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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### **BRC ASIA LIMITED**

(Company Registration No. 193800054G)  
(Incorporated in the Republic of Singapore)

This Notice has been made available on SGXNET at <https://www.sgx.com/securities/company-announcements> and may be accessed via the website of BRC Asia Limited (the “**Company**”) at <https://www.brc.com.sg/investors/>. A printed copy of this Notice will NOT be despatched to members.

Unless otherwise defined, all capitalised terms herein shall have the same meanings as defined in the circular to shareholders of the Company dated 9 January 2023 (“**Circular**”).

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“**EGM**”) of BRC Asia Limited (the “**Company**”) will be held at Chartroom, Level 2, Raffles Marina Ltd, 10 Tuas West Drive, Singapore 638404 on Tuesday, 31 January 2023 at 11.00 a.m. (or as soon thereafter following the conclusion or adjournment of the 2023 AGM to be held on the same day and at the same venue) for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution:

### **SPECIAL RESOLUTION**

#### **APPROVAL OF THE PROPOSED AMALGAMATION**

THAT:

- (1) pursuant to Section 215D(1) of the Companies Act 1967 (the “**Companies Act**”), the Company, Lee Metal Group Pte. Ltd. (Company Registration No. 198205439C) (“**LMG**”) and Lee Welded Mesh Singapore Pte. Ltd. (Company Registration No. 199805422Z) (“**LWM**”), both of which are wholly-owned subsidiaries of the Company, be amalgamated and shall continue with the Company, being the Amalgamated Company, with effect from the date to be determined by the directors of the Company (“**Effective Date**”), on the terms that with effect from the Effective Date:
  - (a) the shares of LMG and LWM be cancelled without payment or other consideration;
  - (b) the Constitution of the Amalgamated Company shall be the same as the Constitution of the Company;
  - (c) each of the directors of the Company, LMG and LWM is satisfied that the Amalgamated Company will be able to pay its debts as they fall due during the period of 12 months immediately after the Effective Date;
  - (d) the directors of the Company as of the Effective Date shall be the directors of the Amalgamated Company;
  - (e) all the property, rights and privileges of each of LMG and LWM shall be transferred to and vest in the Amalgamated Company, at their respective book values appearing in the audited accounts of LMG and LWM as of the Effective Date;
  - (f) all the liabilities and obligations of each of LMG and LWM shall be transferred to and become the liabilities and obligations of the Amalgamated Company;
  - (g) all proceedings pending by or against either LMG or LWM may be continued by or against the Amalgamated Company; and
  - (h) any conviction, ruling, order or judgment in favour of or against either LMG or LWM may be enforced by or against the Amalgamated Company; and

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- (i) all directors of the Company and each of them be and is hereby authorised to exercise such discretions, to complete and do all such acts and things, including without limitation, to sign, seal, execute, deliver or amend all such documents and deeds as he may in his absolute discretion consider expedient, necessary, appropriate or desirable in connection with and/or for the purpose of effecting the Proposed Amalgamation between the Company, LMG and LWM in accordance with the provisions of the Companies Act.

By Order of the Board

**Teo Ser Luck**

Chairman and Independent Director

9 January 2023

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### Notes:

1. The members of the Company are invited to attend physically at the EGM. **There will be no option for the members to participate virtually.** Printed copies of this Notice of EGM, Proxy Form and Circular will NOT be sent to members of the Company. Instead, these documents will be made available on the SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company's website at <https://www.brc.com.sg/investors/>.
2. Please bring along your NRIC/passport so as to enable the Company to verify your identity.

### Voting by proxy

3. A member who is unable to attend the EGM and wishes to appoint proxy(ies) to attend, speak and vote at the EGM on his/her/its behalf should complete, sign and return the instrument of proxy in accordance with the instructions printed thereon.
4. A proxy need not to be a member of the Company.
5. In relation to the appointment of proxy(ies) to attend, speak and vote on his/her/its behalf at the EGM, a member (whether individual or corporate) appointing his/her/its proxy(ies) should give specific instructions as to his/her/its manner of voting, or abstentions from voting, in respect of a resolution in the instrument of proxy. If no specific instructions as to voting are given, or in the event of any other matter arising at the EGM and at any adjournment thereof, the proxy(ies) will vote or abstain from voting at his/her/their discretion.
6. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal, executed as a deed in accordance with the Companies Act 1967 or under the hand of an attorney or an officer duly authorised, or in some other manner approved by the Directors. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument of proxy.
7. The instrument appointing the proxy, together with the letter or power of attorney or other authority under which it is signed or a duly certified copy thereof (if applicable), must be submitted either:
  - (a) if by email, the proxy form must be received at [sg.is.proxy@sg.tricorglobal.com](mailto:sg.is.proxy@sg.tricorglobal.com); or
  - (b) if sent personally or by post, the proxy form must be lodged at the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02 Singapore 068898,

in either case, by 11.00 a.m. on 28 January 2023 (being 72 hours before the time fixed for the EGM), and in default the instrument of proxy shall not be treated as valid.

A member can appoint the Chairman of the Meeting as his/her/its proxy, but this is not mandatory.

The proxy must bring along his/her NRIC/passport so as to enable the Company to verify his/her identity.

8.
  - (a) A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM. Where such member appoints two (2) proxies, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be presented by each proxy in the instrument appointing a proxy or proxies.
  - (b) 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 appointing a proxy or proxies.

"**Relevant intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

9. Investors who hold shares through relevant intermediaries, including Central Provident Fund Investment Schemes ("**CPF Investors**") and/or Supplementary Retirement Scheme ("**SRS Investors**") should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least 7 working days before the EGM. CPF/SRS Investors should contact their respective CPF Agent Banks or SRS Operators for any queries they may have with regard to the appointment of proxy for 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.

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### Submission of questions in advance of the EGM

11. Shareholders may submit questions related to the Special Resolution to be tabled for approval at the EGM in advance of the EGM no later than 5.00 p.m. on 17 January 2023:

- (a) by email to [sg.is.proxy@sg.tricorglobal.com](mailto:sg.is.proxy@sg.tricorglobal.com); or
- (b) by post to the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02 Singapore 068898.

Shareholders submitting questions are required to state: (a) their full name; (b) their identification/registration number, and (c) the manner in which his/her/its shares in the Company are held (e.g. via CDP, CPF, SRS and/or scrip), failing which the Company shall be entitled to regard the submission as invalid and not respond to the questions submitted.

All questions submitted in advance of the EGM must be received by the Company by the time and date stated above to be treated as valid.

12. The Company will endeavour to address all substantial and relevant questions received from Shareholders either before the EGM on SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company's website at <https://www.brc.com.sg/investors/> before 10.00 a.m. on 25 January 2023 or during the EGM. Where there are substantially similar questions, the Company will consolidate such questions; consequently, not all questions may be individually addressed.
13. The Company will, within one month after the date of the EGM, publish the minutes of the EGM on SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company's website at <https://www.brc.com.sg/investors/> and the minutes will include the responses to the substantial and relevant questions raised during the EGM.

### Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM of the Company and/or any adjournment thereof and/or submitting any question to the Company in advance of the EGM in accordance with this Notice, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM of the Company (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines and (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.