BRITISH AND MALAYAN HOLDINGS LIMITED

Company Registration No.: 201632914Z
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Company will be held at the Boardroom, 20 Collyer Quay, Level 23, Singapore 049319 on Wednesday, 22 October 2025 at 2:30 p.m. for the purpose of transacting the following business:-

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the financial year ended 30 June 2025 together with the Directors' Statement and the Independent Auditor's Report thereon. **(Resolution 1)**
2. To record the retirement of Mr Nagaraj Sivaram, a Director who is retiring pursuant to Article 94 of the Company's Constitution and has indicated he will not be seeking re-election.

   [See Explanatory Note (i)]
3. To re-elect Mrs Elizabeth Hart, a Director retiring pursuant to Article 94 of the Company's Constitution. **(Resolution 2)**

   [See Explanatory Note (ii)]
4. To re-elect Mr Teo Shih Yee, a Director retiring pursuant to Article 100 of the Company's Constitution. **(Resolution 3)**
5. To approve the payment of Directors' fees of S$168,000 for the financial year ending 30 June 2026, to be paid quarterly in arrears. (2025: S$150,000) **(Resolution 4)**
6. To re-appoint Messrs RSM SG Assurance LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution as Ordinary Resolution, with or without modifications:-

7. **Authority to issue shares** **(Resolution 6)**

   "That, pursuant to Section 161 of the Companies Act 1967 and the Listing Rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given for the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:

   (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;

   (ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "Instruments") including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares;

   (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues;

   and (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuant to any Instruments made or granted by the Directors while the authority was in force, provided always that:

   (a) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments, made or granted pursuant to this Resolution) does not exceed fifty per centum (50%) of the Company's total number of issued shares (excluding treasury shares and subsidiary holdings), of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued other than on a pro-rata basis to shareholders of the Company does not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares subsidiary holdings), and for the purpose of this Resolution, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be the Company's total number of issued shares (excluding treasury shares subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below):

   (b) (subject to such manner of calculations as may be prescribed by the Singapore Exchange Securities Limited ("SGX-ST")) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasure shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for;

      (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time this Resolution is passed, and

      (ii) any subsequent bonus issue, consolidation or subdivision of the Company's shares;

   Adjustments in accordance with (i) and (ii) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution.

   (c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and

   (d) (unless revoked or varied by the Company in general meeting), the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier."

   [See Explanatory Note (iv)]
8. **Authority to allot and issue shares under British and Malayan Holdings Employee Share Option Scheme and British and Malayan Holdings Performance Share Plan** **(Resolution 7)**

   "That, authority be and is hereby given to the Directors of the Company to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be allotted and issued pursuant to the exercise of the options under the British and Malayan Holdings Employee Share Option Scheme ("**ESOS**") and/or vesting of awards under British and Malayan Holdings Performance Share Plan ("**PSP**"), provided always that the aggregate number of additional Shares to be allotted and issued pursuant to the ESOS and PSP shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier."

   [See Explanatory Note (v)]
9. To transact any other business which may be properly transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

Chan Lai Yin
Company Secretary

Singapore,
7 October 2025

Explanatory Notes:

(i) Mr Nagaraj Sivaram, upon his retirement as a Director, will cease to be the Chairman of the Audit and Risk Committee, and a member of the Remuneration Committee and Nominating Committee.

(ii) Mrs Elizabeth Hart will, upon re-election as a Director of the Company, remain as the Chairman of the Nominating Committee, and a member of the Audit and Risk Committee and Remuneration Committee. Mrs Elizabeth Hart is considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. Detailed information on Mrs Elizabeth Hart pursuant to Rule 720(6) of the Listing Manual of SGX-ST can be found on page 13 of the Annual Report 2025.

(iii) Mr Teo Shih Yee will, upon re-election as a Director of the Company, remain as the Chairman of the Remuneration Committee, and a member of the Audit and Risk Committee and Nominating Committee. Mr Teo Shih Yee is considered independent for the purpose of Rule 704(8) of the Listing Manual of SGX-ST. Detailed information on Mr Teo Shih Yee pursuant to Rule 720(6) of the Listing Manual of SGX-ST can be found on page 14 of the Annual Report 2025.

