Hongkong Wolong**") is the sole shareholder of Wolong Holding and is therefore deemed to be interested in the Shares held by ATB by virtue of Section 4 of the SFA.
- (7) Wolong Electric Group Co. Ltd ("**Wolong Electric**") is the sole shareholder of Hongkong Wolong and is therefore deemed to be interested in the Shares held by ATB by virtue of Section 4 of the SFA.
- (8) Zhejiang Wolong Shunyu Investment Co. Ltd ("**Zhejiang Wolong Shunyu**") holds 32.24% shares in Wolong Electric and is therefore deemed to be interested in the Shares held by ATB by virtue of Section 4 of the SFA.
- (9) Wolong Holding Group Co. Ltd ("**Wolong**") is the sole shareholder of Zhejiang Wolong Shunyu and holds 4.7% shares in Wolong Electric, is therefore deemed to be interested in the Shares held by ATB by virtue of Section 4 of the SFA.
- (10) Chen Jiancheng holds 48.93% equity interest in Wolong and is therefore deemed interested in the Shares held by ATB by virtue of Section 4 of the SFA.
- (11) Chen Yanni holds 38.73% equity interest in Wolong and is therefore deemed to be interested in the Shares held by ATB by virtue of Section 4 of the SFA.

Save as disclosed in the Circular, none of the Directors or Substantial Shareholders of the Company has any interest, direct or indirect, in the proposed IPT General Mandate (other than through their respective shareholdings and/or directorships, as the case may be, in the Company).

4. DIRECTORS' RECOMMENDATION

Mr. Pang Xinyuan (the non-independent non-executive chairman) is deemed interested in the Shares held by ATB by virtue of Section 133(4) of the SFA. In the interest of good governance, Mr. Pang Xinyuan has abstained from deliberating and making any recommendation in respect of the proposed adoption of the IPT General Mandate.

The Directors who are considered independent for the purposes of the proposed adoption of the IPT General Mandate are Dr Knut Unger and Mr. Chao Mun Leong. The Independent Directors having considered, *inter alia*, the terms, the rationale and the benefits of the proposed IPT General Mandate, are of the view that the proposed IPT General Mandate is in the interests of the Company.

LETTER TO SHAREHOLDERS

Accordingly, they recommend that Shareholders, save for ATB, Wolong and their respective associates who will abstain from voting, vote in favour of the ordinary resolution relating to the proposed adoption of the IPT General Mandate set out in the Notice of EGM.

Shareholders should read and consider carefully the recommendations of the Independent Directors and the opinion of the IFA in its entirety before giving their approval to the resolutions to be proposed at the EGM.

5. EXTRAORDINARY GENERAL MEETING

The EGM will be held in a wholly physical format at Amara Hotel, Connection 1, Level 3, 165 Tanjong Pagar Road, Singapore 088539 on Wednesday, 19 July 2023 at 2:30 p.m. for the purpose of considering and, if thought fit, passing, with or without any modifications, the Proposed Resolution as set out in the Notice of EGM.

6. ABSTENTION FROM VOTING

ATB, the Controlling Shareholder of the Company, and Wolong, which is deemed to be interested in the Shares held by ATB by virtue of Section 4 of the SFA, are “interested persons” for the purposes of Chapter 9 of the Listing Manual. Accordingly, ATB, Wolong and their respective associates will abstain from voting on the ordinary resolution relating to the proposed adoption of the IPT General Mandate.

ATB, Wolong, Mr. Pang Xinyuan and their respective associates will decline to accept appointments as proxy from any Shareholders to vote on the ordinary resolution relating to the proposed adoption of the IPT General Mandate, unless the Shareholder concerned has given specific instructions as to the manner in which his votes are to be cast with respect to the ordinary resolution relating to the proposed adoption of the IPT General Mandate.

7. ACTION TO BE TAKEN BY SHAREHOLDERS

If a Shareholder is unable to attend the EGM and wishes to appoint a proxy(ies) to attend, speak and/or vote on his behalf at the EGM, he/she should complete, sign and return the accompanying Proxy Form in accordance with the instructions thereon as soon as possible and, in any event, so as to reach the Company, (if submitted by post) at 19 Keppel Road, #08-01 Jit Poh Building, Singapore 089058, or (if submitted via email) at mgt@brookcromptonholdings.com, in either case, no later than 48 hours before the time appointed for the EGM. Completion and return of the Proxy Form by a Shareholder will not prevent him from attending, speaking and voting at the EGM if he so wishes. The appointment of the proxy(ies) shall be deemed to be revoked if a Shareholder attends the EGM in person and, in such event, the Company reserves the right to refuse to admit any person or persons appointed under the Proxy Form to the EGM. The Proxy Form may be accessed at the Company’s corporate website at <https://brookcromptonholdings.com/notice-of-meeting/> and on SGXNet at <https://www.sgx.com/securities/company-announcements>. SRS and CPF Investors who wish to appoint the Chairman of the EGM as proxy should approach their respective SRS Operator and/or CPF Agent Bank to submit their voting instructions by 5.00 p.m. on 10 July 2023.

8. DIRECTORS’ RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm, after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the proposed IPT General Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

LETTER TO SHAREHOLDERS

9. CONSENTS

The IFA has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of its name, the IFA Letter and all references thereto, in the form and context in which they appear in this Circular.

