

CIRCULAR DATED 9 JANUARY 2023

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

This Circular is issued by BRC Asia Limited (“Company”). If you are in any doubt about its contents or the action you should take, you should consult your bank manager, stockbroker, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your shares in the capital of the Company, you should immediately inform the purchaser or transferee or 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 Extraordinary General Meeting (“EGM”) and accompanying Proxy Form) may be accessed at SGXNET or the Company’s website.

The Singapore Exchange Securities Trading Limited (“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.

This Circular (together with the Notice of EGM and the accompanying Proxy Form) has been made available on SGXNET and the Company’s website. A printed copy of this Circular will NOT be despatched to Shareholders.

Shareholders will be able to participate fully at the physical EGM and will not be able to attend the EGM by way of electronic means. Please refer to Section 5 of this Circular for further information, including the steps to be taken by Shareholders to participate at the EGM.



BRC ASIA LIMITED

(Incorporated in Singapore on 14 December 1938)
(Company Registration No. 193800054G)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

THE PROPOSED AMALGAMATION OF LEE METAL GROUP PTE. LTD. AND LEE WELDED MESH SINGAPORE PTE. LTD. WITH THE COMPANY PURSUANT TO SECTION 215D(1) OF THE COMPANIES ACT 1967

IMPORTANT DATES AND TIMES

Last date and time for lodgment of Proxy Form	:	28 January 2023 at 11.00 a.m.
Date and time of EGM	:	31 January 2023 at 11.00 a.m. (or as soon thereafter following the conclusion or adjournment of the 2023 AGM to be held at 10.00 a.m. on the same day and at the same venue)
Place of EGM	:	Chartroom, Level 2, Raffles Marina Ltd, 10 Tuas West Drive, Singapore 638404

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DEFINITIONS

In this Circular, the following definitions shall apply throughout unless the context otherwise requires:

COMPANIES AND ORGANISATIONS

“2023 AGM”	: The AGM of the Company to be held on 31 January 2023 at 10.00 a.m
“ACRA”	: The Accounting and Corporate Regulatory Authority of Singapore
“AGM”	: An annual general meeting of the Company
“CDP”	: The Central Depository (Pte) Limited
“Company” or “BRC Asia”	: BRC Asia Limited
“LMG”	: Lee Metal Group Pte. Ltd., a directly wholly-owned subsidiary of the Company
“LMG Subsidiaries”	: BRC International Pte. Ltd., LMG Realty Pte. Ltd., and Steel Park Malaysia Sdn. Bhd., the wholly-owned subsidiaries of LMG
“LWM”	: Lee Welded Mesh Singapore Pte. Ltd., an indirectly wholly-owned subsidiary of the Company
“Group”	: The Company and its subsidiaries
“Registrar”	: Registrar of Companies
“SGX-ST”	: Singapore Exchange Securities Trading Limited

GENERAL

“Amalgamated Company”	: The Company being the resultant amalgamated company after LMG, LWM and the Company amalgamate and continue as one company
“Amalgamating Company”	: LMG, LWM and the Company, as the context may require
“Amalgamation Proposal”	: The amalgamation proposal (which is the special resolution respectively passed at the EGM, the LMG EGM and the LWM EGM)
“Board”	: The Board of Directors of the Company as at the date of this Circular
“Circular”	: This circular to Shareholders dated 9 January 2023
“Companies Act”	: The Companies Act 1967 of Singapore
“Directors”	: The directors of the Company as at the date of this Circular
“Effective Date”	: The date to be determined by the Directors of the Company and the date shown in such notice of amalgamation to be issued by the Registrar
“EGM”	: An extraordinary general meeting of the Company
“EPS”	: Earnings per Share
“FY”	: Financial year ended or ending on, as the case may be, 30 September

DEFINITIONS

“ Latest Practicable Date ”	: 19 December 2022, being the latest practicable date prior to the publication of this Circular
“ Listing Manual ”	: The Listing Manual of the SGX-ST
“ LMG Restructuring ”	: The transfer of the entire issued and paid-up capital of BRC International Pte. Ltd., LMG Realty Pte. Ltd., and Steel Park Malaysia Sdn. Bhd., the wholly-owned subsidiaries of LMG, to the Company without any payment or any other consideration
“ NAV ”	: Net asset value
“ NTA ”	: Net tangible assets
“ Notice of EGM ”	: The notice of EGM as set out on page N-1 of this Circular
“ Proposed Amalgamation ”	: The proposed amalgamation of LMG, LWM and the Company, with the Company as the Amalgamated Company, pursuant to Section 215D(1) of the Act
“ SFA ”	: The Securities and Futures Act 2001
“ Shareholders ”	: Persons who are registered as holders of Shares in the register of members of the Company and Depositors who have Shares entered against their names in the Depository Register
“ Shares ”	: Ordinary shares in the capital of the Company
“ Substantial Shareholders ”	: Persons who have an interest in one or more voting shares in a company and the total votes attached to such share(s) is not less than 5.0% of the total votes attached to all the voting shares of our Company
“ Third Party Consents ”	: All necessary approvals, consents, licences, permits, waivers and exemptions for or in connection with the Proposed Amalgamation being granted by third parties including all regulatory, governmental or other authorities in Singapore or any other jurisdiction to the Company and/or the relevant subsidiaries

CURRENCIES AND OTHERS

“ S\$ ”, “ \$ ” and “ cents ”	: Singapore dollars and cents, respectively
“ % ” or “ per cent. ”	: Per centum or percentage

The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

Words importing the singular shall, where applicable, include the plural and vice versa and words importing any one (1) gender shall, where applicable, include the other genders where applicable. References to persons shall, where applicable, include corporations.

Any reference to a time of day in this Circular shall be a reference to Singapore time unless otherwise stated.

DEFINITIONS

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any term defined under the Companies Act, Securities and Futures Act or the Listing Manual and used in this Circular shall, where applicable, have the meaning ascribed to it under the Companies Act, Securities and Futures Act or the Listing Manual, as the case may be, unless otherwise provided. Summaries of the provisions of any laws and regulations (including the Listing Manual) contained in this Circular are of such laws and regulations (including the Listing Manual) as at the Latest Practicable Date.

