

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**” or the “**Meeting**”) of the Company will be convened and held at Momentus Hotel Alexandra, Vanda Room, Level 7, 323 Alexandra Road, Singapore 159972, on Monday, 28 April 2025 at 9.30 a.m. for the purposes of transacting the following business:-

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company and of the Group for the financial year ended 31 December 2024 (“**FY2024**”), together with the Independent Auditor’s Report thereon. **(Resolution 1)**
2. To declare and approve the payment of a final tax-exempt (one-tier) dividend of 2.0 Singapore cents per ordinary share in respect of FY2024. **(Resolution 2)**
3. To note the retirement of Mr. Chao Mun Leong, who is retiring by rotation pursuant to Regulation 104 of the Constitution of the Company, and has decided not offer himself for re-election as a Director of the Company.
[See Explanatory Note (i)]
4. To re-elect Ms. Thi Thuy Trang Phan, who is retiring pursuant to Regulation 108 of the Constitution of the Company and who, being eligible, has offered herself for re-election, as Director of the Company.
[See Explanatory Note (ii)] **(Resolution 3)**
5. To approve the payment of Directors’ fees of up to S\$100,000 for the financial year ending 31 December 2025 (FY2024: S\$100,000). **(Resolution 4)**
6. To re-appoint Messrs RSM SG Assurance LLP as the Independent Auditors of the Company to hold office until the next AGM and to authorise the Directors to fix their remuneration. **(Resolution 5)**
7. To transact any other ordinary business which may properly be transacted at an AGM.

AS SPECIAL BUSINESS

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

8. **AUTHORITY TO ALLOT AND ISSUE SHARES IN THE CAPITAL OF THE COMPANY** **(Resolution 6)**

“That pursuant to Rule 806 of the Listing Manual (the “**Listing Rules**”) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), authority be and is hereby given to the Directors to:-

- (a) (i) allot and issue shares in the capital of the Company (the “**Shares**”) whether by way of rights, bonus or otherwise; and / or

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- (ii) make or grant offers, agreements or options (collectively, the “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (b) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution is in force,

provided that:-

- (1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) shall not exceed fifty per cent. (50%) of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a *pro-rata* basis to existing shareholders of the Company (the “**Shareholders**”) (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution), shall not exceed twenty per cent. (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares (including Shares to be issued pursuant to the Instruments) that may be issued under sub-paragraph (1) above, the percentage of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) shall be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time of the passing of this Resolution, after adjusting for:-
 - (i) new Shares arising from the conversion or exercise of the Instruments or any convertible securities which are outstanding or subsisting at the time this Resolution is passed;
 - (ii) (where applicable) new Shares arising from the exercise of share options or vesting of share awards, provided that such share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Listing Rules; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of shares;

adjustments in accordance with sub-paragraph (2)(i) or sub-paragraph (2)(ii) above are only to be made in respect of new Shares arising from the Instruments, convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

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- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions the Listing Rules (including supplemental measures hereto) for the time being in force (unless such compliance has been waived by the SGX-ST), and the Constitution of the Company; and
- (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until (i) 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 the earlier, or (ii) in the case of Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such Shares in accordance with the terms of the Instruments.”

[See Explanatory Note (iii)]

9. APPROVAL OF THE RENEWAL OF THE GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS (Resolution 7)

“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 11 April 2025 (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”.

[See Explanatory Note (iv)]

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BY ORDER OF THE BOARD

Chua Kern
Company Secretary

Singapore,
11 April 2025

Explanatory Notes:

- (i) Following the retirement of Mr. Chao Mun Leong (“**Mr. Chao**”), the Board of Directors (the “**Board**”) and the relevant Board Committees of the Company will review the respective composition of the Board to ensure compliance with the Code of Corporate Governance 2018 (the “**Code**”), including but not limited to complying with (i) the minimum requirement of Principle 2 (Guideline 2.2) of the Code which provides that independent directors should make up a majority of the Board where the Chairman is not Independent; (ii) Principle 4 (Guideline 4.2) and Principle 6 (Guideline 6.2) of the Code which provides that the Nominating Committee and Remuneration Committee should each comprise at least three directors, the majority of whom are independent; (iii) Rule 210(5)(c) of the Listing Rules that independent directors to comprise at least one-third of the Board; and (iv) Rule 704(8) of the Listing Rules to fill the vacancy in the Audit Committee to meet the requirement of a minimum number of not less than three Audit Committee members within two months, but in any case not later than three months.
- (ii) Ms. Thi Thuy Trang Phan (“**Ms. Trang**”) will, upon re-election as a Director of the Company, remain as the Lead Independent Director, the Chairman of the Nominating Committee and Remuneration Committee, and a member of Audit Committee. There are no relationships (including family relationship) between Ms. Trang and the other Directors, the Company, its related corporations, its officers or its substantial shareholders, which may affect her independence. The Board considers Ms. Trang to be independent for the purpose of Rule 704(8) of the Listing Rules. Detailed information on Ms. Trang can be found under the sections entitled “**Board of Directors**”, “**Corporate Governance Report**” and “**Disclosure of Information on Director Seeking Re-election**” in the Company’s Annual Report 2024.
- (iii) **Ordinary Resolution 6** proposed in item 8 above, if passed, will empower the Directors from the date of this AGM until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to allot and issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, fifty per cent. (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any), of which up to twenty per cent. (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) may be issued other than on a *pro-rata* basis to existing Shareholders.