10. DOCUMENTS AVAILABLE FOR INSPECTION

Subject to prevailing regulations, orders, advisories and guidelines relating to safe distancing which may be issued by the relevant authorities, a copy of each of the following documents are available for inspection at the Company's registered office at 19 Keppel Road, #08-01 Jit Poh Building, Singapore 089058 during normal business hours for a period of (3) months from the date of this Circular:

- (a) the Constitution of the Company;
- (b) the annual report of the Company for FY2022;
- (c) the IFA Letter; and
- (d) the consent letter from the IFA.

Yours faithfully

For and on behalf of the Board of Directors of
BROOK CROMPTON HOLDINGS LTD.

Knut Unger
Lead Independent Director

**SCHEDULE – COMPARISON OF REVIEW PROCEDURES BETWEEN THE PREVIOUS IPT
GENERAL MANDATE AND THE PROPOSED IPT GENERAL MANDATE**

The following table contains a summary of the key changes to the review procedures under the previous IPT General Mandate and the description of such review procedures in the proposed IPT General Mandate.

Review Procedure	Previous IPT General Mandate	Proposed IPT General Mandate
Assessment of the pricing and terms of ATB/Wolong Interested Persons Transactions (except storage and warehousing and financial assistance) where quotations cannot be obtained	The designated approving party will assess whether the pricing and terms of the transaction is in accordance with the Group's usual business practices and pricing policy, the prevailing industry norms and whether they are consistent with the usual margins for the same or substantially similar types of transactions entered into with unrelated third parties. A written recommendation will be submitted to the designated approving parties by the relevant sales or purchasing personnel of the relevant Group Company	The designated approving party will assess whether the pricing and terms of the transaction is in accordance with the Group's pre-approved price lists. These price lists will be reviewed and approved every six months by the Group Product Manager to ensure they are in accordance with the prevailing industry norms. The transactions will be approved based on the threshold limits as set out in Section 2.7.5 of the Circular. The Group will always ensure that the Group's usual profit margin in respect of the subsequent sale of its products or services will not materially decrease with the purchase of components from ATB/Wolong Interested Person.
Sales to ATB/Wolong Interested Persons (except storage and warehousing and financial assistance)	Nil	The Group will apply a reasonable percentage mark-up (pre-approved by the Regional Sales Manager on a quarterly basis) from cost to ensure that the pricing for such products or services to a ATB/Wolong Interested Person is in accordance with industry norms and usual business practices, the strategic direction of the Group and pricing policies of the relevant company in the Group and the Group obtains positive gross margin on the transactions. In determining the percentage mark-up for such products, the Regional Sales Manager will take into account factors such as, but not limited to, specifications, quantity, volume, customer requirements, duration of contract, cost of funds to the Group and credit worthiness.

**SCHEDULE – COMPARISON OF REVIEW PROCEDURES BETWEEN THE PREVIOUS IPT
GENERAL MANDATE AND THE PROPOSED IPT GENERAL MANDATE**

Review Procedure	Previous IPT General Mandate	Proposed IPT General Mandate
Determination of fees relating to storage and warehousing	<p>In relation to storage and warehousing services for electric motors and components, the agreed storage fees should be no less favourable than prevailing rental rates.</p> <p>In the event that market rental rates are not readily available, the designated approving party of the relevant company within the Group will assess whether the pricing and terms of the transaction is in accordance with the Group's usual business practices and pricing policy, the prevailing industry norms and whether they are consistent with the usual margins for the same or substantially similar types of transactions entered into with unrelated third parties. A written recommendation will be submitted to the designated approving parties by the relevant sales or purchasing personnel of the relevant Group Company.</p>	<p>In relation to storage and warehousing services for electric motors and components, the agreed storage fees should be no less favourable than prevailing rental rates.</p> <p>The Company will obtain at least one quotation from an unrelated third party to determine if the price and terms are fair and reasonable. In the event that market rental rates are not readily available, the rental fees will be determined based on third party valuations.</p>
Determination of rates and conditions for the borrowing of funds	<p>In relation to financial assistance, the borrowing of funds from any ATB/Wolong Interested Persons should be at rates and on conditions no less favourable than those quoted by a reputable financial institution licensed by the Monetary Authority of Singapore or, in the case of borrowings made by the Group's foreign subsidiaries, at rates quoted by reputable financial institutions located in the relevant foreign jurisdictions.</p> <p>In relation to the provision of guarantees, indemnities or security by the ATB/Wolong Interested Persons in favour of the Group's creditors, in respect of borrowings which are incurred by the Group, any commission rates (if any) which are chargeable by the ATB/Wolong Interested Persons for the provision of such guarantees or indemnities shall be at rates no less favourable than that quoted by reputable financial institutions</p> <p>In cases where, for any reason, information relating to the prevailing interest/commission rates chargeable by such financial institutions is unavailable, the designated approving party of the relevant company within the Group will assess whether the pricing and terms of the transaction is in accordance with the Group's usual business practices and pricing policy, the prevailing industry norms and whether they are consistent with the usual margins for the same or substantially similar types of transactions entered into with unrelated third parties. A written recommendation will be submitted to the designated approving parties by the relevant sales or purchasing personnel of the relevant Group Company.</p>	<p>In relation to receipt of financial assistance, the borrowing of funds from any ATB/Wolong Interested Persons should be at rates and on conditions no less favourable than those quoted by a reputable financial institution licensed by the Monetary Authority of Singapore or, in the case of borrowings made by the Group's foreign subsidiaries, at rates quoted by reputable financial institutions located in the relevant foreign jurisdictions.</p> <p>In relation to the provision of guarantees, indemnities or security by the ATB/Wolong Interested Persons in favour of the Group's creditors, in respect of borrowings which are incurred by the Group, any commission rates (if any) which are chargeable by the ATB/Wolong Interested Persons for the provision of such guarantees or indemnities shall be at rates no less favourable than that quoted by reputable financial institutions.</p>