Any reference to a time of day or date in this Circular shall be a reference to a time of day or date, as the case may be, in Singapore unless otherwise specified.

In this Circular, unless otherwise stated, the total number of issued Shares in the capital of the Company is 274,350,089 Shares (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date. All percentages calculated with reference to the issued Shares are rounded to the nearest two decimal places.

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 may not be an arithmetic aggregation of the figures that precede them.

Rajah & Tann Singapore LLP has been appointed as the Singapore legal adviser to the Company in relation to the Proposed Amalgamation.

LETTER TO SHAREHOLDERS

BRC ASIA LIMITED

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

Directors:

Mr. Teo Ser Luck (Chairman and Independent Director)
Mr. Seah Kiin Peng (Executive Director and Chief Executive Officer)
Mr. Xu Jiguo (Executive Director and Chief Procurement Officer)
Mr. Zhang Xingwang (Executive Director and Chief Operating Officer)
Mr. Stephen Ho Kiam Kong (Non-Independent and Non-Executive Director)
Ms. Kwek Pei Xuan (Non-Independent and Non-Executive Director)
Mr. Darrell Lim Chee Lek (Non-Independent and Non-Executive Director)
Mr. Joel Leong Kum Hoe (Independent Director)
Mr. He Jun (Independent Director)
Ms. Chang Pui Yook (Independent Director)
Mr. Toh Kian Sing (Independent Director)

Registered Office:

350 Jalan Boon Lay
Jurong Town
Singapore 619530

9 January 2023

To: The Shareholders of the Company

Dear Sir / Madam

THE PROPOSED AMALGAMATION OF LMG AND LWM WITH THE COMPANY PURSUANT TO SECTION 215D(1) OF THE COMPANIES ACT

1. INTRODUCTION

- 1.1 The Board is proposing that LMG, LWM and the Company amalgamate and continue as one company, with the Company as the amalgamated company (the “**Amalgamated Company**”), pursuant to Section 215D(1) of the Companies Act. Each of LMG and LWM, being directly and indirectly wholly-owned subsidiaries of the Company, respectively, are similarly based in Singapore and currently engage in activities which substantially overlap with or are complementary to those with the Company, and in view of the foregoing, the Proposed Amalgamation is proposed in order to streamline the corporate structure and operations of the Group with a view to generate improved operational efficiencies, economies of scale and synergies from better allocation of resources, and thereby improve the financial performance of the Group. In addition, following the completion of the Proposed Amalgamation, if approved, with LMG, LWM and the Company amalgamated and continuing as one company, it is expected that the Group will be able to reduce audit, tax and other regulatory compliance costs.

Further information on the rationale for the Proposed Amalgamation is set out in Section 2.10 of this Circular.

- 1.2 The Proposed Amalgamation is subject to:

- (a) all necessary approvals, consents, licences, permits, waivers and exemptions for or in connection with the Proposed Amalgamation (“**Third Party Consents**”) being granted by third parties including all regulatory, governmental or other authorities in Singapore or any other jurisdiction to the Company and/or the relevant subsidiaries, and where any such Third Party Consent is subject to conditions, such conditions being acceptable to the Company, and if such conditions are required to be fulfilled before the completion of Proposed Amalgamation, such conditions being fulfilled before completion, and such Third Party Consents remaining in full force and effect;
- (b) approval having been obtained from the Shareholders by special resolution at the EGM to be convened for the Proposed Amalgamation; and

LETTER TO SHAREHOLDERS

(c) the registration of the Proposed Amalgamation to be filed with ACRA via Bizfile.

- 1.3 The purpose of this Circular is to provide Shareholders with information relating to, and to explain the rationale for, the Proposed Amalgamation and to seek Shareholders' approval for the Proposed Amalgamation at the EGM.

2. THE PROPOSED AMALGAMATION

2.1 Short-Form Amalgamation and LMG Restructuring

The Proposed Amalgamation will be effected by way of a short-form amalgamation under Section 215D(1) of the Companies Act, which provides, inter alia, that a company and one or more of its wholly-owned subsidiaries may amalgamate and continue as one company, if certain conditions are met, including that the shareholders of each amalgamating company approve the amalgamation by way of a special resolution at a general meeting. LMG, LWM and the Company are each, an "**Amalgamating Company**". Following the Proposed Amalgamation, all the property, rights, privileges, liabilities and obligations of each of LMG and LWM will be transferred to and vest in, the Company (being the Amalgamated Company). Further information on the effect of the Proposed Amalgamation is set out in Sections 2.8 and 2.9 of this Circular.

It is envisaged as at the Latest Practicable Date that in connection with the Proposed Amalgamation, the entire issued and paid-up capital of BRC International Pte. Ltd., LMG Realty Pte. Ltd., and Steel Park Malaysia Sdn. Bhd., the wholly-owned subsidiaries of LMG ("**LMG Subsidiaries**"), will also be transferred to the Company without any payment or any other consideration ("**LMG Restructuring**").

2.2 Certain Information on the Company

The Company was incorporated on 14 December 1938 in Singapore as the Malayan Wire Mesh & Fencing Co Ltd. It has been listed on the Mainboard of the SGX-ST since July 2000.

The principal activities of the Company are currently the prefabrication of steel reinforcement for use in concrete, trading of steel reinforcing bars, and manufacturing and sale of wire mesh fences.

2.3 Certain Information on LMG

LMG was incorporated in Singapore as a private company limited by shares on 27 December 1982 under the registered name of Lee Metal Pte. Ltd. On 4 April 2000, Lee Metal Pte. Ltd. converted to a public company under the name of Lee Metal Group Ltd and was listed on the SGX-ST Mainboard.

On 10 May 2018, the Company made a voluntary conditional cash offer for all the entire issued and paid-up ordinary shares in the capital of Lee Metal Group Ltd., other than those already owned, controlled or agreed to be acquired by the Company and parties acting in concert with it ("**VGO**"). The VGO was completed on 26 July 2018 and following such completion, Lee Metal Group Ltd. became a wholly-owned subsidiary of the Company. Lee Metal Group Ltd. was delisted from the SGX-ST Mainboard on 31 July 2018 and converted to a private company under the current registered name.

As at the Latest Practicable Date, the issued and paid-up share capital of LMG is S\$15,000,000 comprising 75,000,000 ordinary shares, all of which are held by the Company.