For the purpose of determining the aggregate number of Shares that may be issued, the percentage of issued Shares will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time this Resolution is passed after adjusting for new Shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards which are outstanding or subsisting at the time when this Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

- (iv) **Ordinary Resolution 7** proposed in item 9 above, if passed, will renew, effective up to the conclusion of the next Annual General Meeting of the Company (unless earlier revoked or varied by the Company in a general meeting), the General Mandate to enable the Company, its subsidiaries, and associated companies that are considered to be “entities at risk” to enter, in the ordinary course of business, into the types of mandated transactions with specific classes of the Company’s interested persons. The General Mandate was last approved by independent shareholders at the AGM of the Company held on 29 April 2024 and will be expiring at the forthcoming AGM. Particulars of the General Mandate and the Audit Committee’s confirmation (pursuant to Rule 920(1) of the Listing Manual of the SGX-ST) in respect of the proposed renewal of the General Mandate are contained in the Company’s letter to shareholders dated 11 April 2025.

Books Closure Date and Payment Date for Final Dividend

Subject to the shareholders’ approval at the forthcoming AGM, the Register of Members and the Transfer Books of the Company will be closed on 13 May 2025 (the “**Record Date**”) for the purpose of determining the entitlements of the Company’s shareholders (“**Shareholders**”) to a final tax-exempt one-tier dividend of 2.0 Singapore cents per ordinary share in the capital of the Company (“**Shares**”) in respect of FY2024 (the “**Dividend**”).

Duly completed and stamped registrable transfers in respect of the Shares received by the Company’s Share Registrar, Tricor Barbinder Share Registration Services at 9 Raffles Place, Republic Plaza, Tower 1, #26-01 Singapore 048619 up to 5.00 p.m. on Record Date will be registered to determine members’ entitlements to the Dividend. Subject, as aforesaid, persons whose securities accounts with The Central Depository (Pte) Limited are credited with Shares in the capital of the Company as of 5.00 p.m. on the Record Date will be entitled to the Dividend.

If approved by the Shareholders at the AGM, the dividend will be paid on 30 May 2025.

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Notes:

The AGM will be held in a wholly physical format at Momentus Hotel Alexandra, Vanda Room, Level 7, 323 Alexandra Road, Singapore 159972 on Monday, 28 April 2025 at 9.30 a.m. for considering and, if thought fit, passing the resolutions set out in the Notice of AGM. There will be no option for members to participate virtually.

This Notice of AGM and the accompanying Proxy Form together with the Letter to Shareholders in relation to the proposed renewal of the general mandate for transactions with interested persons of the Company for FY2024 will be sent to members by electronic means via publication on SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company's corporate website at <https://brookcromptonholdings.com/notice-of-meeting/>.

The Annual Report 2024 has been published on the SGXNet and may be accessed at the Company's corporate website at <https://brookcromptonholdings.com/annual-reports/>. Printed copies of the Annual Report 2024 will not be sent to members.

Members should take note of the following arrangements for the AGM:-

(a) Physical Participation in the AGM

Members of the Company, including Central Provident Fund Investment Scheme Investors ("CPF Investors") and Supplementary Retirement Scheme investors ("SRS Investors"), may participate in the AGM by:-

- (i) attending the AGM in person;
- (ii) submitting questions in relation to any agenda item in this Notice of AGM in advance of, or at the AGM; and/or
- (iii) voting at the AGM by (1) themselves personally; or (2) through duly appointed proxy(ies).

CPF Investors and SRS Investors who wish to appoint the Chairman of the AGM (and not third-party proxy(ies) as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **9.30 a.m. on Wednesday, 16 April 2025**, being at least seven (7) working days before the AGM. Please refer to Proxy Voting under item (c) below for details.