**SCHEDULE – COMPARISON OF REVIEW PROCEDURES BETWEEN THE PREVIOUS IPT
GENERAL MANDATE AND THE PROPOSED IPT GENERAL MANDATE**

Review Procedure	Previous IPT General Mandate	Proposed IPT General Mandate
Determination of rates for management support services	Nil	<p>All contracts entered into or transactions with ATB/Wolong Interested Persons in relation to management support services are to be carried out at the prevailing market prices determined by market conditions on terms which are no more favourable to the ATB/Wolong Interested Persons than the usual commercial terms extended to or obtained from unrelated third parties.</p> <p>Where the prevailing market prices or rates for services obtained from the ATB/Wolong Interested Persons are not available due to the nature of the services to be obtained from an ATB/Wolong Interested Person, the Company will assess and ensure that the pricing for such services from the ATB/Wolong Interested Persons is not prejudicial to the interests of the Company and its minority Shareholders and/or is in accordance with industry norms and usual business practices.</p> <p>In determining the transaction price or rate payable by the Group for such services, the Company will take into account factors such as, but not limited to, service requirements, duration of contract, credit worthiness, cost of funds to the Company and the benefit of such transactions to the Group.</p>
Threshold limits	<p>For ATB/Wolong Interested Persons Transactions (except financial assistance):</p> <p>(i) Transactions less than €100,000 each in value will be reviewed and approved by the designated management levels in accordance with the Group's procedures on the delegation of authority.</p> <p>(ii) Transactions exceeding €100,000 but less than €300,000 each in value will be reviewed and approved by the Managing Director and the Financial Controller of the relevant company within the Group.</p> <p>(iii) Transactions exceeding €300,000 but less than €1,000,000 each in value will be reviewed and approved by the Group Chief Executive Officer.</p> <p>(iv) Transactions exceeding €1,000,000 each in value will be reviewed and approved by the Audit Committee.</p> <p>For ATB/Wolong Interested Persons Transactions (financial assistance):</p> <p>All financial assistance transactions will be reviewed and approved by the Group Chief Executive Officer. Any financial assistance transaction which exceeds €3,000,000 each in value will be reviewed and approved by the Audit Committee</p>	<p>For ATB/Wolong Interested Persons Transactions (except financial assistance):</p> <p>(i) Transactions less than €200,000 each in value will be reviewed and approved by the designated management levels in accordance with the Group's procedures on the delegation of authority.</p> <p>(ii) Transactions exceeding €200,000 but less than €500,000 each in value will be reviewed and approved by the General Manager and the Finance Manager of the relevant company within the Group.</p> <p>(iii) Transactions exceeding €500,000 but less than €1,500,000 each in value will be reviewed and approved by the Group Chief Executive Officer.</p> <p>(iv) Transactions exceeding €1,500,000 each in value will be reviewed and approved unanimously by the Audit Committee.</p> <p>For ATB/Wolong Interested Persons Transactions (financial assistance):</p> <p>All financial assistance transactions will be reviewed and approved by the Group Chief Executive Officer. Any financial assistance transaction which exceeds €1,500,000 each in value will be reviewed and approved by the Audit Committee</p>



4 July 2023

BROOK CROMPTON HOLDINGS LTD.

19 Keppel Road
#08-01 Jit Poh Building
Singapore 089058

Attention: The Independent Directors

Dear Sirs

THE PROPOSED ADOPTION OF THE INTERESTED PERSON TRANSACTIONS GENERAL MANDATE (THE "IPT GENERAL MANDATE")

*Unless otherwise defined or the context otherwise requires, all terms used herein have the same meaning as defined in the circular to shareholders ("**Shareholders**") of Brook Crompton Holdings Ltd. (the "**Company**") dated 4 July 2023 (the "**Circular**").*

1. INTRODUCTION

At the annual general meeting held on 28 April 2022 (the "**2022 AGM**"), Shareholders approved the renewal of a general mandate to enable the Company, its subsidiaries and associated companies (the "**Group**") to enter into any transactions falling within the categories of mandated interested person transactions (the "**ATB/Wolong IPTs**") as described in the Company's circular to Shareholders dated 29 November 2006 (the "**2006 IPT Mandate**") with interested persons of the Company (namely (a) ATB Austria Antriebstechnik AG ("**ATB**"); (b) Wolong Group Holding Co. Ltd ("**Wolong**"), which is the holding company of ATB; and (c) any associate (as defined in the listing manual of the Singapore Exchange Securities Trading Limited (the "**Listing Manual**")) of ATB or Wolong, collectively, the "**ATB/Wolong Interested Persons**"). The 2006 IPT Mandate was due for renewal at the annual general meeting of the Company held on 24 April 2023.

Despite efforts to procure Shareholders' approval at the last annual general meeting of the Company held on 24 April 2023, the ordinary resolution in relation to the renewal of the 2006 IPT Mandate was not carried and accordingly, the 2006 IPT Mandate expired on 24 April 2023.

Pursuant to Rule 920(1) of the Listing Manual, the Company wishes to now seek Shareholders' approval for the adoption of a fresh IPT General Mandate, the particulars of which are set out in the Circular.