The principal activities of LMG are prefabrication, trading and manufacturing and sale of steel products, which substantially overlap or are complementary with those of the Company.

The directors of LMG as at the Latest Practicable Date are Mr. Seah Kiin Peng, Mr. Xu Jiguo and Mr. Zhang Xingwang.

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2.4 Certain Information on LWM

LWM was incorporated in Singapore as a private company limited by shares on 3 November 1998. As at the Latest Practicable Date, the issued and paid-up share capital of LWM is S\$11,000,000 comprising 11,000,000 ordinary shares, all of which are held by LMG.

The principal activities of LWM are manufacturing of mesh and the processing of fabricated reinforcing bars, which substantially overlap or are complementary with those of the Company.

The directors of LWM as at the Latest Practicable Date are Mr. Seah Kiin Peng, Mr. Xu Jiguo and Mr. Zhang Xingwang.

2.5 Certain Principal Terms of the Proposed Amalgamation

The Proposed Amalgamation will result in LMG, LWM and the Company amalgamating and continuing as one company, with the Company as the Amalgamated Company. There shall be no change in the name of the Company immediately following the completion of the Proposed Amalgamation. Under the Proposed Amalgamation:

- (a) the existing issued ordinary shares in the capital of LMG and LWM will be cancelled without any payment or any other consideration;
- (b) the Constitution of the Company shall become the Constitution of the Amalgamated Company; and
- (c) the following persons, who are the existing Directors of the Company, shall be the directors of the Amalgamated Company with effect from the Effective Date:
 - (i) Mr. Teo Ser Luck;
 - (ii) Mr. Seah Kiin Peng;
 - (iii) Mr. Xu Jiguo;
 - (iv) Mr. Zhang Xingwang;
 - (v) Mr. Stephen Ho Kiam Kong;
 - (vi) Ms. Kwek Pei Xuan;
 - (vii) Mr. Darrell Lim Chee Lek;
 - (viii) Mr. Joel Leong Kum Hoe;
 - (ix) Mr. He Jun;
 - (x) Ms. Chang Pui Yook; and
 - (xi) Mr. Toh Kian Sing.

2.6 Requirements for the Proposed Amalgamation

In connection with the Proposed Amalgamation, the Companies Act provides, *inter alia*, that:

- (a) In relation to LMG:
 - (i) the directors of LMG shall, not less than 21 days before the general meeting convened to consider the special resolution to approve the Proposed Amalgamation, give written notice of the Proposed Amalgamation to every secured creditor of LMG;

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- (ii) the special resolution passed at the general meeting of LMG (“**LMG EGM**”) shall be deemed to be an amalgamation proposal that has been approved;
 - (iii) the board of directors of LMG shall, before the date of the LMG EGM, make a solvency statement (“**LMG Solvency Statement**”) in relation to the Amalgamated Company in accordance with the provisions as set out in the Companies Act;
 - (iv) every director of LMG who votes in favour of the making of the LMG Solvency Statement shall sign a declaration (“**LMG Section 215D(6) Declaration**”) stating that in his opinion the conditions specified in the Companies Act in relation to the LMG Solvency Statement are satisfied, and the grounds for that opinion; and
 - (v) the directors of LMG shall, pursuant to Section 215E(1)(c) of the Companies Act, sign a declaration (“**LMG Section 215E(1)(c) Declaration**”) stating that the Proposed Amalgamation has been approved in accordance with the Companies Act and the Constitution of LMG;
- (b) In relation to LWM:
- (i) the directors of LWM shall, not less than 21 days before the general meeting convened to consider a special resolution to approve the Proposed Amalgamation, give written notice of the Proposed Amalgamation to every secured creditor of LWM;
 - (ii) the special resolution passed at the general meeting of LWM (“**LWM EGM**”) shall be deemed to be an amalgamation proposal that has been approved;
 - (iii) the board of directors of LWM shall, before the date of the LWM EGM, make a solvency statement (“**LWM Solvency Statement**”) in relation to the Amalgamated Company in accordance with the provisions as set out in the Companies Act;
 - (iv) every director of LWM who votes in favour of the making of the LWM Solvency Statement shall sign a declaration (“**LWM Section 215D(6) Declaration**”) stating that in his opinion the conditions specified in the Companies Act in relation to the LWM Solvency Statement are satisfied, and the grounds for that opinion; and
 - (v) the directors of LWM shall, pursuant to Section 215E(1)(c) of the Companies Act, sign a declaration (“**LWM Section 215E(1)(c) Declaration**”) stating that the Proposed Amalgamation has been approved in accordance with the Companies Act and the Constitution of LWM; and
- (c) In relation to the Company:
- (i) the Directors shall, not less than 21 days before the general meeting convened to consider a special resolution to approve the Proposed Amalgamation, give written notice of the Proposed Amalgamation to every secured creditor of the Company;
 - (ii) the special resolution passed at the EGM shall be deemed to be an amalgamation proposal that has been approved;
 - (iii) the Board shall, before the date of the EGM, make a solvency statement (“**BRC Asia Solvency Statement**”) in relation to the Amalgamated Company in accordance with the provisions as set out in the Companies Act;
 - (iv) every Director who votes in favour of the making of the BRC Asia Solvency Statement shall sign a declaration (“**BRC Asia Section 215D(6) Declaration**”) stating that in his opinion the conditions specified in the Companies Act in relation to the BRC Asia Solvency Statement are satisfied, and the grounds for that opinion;

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- (v) the Directors shall, pursuant to Section 215E(1)(c) of the Companies Act, sign a declaration ("**BRC Asia Section 215E(1)(c) Declaration**") stating that the Proposed Amalgamation has been approved in accordance with the Companies Act and the Constitution of the Company; and
- (vi) the Directors, or proposed directors of the Company, being the Amalgamated Company, shall pursuant to Section 215E(1)(e) of the Companies Act, sign a declaration ("**BRC Asia Section 215E(1)(e) Declaration**") stating that, where the proportion of the claims of the creditors of the Amalgamated Company in relation to the value of the assets of the Amalgamated Company is greater than the proportion of the claims of the creditors of an Amalgamating Company in relation to the value of the assets of the Amalgamating Company, no creditor will be prejudiced by that fact.