(iv) Ordinary Resolution 6 proposed above, if passed will empower the Directors of the Company, from the date of the passing of Ordinary Resolution 6 to the date of the next Annual General Meeting, to issue shares in the capital of the Company is required by law to be held and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to an amount not exceeding in total 50% of the issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, with a sub-limit of 20% of the issued shares (excluding treasury shares and subsidiary holdings) for issues other than on a pro rata basis to shareholders.

(v) Ordinary Resolution 7 proposed above, if passed will empower the Directors of the Company, from the date of the passing of Ordinary Resolution 7 to the date of the next Annual General Meeting is required by law to be held, whichever is earlier, to allot and issue shares in the Company of up to a number not exceeding in total fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time pursuant to the exercise of the options under the ESOS and vesting of the share awards under the PSP.

Notes:

(a) The Annual General Meeting ("AGM") will be held physically at 20 Collyer Quay, Level 23, Singapore 049319.

(b) A proxy need not be a member of the Company. A member of the Company (who is not a Relevant Intermediary) may appoint not more than two proxies to attend and vote at the general meeting of the Company. Where a member appoints more than one (1) proxy, he/she/it should specify the proportion of his/her/its shareholding (expressed as a percentage as a whole) to be represented by each proxy and if no percentage is specified, the first named proxy shall be treated as representing 100% of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.

(c) A member who is a Relevant Intermediary* is entitled to appoint more than two proxies to attend and vote at the meeting. He/She/It shall specify the proportion of his/her/its shares (expressed as a percentage of the whole) to be represented by each proxy.

   *__Relevant Intermediary__ is:

   (i) a banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who hold shares in that capacity; or

   (ii) a person holding a capital markets services license to provide a custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or

   (iii) the Central Provident Fund Board established by the Central Provident Fund Act 1953, 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 Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

(d) The Chairman of the AGM, as proxy, need not be a member of the Company. A member may appoint the Chairman of the meeting as his/her/its proxy. If a member wishes to appoint the Chairman of the meeting as proxy, such member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.

(e) The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 1 Coleman Street, #06-11 The Adelphi, Singapore 179803 or email to agm@bmh-holdings.com, not less than seventy-two (72) hours before the time appointed for holding the Annual General Meeting. Members are strongly encouraged to submit completed proxy forms electronically via email.

(f) CPF and SRS Investors who wishes to vote at the AGM should approach their respective agent banks to submit their votes at least seven (7) working days before the date of the AGM (i.e. by 2.30 p.m. on 10 October 2025). CPF and SRS Investors are requested to contact their respective agent banks for any queries they may have with regard to the appointment of proxy/proxies for the AGM.

(g) Completion and return of this instrument appointing a proxy or proxies shall not preclude a member from attending and voting at the Meeting. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the Annual General Meeting in person, and in such event, the Company reserves the right to refuse the admission of any person or persons appointed under the instrument of proxy, to the Annual General Meeting.

Submission of Questions in Advance:

1. Members may submit questions relating to the items on the agenda of the AGM in advance of the AGM by 11:59 p.m. on 14 October 2025, via email to agm@bmh-holdings.com. For verification purposes, a shareholder who wishes to submit their questions by email is required to indicate their full name (for individuals)/company name (for corporate), NRIC/ Passport No./Company Registration number, email address, contact number, shareholding type and number of shares held together with their submission of questions, to the email provided.
2. The Board will endeavour to address the substantial and relevant questions submitted in advance of the AGM by publishing responses to such questions on SGXNet and the Company's corporate website at https://www.bmtrust.com/ by 2.30 p.m. on 17 October 2025 (being not less than forty-eight (48) hours prior to the closing date and time for the lodgement of the proxy forms).

Submission of Questions During the AGM:

1. Members who attend the AGM will be able to ask questions relating to the agenda of the AGM during the AGM.
2. The responses to questions from members during the AGM will be included in the minutes of the AGM which will be published on the SGXNet within one (1) month after the date of the AGM.

PERSONAL DATA PRIVACY

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