To comply with the requirements of Chapter 9 of the Listing Manual, Xandar Capital Pte. Ltd. ("**Xandar Capital**") has been appointed as the independent financial adviser to provide an opinion on whether the methods and procedures of the proposed IPT General Mandate as



set out in the Circular are sufficient to ensure that the ATB/Wolong IPTs between the Group and the ATB/Wolong Interested Persons will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

This letter (this “**IFA Letter**”) sets out our evaluation of the proposed IPT General Mandate and our opinion thereof. This IFA Letter has been prepared pursuant to Rule 920(1)(b)(v) of the Listing Manual as well as for the use of the Directors of the Company, who as at the date of the Circular, are considered to be independent for the purpose of the proposed IPT General Mandate (namely Messrs Knut Unger and Chao Mun Leong, collectively the “**Independent Directors**”), and this IFA Letter forms part of the Circular.

2. TERMS OF REFERENCE

Xandar Capital has been appointed to opine on whether the methods or procedures for the ATB/Wolong IPTs, if adhered to, are sufficient to ensure that the ATB/Wolong IPTs will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

We are and were not involved in any aspect of the negotiations pertaining to the proposed IPT General Mandate or the ATB/Wolong IPTs contemplated under the proposed IPT General Mandate, nor were we involved in the deliberations leading to the Company’s decision to enter into the ATB/Wolong IPTs contemplated under the proposed IPT General Mandate. We do not, by this IFA Letter, make any representation or warranty in relation to the merits of the proposed IPT General Mandate or the transactions contemplated under the proposed IPT General Mandate.

Our terms of reference do not require us to evaluate or comment on the legal, strategic or commercial merits and/or risks of the proposed IPT General Mandate and the ATB/Wolong IPTs contemplated under the proposed IPT General Mandate. We have also not conducted any review of the business, operations or financial condition of the Company and the Group, and we have not relied on any financial projections or forecasts in respect of the Company or the Group, nor did we have access to their business plans, financial projections and forecasts. We are not required to express and we do not express any view herein on the growth prospects, financial position and earnings potential of the Company or the Group pursuant to the adoption of the proposed IPT General Mandate or the ATB/Wolong IPTs contemplated under the proposed IPT General Mandate. We are also not expressing any view herein as to the prices at which the shares of the Company may trade with or without the proposed IPT General Mandate. Such evaluation shall remain the sole responsibility of the Directors.

We were also not required or authorised to obtain, and we have not obtained, any quotation or transacted price from third parties for products or services similar to those which are to be covered by the proposed IPT General Mandate, and are therefore not able to, and will not comment on the ATB/Wolong IPTs.

In the course of our evaluation, we have held discussions with certain Directors and management of the Group and have examined information provided and representations made to us by the aforesaid parties, including information in the Circular for which the



Directors have collectively and individually accept full responsibility as set out in the paragraph below. We have not independently verified such information, whether written or verbal, and accordingly cannot and do not warrant, and do not accept any responsibility for the accuracy, completeness or adequacy of such information, representation and assurance. Nonetheless, we have made reasonable enquiries and exercised our judgement on the reasonable use of such information (including the information given in the Circular) and have found no reason to doubt the accuracy and reliability of the information.

We have relied upon the assurance of the Directors that they collectively and individually accept full responsibility for the accuracy of the information given in the Circular and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, the Circular constitutes full and true disclosure of all material facts about the proposed IPT General Mandate, the Company and the Group as at the date of the Circular. The Directors are not aware of any facts the omission of which would make any statement in the Circular misleading. Where information in the Circular has been extracted from published or otherwise publicly available sources or this IFA Letter, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the Circular in its proper form and context. In relation to this IFA Letter, the Directors have confirmed that the facts stated, with respect to the Company, the Group and the proposed IPT General Mandate are to the best of their knowledge and belief, fair and accurate in all material aspects. Accordingly, no representation or warranty, express or implied, is made and no responsibility is accepted by us concerning the accuracy, completeness or adequacy of all such information about the Company and the Group as at the date of the Circular, provided or otherwise made available to us or relied on by us as described above.

The Company has been separately advised by its own advisers in the preparation of the Circular (other than this IFA Letter). We have no role or involvement and have not provided any advice, financial or otherwise, whatsoever in the preparation, review and verification of the Circular (other than this IFA Letter). Accordingly, we take no responsibility for and express no views, express or implied, on the contents of the Circular (other than this IFA Letter).

Whilst a copy of this IFA Letter may be reproduced in the Circular, save for the purpose of any matter relating to the proposed IPT General Mandate, neither the Company, the Directors nor the Shareholders may reproduce, disseminate or quote this IFA Letter (or any part thereof) for any other purposes at any time and in any manner without our prior written consent in each specific case. Our opinion in relation to the proposed IPT General Mandate should be considered in the context of the entirety of this IFA Letter and the Circular.



3. THE PROPOSED IPT GENERAL MANDATE

3.1 THE PROPOSED IPT GENERAL MANDATE

Information on the proposed IPT General Mandate is set out in Section 2 entitled "*Proposed Adoption of the Interested Person Transactions General Mandate*" of the Circular.

3.2 THE ATB/WOLONG INTERESTED PERSONS

Information on the ATB/Wolong Interested Persons under the proposed IPT General Mandate is set out in Section 2.5 entitled "*names of ATB/Wolong Interested Persons*" of the Circular.

We note that the Company has identified and named 19 ATB/Wolong Interested Persons under the proposed IPT General Mandate.

As at the Latest Practicable Date, ATB and Wolong and their associates directly or indirectly holds 23,439,519 Shares or 66.10% of the paid up and issued share capital of the Company and are deemed to be Controlling Shareholders pursuant to the Listing Manual. Therefore, both ATB and Wolong and their associates are "interested persons" of the Company.