As at the Latest Practicable Date, LMG and LWM do not have any secured creditors.

Following the EGM, the LMG EGM and the LWM EGM, the solvency statements and declarations described in Sections 2.6(a)(ii)-(v) (in relation to LMG), Sections 2.6(b)(ii)-(v) (in relation to LWM) as well as Sections 2.6(c)(iii)-(vi) will be obtained. Thereafter, the following documents, together with certain prescribed information and other relevant documents, will be submitted to ACRA in the prescribed form for the registration of the Proposed Amalgamation:

- (a) the amalgamation proposal (which is the special resolution respectively passed at the EGM, the LMG EGM and the LWM EGM) ("**Amalgamation Proposal**");
- (b) the LMG Solvency Statement;
- (c) the LWM Solvency Statement;
- (d) the BRC Asia Solvency Statement;
- (e) the LMG Section 215D(6) Declaration;
- (f) the LWM Section 215D(6) Declaration;
- (g) the BRC Asia Section 215D(6) Declaration;
- (h) the LMG Section 215E(1)(c) Declaration;
- (i) the LWM Section 215E(1)(c) Declaration;
- (j) the BRC Asia Section 215E(1)(c) Declaration; and
- (k) the BRC Asia Section 215E(1)(e) Declaration.

Upon receipt by ACRA of the relevant registration documents and the prescribed fees, the Registrar will issue a notice of amalgamation in such form as he may determine. The Amalgamation Proposal will be effective on the date shown in such notice of amalgamation to be issued by the Registrar, being the Effective Date.

The Registrar will, as soon as practicable after the Effective Date, remove LMG and LWM from the register and, upon the application of the Amalgamated Company and payment of the prescribed fee, the Registrar shall issue to the Amalgamated Company a certificate of confirmation of the Proposed Amalgamation.

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2.7 Third Party Consents

As mentioned above, the Proposed Amalgamation is conditional on, amongst others, the Third Party Consents. The Company and the relevant subsidiaries are required to obtain and/or fulfil conditions for Third Party Consents from various governmental authorities as a result of or in connection with the Proposed Amalgamation, taking into consideration that the Proposed Amalgamation may trigger restrictions imposed on change of shareholders and/or assets of each of LMG and LWM will be transferred to and vested in the Company. Please refer to Sections 2.8 and 2.9 for further details on the effect of the Proposed Amalgamation on LMG, LWM and the Company.

2.8 Effect of the Proposed Amalgamation

Following the completion of the Proposed Amalgamation, LMG, LWM and the Company will be amalgamated and will continue as one company, with the Company as the Amalgamated Company. The shareholders and their respective shareholdings in the Amalgamated Company would remain the same as that of the Company immediately prior to the Effective Date. Upon completion of the Proposed Amalgamation, the Amalgamated Company and its subsidiaries will continue to carry on the same businesses as was carried on by the Group.

The corporate structure of the Group before and after the Proposed Amalgamation and the LMG Restructuring is set out in **Appendix A**.

2.9 Effect on LMG and LWM

Under Section 215G of the Companies Act, with effect from the Effective Date, the Proposed Amalgamation will have the following effect on the rights and liabilities of LMG and LWM:

- (a) all the property, rights and privileges of each of LMG and LWM shall be transferred to and vest in the Amalgamated Company;
- (b) 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;
- (c) all proceedings pending by or against either LMG or LWM may be continued by or against the Amalgamated Company; and

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- (d) any conviction, ruling, order or judgment in favour of or against either LMG or LWM may be enforced by or against the Amalgamated Company. As of the Latest Practicable Date, there is no conviction, ruling, order or judgment in favour of or against either LMG or LWM. The liabilities of LMG and LWM which shall be transferred to and become the liabilities of the Amalgamated Company as mentioned in Section 2.9(b) of this Circular include trade payables, accrued operating expenses, amounts due to related corporations and the Company, other payables, gross amounts due to customers for contract work and deferred income, the details of which are further elaborated below, based on the audited financial statements for the financial year ended 30 September 2022:

	LMG	LWM
	S\$	S\$
Current liabilities		
Trade payables	–	898,023
Other payables and accruals	64,333	3,629,575
Due to related companies	–	16,368,846
Advance payment from customers	–	322,664
Provisions	–	158,615
Income tax payable	251,310	3,113,895
Lease liabilities	96,259	126,465
	411,902	24,618,083
Non-current liabilities		
Deferred tax liabilities	453,468	2,074,984
Provisions	180,000	200,000
Lease liabilities	2,615,952	4,483,269
	3,249,420	6,758,253
Total liabilities	3,661,322	31,376,336

Statements of financial position of LMG and LWM as at 30 September 2022, statements of comprehensive income and statements of cash flows of LMG and LWM for the financial year ended 30 September 2022 based on the audited financial statements of LMG and LWM for the financial year ended 30 September 2022 are set out in **Appendix B** to this Circular.

2.10 Rationale for the Proposed Amalgamation

The Proposed Amalgamation is to streamline the corporate structure of the Group with a view to generate improved operational efficiencies, economies of scale and synergies from better allocation of resources, and thereby improve the financial performance of the Group.

In this regard, both LMG and LWM, being directly and indirectly wholly-owned subsidiaries of the Company, respectively, are similarly based in Singapore and currently engage in activities which substantially overlap with or are complementary to those with the Company, as mentioned in Sections 2.3 and 2.4 above. To elaborate, LMG and LWM, similar to the Company, undertake the prefabrication of steel reinforcement for use in concrete, trading of steel reinforcing bars, and manufacturing and sale of wire mesh fences. The Company, LMG and LWM share, among others, their manufacturing facilities, office premises, manpower and logistics resources.

The Proposed Amalgamation would provide an opportunity for better coordinated sales efforts and support to customers. In terms of operations, the administration, finance, purchases, sales, warehousing and maintenance functions in relation to LMG and LWM are currently already consolidated under the Company (being the Amalgamated Company). As such, the Proposed Amalgamation will rationalise such consolidation and reduce operating costs.

In the same vein, following the completion of the Proposed Amalgamation, if approved, with LMG, LWM and the Company amalgamated and continuing as one company, it is expected that the Group will be able to reduce audit, tax and other regulatory compliance costs.

