

**BROOK CROMPTON HOLDINGS LTD.**  
(the “Company”, and together with its subsidiaries, the “Group”)  
(Company Registration No. 194700172G)  
(Incorporated in the Republic of Singapore)

**Minutes of the Annual General Meeting of the Company**

Date and Time : 28 April 2022, Thursday at 3.00 p.m.

Mode of Meeting : By way of electronic means

Present : Please refer to the Attendance List (enclosed in this set of minutes)

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On behalf of the Board of Directors of the Company (“Board”), Mr Pang Xinyuan (“Mr Pang” or “Chairman”), the Non-Independent Non-Executive Chairman of the Board, presided over the Annual General Meeting (“AGM” or “Meeting”) and thanked everyone for their participation in the Meeting held by way of electronic means.

Chairman reminded shareholders of the Company (“Shareholders”) that the Meeting was a private event strictly for Shareholders, the Board, and the invitees including the key management personnel, auditors (RSM Chio Lim LLP, Singapore), share registrar and scrutineers. Hence, recording of the Meeting by Shareholders in whatever form was strictly prohibited. Chairman also sought the Shareholders’ understanding in the event of technical disruptions during the LIVE WEBCAST or WEB AUDIO ONLY transmission.

Chairman proceeded to introduce the members of the Board. It was noted that Dr Knut Unger (“Dr Unger”), Lead Independent Director of the Company, and Mr Chao Mun Leong (“Mr Chao”), Independent Director of the Company participated in the meeting via LIVE WEBCAST.

Chairman informed that the Secretary had confirmed that a quorum was present. Chairman declared the Meeting opened. He informed the Meeting that a copy of the Company’s Notice of AGM dated 13 April 2022 had been released on the SGXNet on 13 April 2022 and shall be taken as read.

The Meeting was informed that the resolutions put forth at the Meeting would be voted on by way of a poll in accordance with Rule 730A(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”) (“Listing Rules”). As set out in the Notice of the AGM, voting at the Meeting would be by proxy only and the proxy would be the Chairman of the Meeting. Shareholders who sent in their proxy forms had already indicated on their proxy forms with respect to the casting of their votes. The Chairman of the Meeting would vote on the resolutions according to their instructions.

Chairman informed that the Company had appointed Entrust Advisory Pte Ltd as scrutineer (“Scrutineer”) for the poll. The votes from the proxy forms received by the Company from Shareholders had already been verified by the Scrutineer. Chairman said that for ease of operations, the polling results would be announced after the Meeting had gone through all the agenda items.

As set out in the Notice of the AGM, Shareholders who have any questions in relation to any item of the agenda of the AGM were to send their queries in advance to the Company. Chairman informed that the Company had received several questions from the Shareholders and the Securities Investors Association Singapore in respect of the Company's annual report for the financial year ended 31 December 2021 ("Annual Report 2021"). The Company had addressed the questions through publication made on the SGXNet on 22 April 2022. One of the shareholders had also commended the Company for its market expansion into Australia and the European countries and had requested the Company to give a presentation on the Company's new developments. In this regard, Chairman said that the CEO would give a presentation on the business overview and the Group's corporate developments.

Chairman then proceeded to invite Mr Richard Eason, the CEO to deliver the presentation. The highlights of the presentation had been released on the SGXNet on 28 April 2022 during the SGX-ST mid-day trading break before the commencement of this Meeting.

After the CEO's presentation, Chairman proceeded with the Ordinary Business to be transacted at this Meeting.

## **ORDINARY BUSINESS**

### **Ordinary Resolution 1 – Adoption of the Audited Financial Statements of the Company for the financial year ended 31 December 2021 together with the Directors' Statement and the Auditor's Report thereon.**

Chairman said that for the purposes of this Meeting, all the motions put forth at this Meeting were to be taken as duly proposed and seconded. The Meeting shall go through each of the items in the Notice of AGM and thereafter, the polling result for each resolution would be announced at the end of this Meeting.

Agenda 1 in the Notice of AGM was to receive and adopt the Audited Financial Statements for the financial year ended 31 December 2021. Chairman informed the Meeting that a copy of the Annual Report 2021 (comprising the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2021 together with the Auditor's Report thereon), which had been released on the SGXNet and posted on the Company's corporate website on 13 April 2022 shall be taken as read.

The proposed resolution is as follows:

"That the Audited Financial Statements of the Company for the financial year ended 31 December 2021 together with the Directors' Statement and Auditor's Report thereon be received and adopted."

### **Ordinary Resolution 2 – Proposed payment of a final tax exempt one-tier dividend of 2.0 Singapore cents per ordinary share in the capital of the Company for the financial year ended 31 December 2021**

The Meeting was informed that this agenda item was to approve the payment of a final tax exempt one-tier dividend of 2.0 Singapore cents per ordinary share for the financial year ended 31 December 2021. If approved, the dividend would be paid on 30 May 2022 to Shareholders

whose names are registered as at the record date of 12 May 2022.

The proposed resolution is as follows:

“That the payment of a final tax exempt one-tier dividend of 2.0 Singapore cents per ordinary share for the financial year ended 31 December 2021 be approved.”

**Ordinary Resolution 3 – Payment of Directors’ fees of up to S\$100,000 for the financial year ending 31 December 2022 (FY2021: S\$100,000)**

Chairman informed the Meeting that this agenda item was to approve the payment of Directors’ fees of up to S\$100,000 for the financial year ending 31 December 2022.

The proposed resolution is as follows:

“That the payment of Directors’ fees of up to S\$100,000 for the financial year ending 31 December 2022 be approved.”