3.3 CATEGORIES OF ATB/WOLONG IPTS

Information on the categories of ATB/Wolong IPTs is set out in Section 2.4 entitled "*Types of Transactions under the Scope of the proposed IPT General Mandate*" in the Circular.

We note that there are four (4) categories of ATB/Wolong IPTs as follows:

- (a) trading of electric motors, drives, energy storage products, monitoring devices and components;
- (b) storage and warehousing of electric motors and components;
- (c) receipt of financial assistance; and
- (d) management support services,

collectively, the "**ATB/Wolong IPTs**".

3.4 RATIONALE FOR THE PROPOSED IPT GENERAL MANDATE

Information on the rationale for the proposed IPT General Mandate is set out in the Section 2.6 entitled "*Rationale for the proposed IPT General Mandate*" of the Circular.

We note that the IPT General Mandate is intended to facilitate the carrying out of the ATB/Wolong IPTs in the normal course of business of the Group which are transacted, from time to time, with the ATB/Wolong Interested Persons, provided that they are carried out on an arm's length basis and on the Group's normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders.



We note for the trading of electric motors, drives, energy storage products, monitoring devices and components, the ATB/Wolong Interested Persons are in a similar business as the Group and as such, the Group has been leveraging on the products and services and the range of such products and services provided by the ATB/Wolong Interested Persons. The proposed IPT General Mandate will allow the Group to continue to take advantage of such opportunities, thereby increasing its revenue.

We also note that the proposed IPT General Mandate would facilitate such ATB/Wolong IPT to be carried out in a timely manner. We note that the proposed IPT General Mandate would allow administrative time and resources to be channelled towards the Company's other objectives instead of the Company constantly seeking shareholders' approval for the ATB/Wolong IPTs. In addition, transactions with the ATB/Wolong Interested Persons constitute a significant portion of the Group's business activities and operations, and occur on a regular basis, as evident from the relevant financial information set out in Section 2.4 of the Circular. Accordingly, the ATB/Wolong IPTs are necessary to the day-to-day operations of the Group and accordingly, in the event that the resolution for the adoption of the proposed IPT General Mandate is not approved by the independent Shareholders, there will be significant disruption to the Group's day-to-day operations and will not be in the best interest of the Company and its Shareholders.

3.5 METHODS AND PROCEDURES FOR THE ATB/WOLONG IPTs

Detailed information on the methods and procedures is set out in Section 2.7 entitled "*Review Procedures for the ATB/Wolong Interested Persons Transactions*" of the Circular.

We note that the methods and procedures involve:

- (a) In relation to the trading of electric motors, drives, energy storage products, monitoring devices and components with the ATB/Wolong Interested Persons

Quotations will be obtained from the relevant ATB/Wolong Interested Person and at least two other similar unrelated third-party providers to determine if the price and terms offered by such ATB/Wolong Interested Person are fair and reasonable. In determining if the price and terms offered by the relevant ATB/Wolong Interested Person are fair and reasonable, factors such as (but not limited to) quality, specification compliance, track record, experience and expertise, preferential rates, rebates or discounts accorded for bulk purchases may also be taken into account.

Where it is not possible to obtain quotations from unrelated third parties and in order to determine whether the terms of the transaction with the relevant ATB/Wolong Interested Person are fair and reasonable, the designated approving party will assess whether the pricing and terms of the transaction is in accordance with the Group's pre-approved price lists. These price lists will be reviewed and approved every six months by the Group Product Manager to ensure they are in accordance with the prevailing industry norms. The transactions will be approved based on the threshold limits as set out in Section 2.7.5 of the Circular. The Group will always ensure that the Group's usual profit margin in respect of the subsequent sale of its products or



services will not materially decrease with the purchase of components from ATB / Wolong Interested Person.

For sales to ATB/Wolong Interested Persons, the Group will apply a reasonable percentage mark-up (preapproved by the Regional Sales Manager on a quarterly basis) from cost to ensure that the pricing for such products or services to a ATB/Wolong Interested Person is in accordance with industry norms and usual business practices, the strategic direction of the Group and pricing policies of the relevant company in the Group and the Group obtains positive gross margin on the transactions. In determining the percentage mark-up for such products, the Regional Sales Manager will take into account factors such as, but not limited to, specifications, quantity, volume, customer requirements, duration of contract, cost of funds to the Group and credit worthiness.

- (b) In relation to the obtaining of storage services and warehousing facilities from the ATB/Wolong Interested Persons

The Company will obtain at least one quotation from unrelated third party to determine if the price and terms are fair and reasonable. In the event that market rental rates are not readily available, the rental fees will be determined based on third party valuations.

- (c) In relation to receipt of financial assistance from the ATB/Wolong Interested Persons

The borrowing of funds from any ATB/Wolong Interested Persons should be at rates and on conditions no less favourable than those quoted by a reputable financial institution licensed by the Monetary Authority of Singapore or, in the case of borrowings made by the Group's foreign subsidiaries, at rates quoted by reputable financial institutions located in the relevant foreign jurisdictions.

In relation to the provision of guarantees, indemnities or security by the ATB/Wolong Interested Persons in favour of the Group's creditors, in respect of borrowings which are incurred by the Group, any commission rates (if any) which are chargeable by the ATB/Wolong Interested Persons for the provision of such guarantees or indemnities shall be at rates no less favourable than that quoted by reputable financial institutions.