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2.11 Certain Financial Effects of the Proposed Amalgamation

Shareholders should note that the Proposed Amalgamation is an amalgamation of wholly-owned subsidiaries (i.e. LMG and LWM) with the Company, which will continue as the Amalgamated Company. There is no purchase transaction involved. Accordingly, the Company will adopt the pooling of interest method for combining the financial data of the Amalgamating Companies as follows:

- (a) the assets and liabilities of the Amalgamating Companies are combined at their respective book values and the intercompany balances of the Amalgamating Companies will be eliminated;
- (b) no goodwill is to be recorded; and
- (c) the reserves and current year profits of the Amalgamating Companies are added together, which is accounted for using the cost accounting method.

Given the above, the Proposed Amalgamation will not have any financial effect on the share capital, NTA and NAV per Share, EPS or the gearing of the Group as at the Effective Date.

Statements of financial position of LMG and LWM as at 30 September 2022, statements of comprehensive income and statements of cash flows of LMG and LWM for the financial year ended 30 September 2022 based on the audited financial statements of LMG and LWM for the financial year ended 30 September 2022 are set out in **Appendix B** to this Circular.

3. INTERESTS OF THE DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Based on information in the Register of Directors' Shareholdings, the Directors do not own any interests, directly or indirectly, in the Shares as at the Latest Practicable Date.

Based on information in the Register of Substantial Shareholders and information provided by the Substantial Shareholders, the interests of Substantial Shareholders in the Shares as at the Latest Practicable Date are as follows:

	Direct Interest		Deemed Interest	
	Number of Shares	% of total issued Shares ⁽¹⁾	Number of Shares	% of total issued Shares ⁽¹⁾
Substantial Shareholders				
Esteel Enterprise Pte. Ltd. (" Esteel ")	167,795,536	61.16	–	–
Advance Venture Investments Limited (" AVIL ") ⁽²⁾	–	–	167,795,536	61.16
Mr. You Zhenhua ⁽³⁾	–	–	167,795,536	61.16
Hong Leong Asia Investments Pte. Ltd. (" HLAI ")	54,875,000	20.00	–	–
Hong Leong Asia Ltd. (" HLA ") ⁽⁴⁾	–	–	54,875,500	20.00
Hong Leong Corporation Holdings Pte. Ltd. (" HLCH ") ⁽⁵⁾	–	–	55,166,400	20.11
Hong Leong Enterprises Pte. Ltd. (" HLE ") ⁽⁶⁾	–	–	55,166,400	20.11
Hong Leong Investment Holdings Pte. Ltd. (" HLIH ") ⁽⁷⁾	–	–	57,055,400	20.80
Davos Investment Holdings Private Limited (" Davos ") ⁽⁸⁾	–	–	57,055,400	20.80
Kwek Holdings Pte. Ltd. (" KH ") ⁽⁹⁾	–	–	57,055,400	20.80

LETTER TO SHAREHOLDERS

Notes:

- (1) Based on the total issued Shares (excluding Treasury Shares), comprising 274,350,089 Shares as at the Latest Practicable Date.
- (2) AVIL has a 100% interest in Esteel. Accordingly, AVIL is deemed to have an interest in the Shares held by Esteel pursuant to Section 7 of the Companies Act.
- (3) Mr. You has a 100% interest in AVIL. Accordingly, Mr. You is deemed to have an interest in the Shares held by AVIL pursuant to Section 7 of the Companies Act.
- (4) HLA has a 100% interest in HLAI. Accordingly, HLA is deemed to have an interest in the Shares held by HLAI pursuant to Section 4 of the SFA.
- (5) HLCH is deemed under Section 4 of the SFA to have an interest in the Shares in which its subsidiaries, HLAI and Starich, have an interest.
- (6) HLE is entitled to exercise or control the exercise of not less than 20% of the voting shares in HLCH. Accordingly, HLE is deemed to have an interest in the Shares held by HLCH pursuant to Section 4 of the SFA.
- (7) HLIH is deemed under Section 4 of the SFA to have an interest in the Shares in which its subsidiaries, HLAI, Starich Investments Pte. Ltd. and Shanwood Development Pte Ltd have an interest.
- (8) Davos is entitled to exercise or control the exercise of not less than 20% of the voting shares in HLIH. Accordingly, Davos is deemed to have an interest in the Shares held by HLIH pursuant to Section 4 of the SFA.
- (9) KH is entitled to exercise or control the exercise of not less than 20% of the voting shares in HLIH. Accordingly, KH is deemed to have an interest in the Shares held by HLIH pursuant to Section 4 of the SFA.

Save as disclosed in this Circular, none of the Directors or Substantial Shareholders of the Company has any interest, direct or indirect, in the Proposed Amalgamation other than through their direct or indirect shareholdings in the Company.

4. EXTRAORDINARY GENERAL MEETING

The EGM 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 at the same venue.

5. ACTION TO BE TAKEN BY SHAREHOLDERS

Printed copies of this Circular, Notice of EGM and Proxy Form in respect of the EGM will not be sent to Shareholders. Instead, these documents will be made available to Shareholders on SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company's website at <https://www.brc.com.sg/investors/>.

Shareholders may submit questions related to the 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; 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.

LETTER TO SHAREHOLDERS

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.

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.

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.

Shareholders who are unable to attend the EGM and wish to appoint proxy(ies) to attend, speak and vote at the EGM on their behalf should complete and sign the Proxy Form, before submitting it by post to the address provided below, or before scanning and sending it by email to the email address provided below.

Investors whose Shares are held with relevant intermediaries including CPF Investors and SRS Investors, who are unable to attend the EGM and wish to appoint a proxy to attend and vote at the EGM on their behalf, should approach their respective intermediaries such as CPF Agent Banks or SRS Agent Banks to submit their votes at least seven (7) working days before the EGM in order to allow sufficient time for their respective CPF Agent Banks or SRS Agent Banks to in turn submit a Proxy Form to appoint a proxy to vote on their behalf by the cut-off date.

The duly completed Proxy Form must be submitted to the Company in the following manner:

- (a) if by email, the proxy form must be received at 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 not less than 72 hours before the time fixed for holding the EGM) (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

The completion and return of a duly completed Proxy Form by a Shareholder does not preclude him from attending and voting in person at the EGM if he finds that he is able to do so. In such event, the relevant Proxy Form will be deemed to be revoked.