**Ordinary Resolution 4 – Re-election of Mr Chao Mun Leong as a Director of the Company**

Chairman informed the Meeting that this agenda item was to approve the re-election of Mr Chao Mun Leong as a Director of the Company.

In accordance with Article 104 of the Company’s Constitution, Mr Chao Mun Leong would have to retire from the office of Director at the close of this Meeting. Being eligible, Mr Chao had offered himself for re-election. Mr Chao, if re-elected, would be considered as independent for the purpose of Rule 704(8) of the Listing Manual of SGX-ST and he shall remain as the Chairman of the Audit Committee and a member of the Remuneration Committee and the Nominating Committee.

The proposed resolution is as follows:

“That Mr Chao Mun Leong be and is hereby re-elected as a Director of the Company.”

**Ordinary Resolution 5 – Re-appointment of Messrs RSM Chio Lim LLP as Auditors of the Company and authority to Directors of the Company to fix their remuneration**

The Meeting was informed that this agenda item was to re-appoint Messrs RSM Chio Lim LLP as the Company’s Auditors for the financial year ending 31 December 2022 and to authorise the Directors to fix their remuneration. Messrs RSM Chio Lim LLP had indicated their willingness to seek for re-appointment.

The proposed resolution is as follows:

“That the re-appointment of Messrs RSM Chio Lim LLP as auditors of the Company for the financial year ending 31 December 2022 be hereby approved and that the Directors be authorised to fix their remuneration.”

## **SPECIAL BUSINESS**

### **Ordinary Resolution 6 –Renewal of the General Mandate for Interested Person Transactions**

Chairman informed Shareholders that he would like to hand over the chair of the Meeting to Mr Chao Mun Leong as he was deemed to be an interested person for the Interested Person Transactions described in the general mandate.

Mr Chao took over the Chair and informed the Meeting that this agenda item was to seek shareholders' approval on the Proposed Renewal of the Shareholders' Mandate for Interested Person Transactions as set out in the Letter to Shareholders dated 13 April 2022 in the Annual Report.

Mr Chao informed the Meeting that ATB Austria Antriebstechnik AG, Wolong Holding Group Co. Ltd and their respective associates, by virtue of their interest in the interested person transactions would have to abstain from voting on the said motion.

The proposed resolution is as follows:

“That :

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual (“Chapter 9”) of the Singapore Exchange Securities Trading Limited, for the Company, its subsidiaries and associated companies that are considered to be “entities at risk” under Chapter 9, or any of them, to enter into any of the transactions falling within the types of Interested Person Transactions described in the Appendix to the Company’s letter to shareholders dated 13 April 2022 (the “Letter”), with any party who is of the Classes of Interested Persons described in the Appendix to the Letter, provided that such transactions are carried out in the ordinary course of business and on normal commercial terms and in accordance with the guidelines and review procedures for Interested Person Transactions as set out in the Appendix to the Letter (the “General Mandate”);
- (b) such General Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company; and
- (c) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the company to give effect to the General Mandate and/or this Resolution”.

Having finished with the agenda item, Mr Chao passed the chair back to the Chairman.

## **DECLARATION OF POLL RESULTS**

Since all the agenda items in the Notice of AGM had been dealt with, Chairman then proceeded to declare the poll results which had been counted and verified by the Scrutineer. The poll results were shown on the screen at the Meeting. He declared the motions for all the six (6) resolutions carried.

	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		No. of shares	As a percentage of total number of votes for and against the resolution	No. of shares	As a percentage of total number of votes for and against the resolution
Resolution 1	23,456,669	23,456,219	99.9981%	450	0.0019%
Resolution 2	23,456,669	23,456,219	99.9981%	450	0.0019%
Resolution 3	23,456,669	23,456,219	99.9981%	450	0.0019%
Resolution 4	23,456,669	23,456,219	99.9981%	450	0.0019%
Resolution 5	23,456,669	23,456,219	99.9981%	450	0.0019%
Resolution 6	17,150	16,700	97.3761%	450	2.6239 %

## CLOSE OF MEETING

Chairman informed the Meeting that the minutes of the AGM would be published on the SGXNet within one (1) month after the conclusion of the AGM.

Chairman thanked Shareholders for their attendance and declared the Meeting closed at 3.22pm.

Confirmed as a correct record of proceedings

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Pang Xinyuan  
Chairman

## **ATTENDANCE LIST**

### **Physical attendance at the AGM location (which is purely to facilitate the conduct of the AGM by way of electronic means)**

#### **Board of Directors**

#### **Attendance via LIVE WEBCAST or WEB AUDIO ONLY**

#### **Board of Directors**

Mr Pang Xinyuan	- Non-Independent Non-Executive Director
Dr Knut Unger	- Lead Independent Director
Mr Chao Mun Leong	- Independent Director

#### **Management**

Mr Richard Eason	- Chief Executive Officer
Ms Shavy Kwan	- Financial Controller

#### **Company Secretary**

Ms Ang Siew Koon

#### **Professionals**

Independent Auditor – Mr Eu Chee Wei David	- RSM Chio Lim LLP
Independent Auditor – Ms Yeo Jiayi	- RSM Chio Lim LLP
Independent Auditor – Mr Lee Jiao Hao	- RSM Chio Lim LLP
Share registrar – Mr Farhan Razali	- Tricor Barbinder Share Registration Services
Scrutineer – Ms Sandra Lee	- Entrust Advisory Pte Ltd

#### **Shareholders**

Due to the restriction on the use of personal data pursuant to the provisions of the Personal Data Protection Act 2012, the name of the Shareholders who participated in the AGM via LIVE WEBCAST or WEB AUDIO ONLY will not be published in this set of minutes.