All financial assistance transactions will be reviewed and approved by the Group Chief Executive Officer. Any financial assistance transactions which exceeds €1,500,000 each in value will be reviewed and approved unanimously by the Audit Committee.

- (d) In relation to the provision to, and/or obtaining of management support services from, the ATB/Wolong Interested Persons

All contracts entered into or transactions with ATB/Wolong Interested Persons are to be carried out at the prevailing market prices determined by market conditions on



terms which are no more favourable to the ATB/Wolong Interested Persons than the usual commercial terms extended to or obtained from unrelated third parties.

Where the prevailing market prices or rates for services obtained from the ATB/Wolong Interested Persons are not available due to the nature of the services to be obtained from an ATB/Wolong Interested Person, the Company will assess and ensure that the pricing for such services from the ATB/Wolong Interested Persons is not prejudicial to the interests of the Company and its minority Shareholders and/or is in accordance with industry norms and usual business practices.

In determining the transaction price or rate payable by the Group for such services, the Company will take into account factors such as, but not limited to, service requirements, duration of contract, credit worthiness, cost of funds to the Company and the benefit of such transactions to the Group.

The Company will be implementing the following approval thresholds for all its ATB/Wolong IPTs:

- (i) transactions less than €200,000 each in value (or approximately 0.7% of the Group's latest audited net tangible assets of approximately €27.11 million as at 31 December 2022 ("**FY22 Audited NTA**"), calculated based on the FY22 Audited NTA of S\$38.87 million and the closing exchange rate of €1.00 to S\$1.434 as at 31 December 2022⁽¹⁾) will be reviewed and approved by the designated management levels in accordance with the Group's procedures on the delegation of authority;
- (ii) transactions exceeding €200,000 but less than €500,000 each in value (or approximately 1.8% of the FY22 Audited NTA) will be reviewed and approved by the General Manager and the Finance Manager of the relevant company within the Group;
- (iii) transactions exceeding €500,000 but less than €1,500,000 each in value (or approximately 5.5% of the FY22 Audited NTA) will be reviewed and approved by the Group Chief Executive Officer; or
- (iv) transactions exceeding €1,500,000 each in value will be reviewed and approved unanimously by the Audit Committee.

Note:

- (1) Source: Bloomberg L.P.

The Company will also implement additional review procedures such as maintaining a register of all interested person transactions (including the ATB/Wolong IPTs) to facilitate the review of the interested person transactions (including the ATB/Wolong IPTs) by the Audit Committee, quarterly review of all the ATB/Wolong IPTs by the Audit Committee, periodic review by the internal auditor on the compliance of all ATB/Wolong IPTs with established guidelines and procedures and report to the Audit Committee on its review. In addition, in the event the Audit Committee is of the view that the guidelines and procedures as stated above are not sufficient to ensure that the ATB/Wolong IPTs will be on normal commercial terms and will not be prejudicial to the Company and its minority Shareholders, the Company



will revert to Shareholders for a fresh mandate based on new guidelines and procedures for transactions with the ATB/Wolong Interested Persons.

For avoidance of doubts, the person authorised to approve any of the ATB/Wolong IPTs must not have a direct or indirect interest in the ATB/Wolong IPTs.

4. VALIDITY PERIOD OF THE PROPOSED IPT GENERAL MANDATE

Pursuant to Rule 920(2) of the Listing Manual, the proposed IPT General Mandate will be effective from the date of the passing of the ordinary resolution for the approval of the proposed IPT General Mandate, and will continue to be in force until the conclusion of the next annual general meeting of the Company or the date by which such annual general meeting is required by law to be held, whichever is earlier, unless revoked or varied by the Company in a general meeting.

Approval from independent Shareholders will be sought for the renewal of the proposed IPT General Mandate at each subsequent AGM or the date by which the next AGM of the Company is required by law to be held, subject to the satisfactory review by the Audit Committee of its continued application to the ATB/Wolong IPTs.

5. ABSTENTION BY DIRECTORS AND ATB/WOLONG INTERESTED PERSONS

ATB, the Controlling Shareholder of the Company, and Wolong, which is deemed to be interested in the Shares held by ATB by virtue of Section 4 of the Securities and Futures Act 2001 of Singapore, are "interested persons" for the purposes of Chapter 9 of the Listing Manual. Accordingly, ATB, Wolong and their respective associates will abstain from voting on the ordinary resolution relating to the proposed adoption of the IPT General Mandate.

ATB, Wolong, Mr. Pang Xinyuan and their respective associates will decline to accept appointments as proxy from any Shareholders to vote on the ordinary resolution relating to the proposed adoption of the IPT General Mandate. The Company will disregard any votes cast by ATB, Wolong, Mr. Pang Xinyuan and their respective associates on the ordinary resolution relating to the proposed adoption of the IPT General Mandate.

6. ROLE OF AUDIT COMMITTEE

We note that the Audit Committee will:

- (a) review the register of interested person transactions on a quarterly basis;
- (b) conduct periodic reviews of the established review methods and procedures for ATB/Wolong IPTs; and
- (c) review the internal audit reports submitted by the internal auditors on whether the methods and procedures established to monitor the ATB/Wolong IPTs have been adhered to.