6. DIRECTORS' RECOMMENDATION

The Directors, having considered, amongst other things, the rationale, benefits and financial effects of the Proposed Amalgamation, are of the opinion that the Proposed Amalgamation is in the interests of the Company and, accordingly, recommend that Shareholders vote in favour of the special resolution in respect of the Proposed Amalgamation as set out in the Notice of EGM contained in this Circular.¹

¹ As at the date of this Circular, Mr. He Jun is currently on leave of absence and accordingly was involved in neither the Board's decision-making process in relation to the Proposed Amalgamation nor making any voting recommendation to Shareholders in respect of the Special Resolution relating to the same.

LETTER TO SHAREHOLDERS

7. 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 Amalgamation, and 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.

8. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Company's Share Registrar's office at 80 Robinson Road, #11-02, Singapore 068898, during normal office hours from the date of this Circular up to and including the date of the EGM:

- (a) the annual report of the Company for FY2022;
- (b) the audited financial statements of LMG for FY2022;
- (c) the audited financial statements of LWM for FY2022;
- (d) the Constitution of the Company;
- (e) the constitution of LMG; and
- (f) the constitution of LWM.

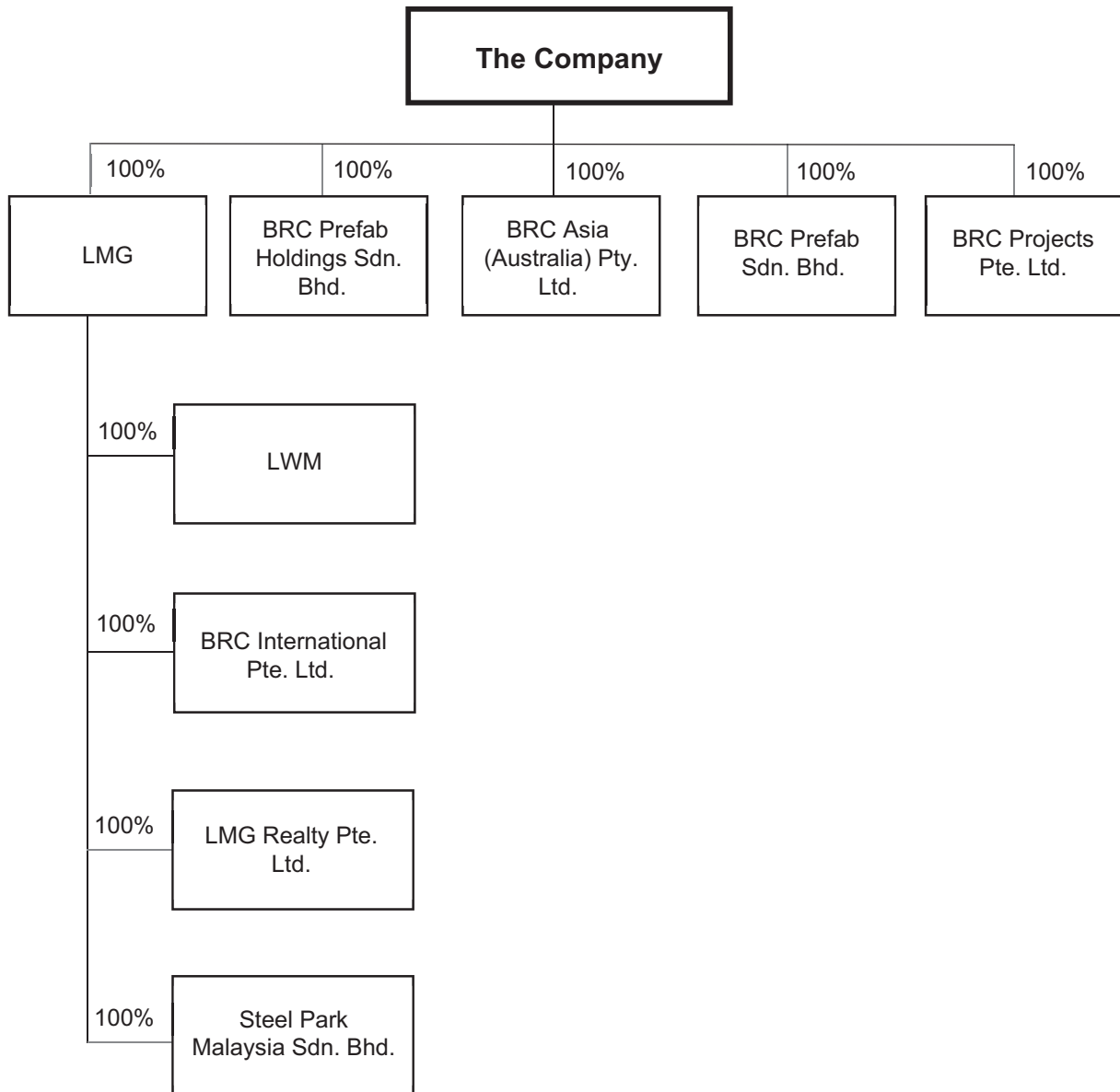
Yours faithfully
For and on behalf of the Board of Directors of
BRC ASIA LIMITED