In addition, if, during the periodic reviews by the Audit Committee, it is of the view that the established methods and procedures for the ATB/Wolong IPTs with the ATB/Wolong Interested Persons are no longer appropriate or sufficient to ensure that the ATB/Wolong Interested Persons Transactions are transacted on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders, the Group will seek a fresh general mandate for ATB/Wolong IPTs based on new methods and procedures so that ATB/Wolong IPTs will be carried out on an arm's length basis and on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

7. OUR OPINION

In arriving at our opinion in respect of the proposed IPT General Mandate, we have considered, among other things, (i) the methods and procedures as well as the approval procedures and thresholds set out in the proposed IPT General Mandate; (ii) the frequency of review of the price lists by the Group Product Manager; (iii) the frequency of review of the ATB/Wolong IPTs by the Audit Committee and the internal auditors; (iii) the role of the Audit Committee in overseeing the implementation of the proposed IPT General Mandate; and (iv) the rationale for the proposed IPT General Mandate.

Having regard to the considerations set out in this IFA Letter and the information available to us as at the Latest Practicable Date, Xandar Capital is of the opinion that the methods and procedures for determining the transaction prices of the ATB/Wolong IPTs, if adhered to, are sufficient to ensure that the ATB/Wolong IPTs will be carried out on normal commercial terms, and will not be prejudicial to the interests of the Company and its minority Shareholders.

8. THIS IFA LETTER

This IFA Letter is addressed to the Non-Interested Directors in connection with and for the purposes of their consideration of the proposed IPT General Mandate and forms part of the Circular. Our opinion in relation to the proposed IPT General Mandate should be considered in the context of the entirety of this IFA Letter and the Circular, as required under Rule 920(1)(b)(v) of the Listing Manual.

Whilst a copy of this IFA Letter may be reproduced in the Circular, save for the purpose of any matter relating to the proposed IPT General Mandate, neither the Company, the Directors nor the Shareholders may reproduce, disseminate or quote this IFA Letter (or any part thereof) for any other purpose at any time and in any manner without the prior written consent of Xandar Capital in each specific case.

APPENDIX - IFA LETTER



This IFA Letter is governed by, and construed in accordance with, the laws of Singapore, and is strictly limited to the matters stated herein in compliance with the requirements under the Listing Manual.

Yours truly
For and on behalf of
XANDAR CAPITAL PTE. LTD.

LOO CHIN KEONG
EXECUTIVE DIRECTOR

PAULINE SIM POI LIN
HEAD OF CORPORATE FINANCE

NOTICE OF EXTRAORDINARY GENERAL MEETING

BROOK CROMPTON HOLDINGS LTD.

(Incorporated in the Republic of Singapore)

(Company Registration No. 194700172G)

All capitalised terms in this Notice shall, unless otherwise defined in this Notice, bear the respective meanings ascribed thereto in the circular to shareholders dated 4 July 2023 issued by the Company.

NOTICE IS HEREBY GIVEN that an **EXTRAORDINARY GENERAL MEETING** (“EGM” or “Meeting”) of Brook Crompton Holdings Ltd. (“Company”) will be held at Amara Hotel, Connection 1, Level 3, 165 Tanjong Pagar Road, Singapore 088539 on Wednesday, 19 July 2023, 2:30 p.m. for the purpose of considering and, if thought fit, passing with or without any modifications the following ordinary resolution:-

ORDINARY RESOLUTION:

THE PROPOSED IPT GENERAL MANDATE

That –

- (i) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual of the SGX-ST, for the Company and/or its subsidiaries, to enter into any of the transactions falling within the types of ATB/Wolong Interested Persons Transactions set out under the IPT General Mandate as described in the Circular with any ATB/Wolong Interested Persons, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions as set out in the Circular;
- (ii) the proposed adoption of the IPT General Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the next annual general meeting of the Company is held or is required by law to be held, whichever is earlier;
- (iii) the Audit Committee be and is hereby authorised to take such actions as it deems proper in respect of the review procedures for the interested person transactions and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Listing Manual of the SGX-ST which may be prescribed by the SGX-ST from time to time; and
- (iv) the Directors be and are hereby authorised to take such steps, approve all matters and enter into all such transactions, arrangements and agreements and execute all such documents and notices as may be necessary or expedient for the purposes of giving effect to the proposed adoption of the IPT General Mandate as such Directors or any of them may deem fit or expedient or to give effect to this ordinary resolution.

BY ORDER OF THE BOARD

BROOK CROMPTON HOLDINGS LTD.

KNUT UNGER

LEAD INDEPENDENT DIRECTOR

4 July 2023

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

Important Notice to Shareholders regarding the Conduct of the Company's EGM

1. The EGM will be held in a wholly physical format. There will be no option for shareholders and members to participate virtually. This Notice of EGM 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.
2. Shareholders and members, including CPF investors and SRS investors, may participate in the EGM by:
 - (a) attending the EGM in person;
 - (b) raising questions at the EGM or submitting questions in advance of the EGM; and/or
 - (c) voting at the EGM (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 EGM) to vote at the EGM on their behalf.

CPF and SRS investors:

- (a) may vote at the EGM 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 EGM as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **5.00 p.m. on 10 July 2023**, being seven (7) working days prior to the date of the EGM.
3. Persons who hold shares through relevant intermediaries, other than CPF and SRS investors, and who wish to participate in the EGM by:
 - (a) attending the EGM in person;
 - (b) raising questions at the EGM or submitting questions in advance of the EGM; and/or
 - (c) voting at the EGM (i) themselves; or (ii) appointing the Chairman of the EGM 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 EGM.

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 EGM. 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 EGM, 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

NOTICE OF EXTRAORDINARY GENERAL MEETING

(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 EGM 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 EGM 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 EGM as proxy but this is not mandatory.
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 **2:30 p.m. on 17 July 2023**, being not less than forty-eight (48) hours before the time set for holding the EGM.