Teo Ser Luck
Chairman and Independent Director

APPENDIX A – CORPORATE STRUCTURE OF THE GROUP

Current Group Structure

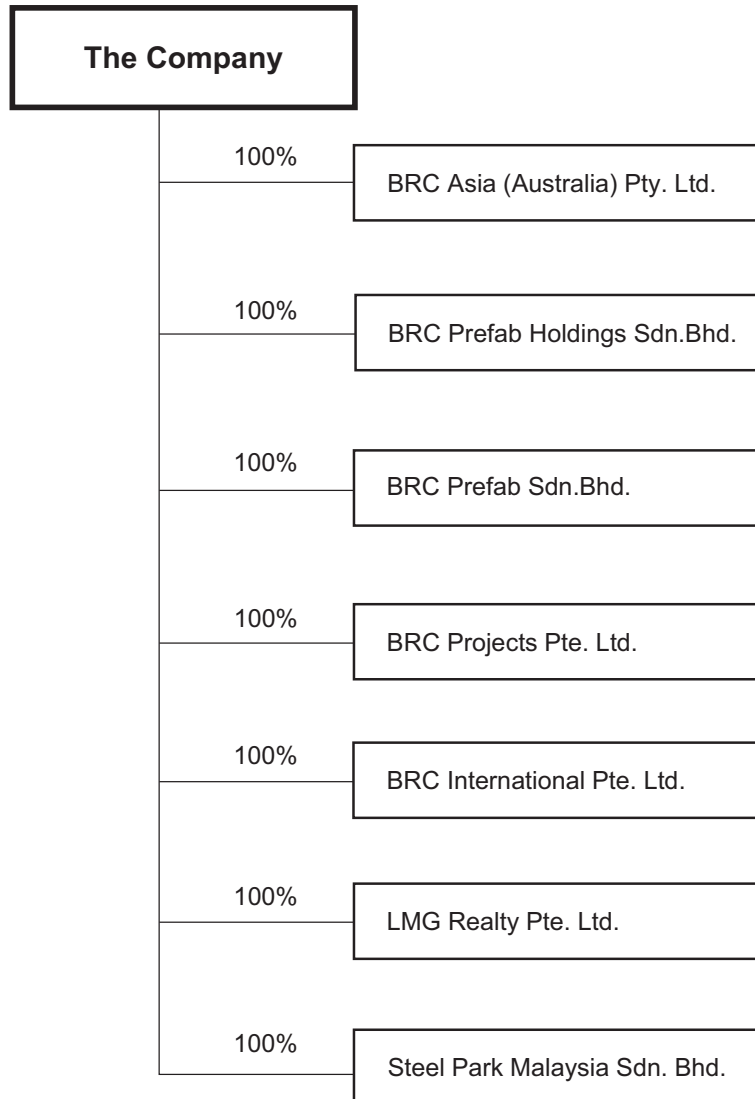
As at the Latest Practicable Date, the structure of the Group is as follows:



APPENDIX A – CORPORATE STRUCTURE OF THE GROUP

Group Structure after the Proposed Amalgamation

The structure of the Group immediately after the completion of the Proposed Amalgamation is as follows:



**APPENDIX B – STATEMENT OF FINANCIAL POSITION AS AT 30 SEPTEMBER 2022
OF LMG AND LWM, STATEMENT OF COMPREHENSIVE INCOME AND STATEMENT
OF CASH FLOWS OF LMG AND LWM FOR THE FINANCIAL YEAR ENDED
30 SEPTEMBER 2022**

	Audited as at 30 September 2022 S\$
LMG	
<u>Statement of financial position</u>	
Non-current assets	
Property, plant and equipment	6,730,768
Investment in subsidiaries	17,680,818
	24,411,586
Current assets	
Deposits	7,620
Prepayments	2,934
Due from subsidiaries (non-trade)	7,517,086
Cash and cash equivalents	2,628,001
	10,155,641
Total assets	34,567,227
Current liabilities	
Other payables and accruals	64,333
Income tax payable	251,310
Lease liabilities	96,259
	411,902
Non-current liabilities	
Deferred tax liabilities	453,468
Provisions	180,000
Lease liabilities	2,615,952
	3,249,420
Total liabilities	3,661,322
Net assets	30,905,905
Equity	
Share capital	14,515,419
Retained earnings	16,390,486
Total equity	30,905,905
Total equity and liabilities	34,567,227
<u>Statement of comprehensive income</u>	
Income	4,897,734
Expenses	
Administrative expenses	(39,823)
Finance costs	(87,133)
Other operating expenses	(495,306)
	(572,262)
Profit before tax	4,275,472
Income tax expense	(219,727)
Profit for the year, representing total comprehensive income for the year	4,055,745

**APPENDIX B – STATEMENT OF FINANCIAL POSITION AS AT 30 SEPTEMBER 2022
OF LMG AND LWM, STATEMENT OF COMPREHENSIVE INCOME AND STATEMENT
OF CASH FLOWS OF LMG AND LWM FOR THE FINANCIAL YEAR ENDED
30 SEPTEMBER 2022**

LMG	Audited as at 30 September 2022 S\$
Statement of cash flows	
Operating activities	
Profit before tax	4,275,472
Adjustments for:	
Depreciation of property, plant and equipment	328,101
Interest expense on lease liabilities	87,133
Interest income	(61,734)
Dividend income	(3,000,000)
Operating cash flows before changes in working capital	1,628,972
Decrease in prepayments	1,929
Decrease in other payables and accruals	(4,075)
Cash flows from operations	1,626,826
Interest received	22,597
Interest paid	(87,133)
Income taxes paid	(251,285)
Net cash flows from operating activities	1,311,005
Investing activity	
Dividend received from subsidiaries	3,000,000
Net cash flows from investing activity	3,000,000
Financing activities	
Due from subsidiaries (non-trade)	(1,768,271)
Payment of principal portion of lease liabilities	(90,949)
Net cash flows used in financing activities	(1,859,220)
Net increase in cash and cash equivalents	2,451,785
Cash and cash equivalents at beginning of year	176,216
Cash and cash equivalents at end of year	2,628,001

**APPENDIX B – STATEMENT OF FINANCIAL POSITION AS AT 30 SEPTEMBER 2022
OF LMG AND LWM, STATEMENT OF COMPREHENSIVE INCOME AND STATEMENT
OF CASH FLOWS OF LMG AND LWM FOR THE FINANCIAL YEAR ENDED
30 SEPTEMBER 2022**

	Audited as at 30 September 2022 S\$
LWM	
Statement of financial position	
Non-current asset	
Property, plant and equipment	31,426,424
	31,426,424
Current assets	
Trade and other receivables	11,369,416
Prepayments	123,492
Cash and cash equivalents	3,665,583
Due from related companies	45,394,676
	60,553,167
Total assets	91,979,591
Current liabilities	
Trade payables	898,023
Other payables and accruals	3,629,575
Due to related companies	16,368,846
Advance payment from customers	322,664
Provisions	158,615
Income tax payable	3,113,895
Lease liabilities	126,465
	24,618,083
Non-current liabilities	
Deferred tax liabilities	2,074,984
Provisions	200,000
Lease liabilities	4,483,269
	6,758,253
Total liabilities	31,376,336
Net assets	60,603,255
Equity	
Share capital	11,000,000
Retained earnings	49,603,255
Total equity	60,603,255
Total equity and liabilities	91,979,591
Statement of comprehensive income	
Revenue	82,737,640
Cost of sales	(72,093,696)
Gross profit	10,643,944
Other income	1,174,728
Expenses	
Distribution expenses	(1,385,931)
Administrative expenses	(2,554,759)
Finance expenses	(410,274)
Reversal of impairment losses on financial assets	342,471
Other operating expenses	(2,030,416)
Profit before tax	5,779,763
Income tax expense	(957,008)
Profit for the year, representing total comprehensive income for the year	4,822,755

**APPENDIX B – STATEMENT OF FINANCIAL POSITION AS AT 30 SEPTEMBER 2022
OF LMG AND LWM, STATEMENT OF COMPREHENSIVE INCOME AND STATEMENT
OF CASH FLOWS OF LMG AND LWM FOR THE FINANCIAL YEAR ENDED
30 SEPTEMBER 2022**

LWM	Audited as at 30 September 2022 S\$
Statement of cash flows	
Operating activities	
Profit before tax	5,779,763
Adjustments:	
Depreciation of property, plant and equipment	3,181,045
Gain on disposal of property, plant and equipment	(301,368)
Property, plant and equipment written off	79
Finance expenses	410,274
Finance income	(11,911)
Write-back of provision for onerous contracts	(2,566,227)
Reversal of provision for impairment loss of financial assets	(342,471)
Fair value changes on trade receivables subject to provisional pricing	(121,116)
Operating cash flows before changes in working capital	6,028,068
Decrease/(increase) in:	
Trade and other receivables	9,664,311
Prepayments	127,262
Due from related companies	(23,154,563)
Increase/(decrease) in:	
Trade payables	(104,710)
Other payables and accruals	1,826,556
Advance payment from customers	(164,282)
Due to related companies	2,081,119
Cash flows used in operations	(3,696,239)
Income taxes paid	(1,675,071)
Interest paid	(410,274)
Interest received	11,911
Net cash flows used in operating activities	(5,769,673)
Investing activity	
Proceeds from sale of property, plant and equipment	998,118
Net cash flows generated from investing activity	998,118
Financing activity	
Payment of principal portion of lease liabilities	(122,382)
Net cash flows used in financing activity	(122,382)
Net decrease in cash and cash equivalents	(4,893,937)
Cash and cash equivalents at beginning of year	8,559,520
Cash and cash equivalents at end of year	3,665,583

NOTICE OF EXTRAORDINARY GENERAL MEETING

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (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

NOTICE OF EXTRAORDINARY GENERAL MEETING

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; 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.

NOTICE OF EXTRAORDINARY GENERAL MEETING

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; 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.

PROXY FORM

BRC ASIA LIMITED

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

IMPORTANT:

1. Relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore) may appoint more than two (2) proxies to attend, speak and vote at the EGM.
2. 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 Central Provident Fund ("CPF") Investment Scheme ("CPFIS")/Supplementary Retirement Scheme ("SRS") investors who hold the Company's Shares through CPF Agent Banks/SRS Operators.
3. CPFIS/SRS investors who wish to vote should approach their respective CPF Agent Banks/SRS Operators to submit their voting instructions at least seven (7) working days before the date of the EGM.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 9 January 2023.

PROXY FORM EXTRAORDINARY GENERAL MEETING

*I/We, _____ (Name) _____ *NRIC/Passport/Co. Reg. No.

of _____ (Address)

being a *member/members of BRC Asia Limited ("Company"), hereby appoint:

Name	Address	NRIC/Passport No.	Proportion of Shareholdings (%)

and/or (delete as appropriate)

Name	Address	NRIC/Passport No.	Proportion of Shareholdings (%)

or failing *him/her/them, the Chairman of the Extraordinary General Meeting ("EGM") or such other person the Chairman may designate, as *my/our *proxy/proxies to vote for *me/us on *my/our behalf, at the EGM of the Company, to 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 annual general meeting to be held at 10.00 a.m. on the same day and at the same venue.

Voting will be conducted by poll. The Chairman intends to cast undirected proxy votes in favour of the Special Resolution. Where the Chairman is appointed as *my/our *proxy/proxies, *I/we acknowledge that the Chairman may exercise *my/our proxy/proxies even if he has an interest in the outcome of the resolution.

*I/We direct *my/our *proxy/proxies to vote for or against or abstain from voting on the Special Resolution to be proposed at the EGM as indicated hereunder. If no specific direction as to voting is given, the *proxy/proxies will vote or abstain from voting at *his/her/their discretion.

SPECIAL RESOLUTION	For	Against	Abstain
To approve the Proposed Amalgamation of Lee Metal Group Pte. Ltd. and Lee Welded Mesh Singapore Pte. Ltd. with the Company pursuant to Section 215D(1) of the Companies Act 1967			

Note: If you wish to exercise all your votes "For" or "Against" the Special Resolution or if you wish to abstain from voting on the Special Resolution, please indicate with an "X" or a "✓" within the box provided. Alternatively, if you wish to exercise some and not all of your votes "For", "Against" or "Abstain", please indicate the number of votes "For", the number of votes "Against" and/or the number of votes "Abstain" in the boxes provided for the resolution.

For the avoidance of doubt, if you are required to abstain from voting on the Special Resolution, you must abstain in respect of all (and not some only) of your votes.

Total No. of Shares in	No. of shares
(a) CDP Register	
(b) Register of Members	

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

* Delete where inapplicable

Dated this _____ day of _____ 2023

All capitalised terms used in this Proxy Form which are not defined herein shall, unless the context otherwise requires, have the same meanings ascribed to them in the Company's circular to its shareholders dated 9 January 2023.

PROXY FORM

Important: Please read the notes below before completing this Proxy Form

Notes:

1. 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.
2. A proxy need not to be a member of the Company.
3. 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, 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 entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the shares held by you.
4. 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 the 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.
5. 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.
6. 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; 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.

7.
 - (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.

8. 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.

General:

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 shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the shareholder, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the Shareholder accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting dated 9 January 2023.