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 EGM in advance of the EGM in the following manner by **11 July 2023** (at least seven (7) calendar days after the date of the Notice of EGM):

- (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 EGM.

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 EGM) received after the 11 July 2023 cut-off time at the EGM itself.

Personal Data Privacy:

By (a) submitting an instrument appointing a proxy or proxies to vote at the Meeting and/or any adjournment thereof, or (b) submitting any questions prior to the Meeting or raising any questions during the Meeting in accordance with this Notice of EGM, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing and administration by the Company (or its agents) of proxy forms appointing a proxy or proxies for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Meeting (including any adjournment thereof);
- (ii) addressing relevant and substantial questions from members received before or during the Meeting and if necessary, following up with the relevant members in relation to such questions;
- (iii) preparation and compilation of the attendance list, proxy lists, minutes and other documents relating to the Meeting (including any adjournment thereof); and
- (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.

Photographic, sound and/or video recordings of the Meeting may be made by the Company for record keeping and to ensure the accuracy of the minutes to be prepared for the Meeting. Accordingly, the personal data of a member of the Company (such as his name, his presence at the Meeting and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.

PROXY FORM

BROOK CROMPTON HOLDINGS LTD.

(Incorporated in the Republic of Singapore)

(Company Registration No. 194700172G)

PROXY FORM – EXTRAORDINARY GENERAL MEETING

(Please see notes overleaf before completing this Form)

IMPORTANT:

1. The Extraordinary General Meeting ("EGM") will be held in a wholly physical format. **There will be no option for shareholders and members to participate virtually.** The Notice of EGM dated 4 July 2023 ("EGM 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 EGM Notice and this accompanying Proxy Form will not be despatched to shareholders and members.
2. Arrangements relating to attendance at the EGM 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 EGM, addressing of substantial and relevant questions in advance of, or at, the EGM, and voting at the EGM by shareholders and members, including CPF and SRS investors, or (where applicable) duly appointed proxy(ies), are set out in the EGM Notice.
3. Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of proxy(ies).
4. 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 EGM.
5. 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 EGM as proxy to vote on their behalf at the EGM, should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on **10 July 2023**.
6. Persons who hold shares through relevant intermediaries, other than CPF and SRS investors, and who wish to appoint the Chairman of the EGM as proxy, should approach the relevant intermediary to submit their votes.

PERSONAL DATA PRIVACY

By submitting this proxy form, the member of the Company accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 4 July 2023.

I/We, (Name) (NRIC/Passport No./Company Registration No.)
of (Address)

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

NAME	ADDRESS	NRIC or Passport No.	Email Address**	Proportion of Shareholdings	
				No. of Shares	%

*and/or

NAME	ADDRESS	NRIC or Passport No.	Email Address**	Proportion of Shareholdings	
				No. of Shares	%

and/or the *Chairman of the Extraordinary General Meeting of the Company (the "**EGM**"), as *my/our proxy to attend, speak or vote for *me/us on *my/our behalf at the EGM of the Company to be held at Amara Hotel, Connection 1, Level 3, 165 Tanjong Pagar Road, Singapore 088539 on Wednesday, 19 July 2023 at 2:30 p.m. (Singapore time) and at any adjournment thereof.

*I/We direct my/our proxy/proxies to vote for or against, or abstain from voting on the Resolution to be proposed at the EGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/her/their discretion. Where the Chairman of the EGM is appointed as proxy and in the absence of specific directions as to voting is given, the appointment of the Chairman of the EGM as your proxy will be treated as invalid.

The Resolution put to the vote at the EGM shall be decided by way of poll.

If you wish to exercise all your votes "For" or "Against", or "Abstain" the relevant Resolution, please mark an "X" in the appropriate box provided. Alternatively, please indicate the number of votes "For" or "Against", or "Abstain" below in the box provided as appropriate. If you mark an "X" in the abstain box for the Resolution, you are directing your proxy, who is the Chairman of the EGM, not to vote on the Resolution.

Ordinary Resolution	By way of poll		
	For	Against	Abstain
To approve the proposed adoption of the IPT General Mandate			

Dated this _____ day of _____ 2023

Signature(s) of Member(s) or, Common Seal of Corporate Member

* Delete as appropriate

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

IMPORTANT: PLEASE READ NOTES FOR PROXY FORM CAREFULLY BEFORE COMPLETING THIS PROXY FORM

PROXY FORM

Notes:

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you 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 you.
2. 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 Extraordinary General Meeting ("EGM") 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.
3. 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.
4. 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.
5. A member can appoint the Chairman of the EGM as his/ her/ its proxy, but this is not mandatory.
6. A proxy need not be a member of the Company.
7. 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.
8. 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 EGM, in accordance with its constitution and Section 179 of the Companies Act.
9. 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 2:30 p.m. on 17 July 2023, being not less than forty-eight (48) hours before the time set for holding the EGM.
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 EGM 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 EGM if he/she so wishes. The appointment of the proxy(ies) for the EGM will be deemed to be revoked if the member attends the EGM 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 EGM.
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 EGM. This is so as to ensure that only duly appointed proxy(ies)/ representative(s) attend, speak and vote at the EGM. The Company reserves the right to refuse admittance to the EGM if the proxy(ies)' or representative(s)' identity cannot be verified accurately.General:

Personal Data Privacy:

By submitting this proxy form, the member of the Company accepts and agrees to the personal data privacy terms as set out in the Notice of EGM dated 4 July 2023.