Members, including CPF Investors and SRS Investors, or, where applicable, their appointed proxy(ies) who are attending the AGM in person should bring along their NRIC/passport to enable the Company to verify their identity. Members are requested to arrive early to facilitate the registration process and are advised not to attend the AGM if they are feeling unwell. Members are strongly encouraged to exercise social responsibility to rest at home if they are feeling unwell and consider appointing a proxy(ies) to attend the Meeting. We encourage members to mask up when attending the AGM.

(b) Submission of Questions

Members, including CPF Investors and SRS Investors, may raise questions at the AGM or submit substantial and relevant questions related to the resolutions to be tabled at the AGM in advance of the AGM via the following means by **9.30 a.m. on Friday, 18 April 2025**, in the following manner:-

- (i) by email, to mgt@brookcromptonholdings.com; or
- (ii) by post, to the registered address of the Company at 19 Keppel Road, #08-01 Jit Poh Building, Singapore 089058, attention to Brook Crompton AGM.

For verification purpose, when submitting any questions by post or via email, members MUST provide the Company with their particulars (comprising full name (for individuals)/company name (for corporates), email address, contact number, NRIC/passport number/company registration number, shareholding type and number of shares held), failing which the Company shall be entitled to regard the submission as invalid.

Members are strongly encouraged to submit their questions by email in advance of the AGM. The Company will publish its responses to the substantial and relevant questions submitted by members prior to the abovementioned deadline by **9.30 a.m. on Wednesday, 23 April 2025**, which is at least forty-eight (48) hours before the proxy form deadline.

For questions received after 18 April 2025, the Company will endeavour to address all substantial and relevant questions submitted by members prior to or during the AGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed. For questions addressed during the AGM, the Company will publish the responses to such questions together with the minutes of the AGM on SGXNet and the Company's corporate website within one (1) month after the date of the AGM.

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(c) **Proxy Voting**

Members will be able to vote at the AGM in person, or by appointing proxy(ies) to vote on their behalf. A member can appoint the Chairman of the AGM as his/her/its proxy but this is not mandatory. A proxy need not be a member of the Company.

Duly completed Proxy Forms must be submitted in the following manner:-

- (i) by email, sending a scanned PDF copy via email to the Company at mgt@brookcromptonholdings.com; or
- (ii) by post, to the registered address of the Company at 19 Keppel Road, #08-01 Jit Poh Building, Singapore 089058, attention to Brook Crompton AGM,

in either case, by **9.30 a.m.** on **Friday, 25 April 2025** (being not less than seventy-two (72) hours before the time appointed for holding the AGM) (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

A member who wishes to submit an instrument appointing proxy(ies) can either use the printed copy of the Proxy Form which is sent to him/her/it by post or download a copy of the Proxy Form from the SGXNet and subsequently, to complete and sign the Proxy Form before submitting it by (i) post to the address provided above, or (ii) scanning and sending it to the email address provided above.

If a member wishes to appoint the Chairman of the AGM as proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the AGM as proxy. If no specific instruction as to voting or abstentions from voting in respect of a resolution in the form of proxy, the Chairman of the AGM will vote or abstain from voting at his/her discretion as he/she may on any other matter arising at the AGM.

Where a member appoints proxy(ies), he/she/it may give specific instructions as to voting, or abstentions from voting, in respect of the resolutions in the Proxy Form, failing which the proxy(ies) will vote or abstain from voting at his/her/its discretion, as he/she/it may on any other matter arising at the AGM.

Completion and submission of the instrument appointing a proxy(ies) by a member will not prevent him/her/it from attending, speaking and voting at the AGM if he/she/it so wishes. The appointment of a proxy(ies) for the AGM shall be deemed to be revoked if the member attends the AGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies), to the AGM.

Please refer to the detailed instructions set out in the Proxy Form.

Persons who hold Shares through relevant intermediaries, other than CPF Investors and SRS Investors, and who wish to participate in the AGM should contact the relevant intermediary through which they hold such Shares as soon as possible. Persons who hold Shares through relevant intermediaries, other than CPF Investors and SRS Investors, may (i) vote at the AGM if they are appointed as proxies by their respective relevant intermediaries; or (ii) specify their voting instructions to/arrange for their votes to be submitted with their respective relevant intermediaries, and should contact their respective relevant intermediaries as soon as possible in order for the necessary arrangements to be made.

In addition, CPF Investors and SRS Investors may (i) vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks and SRS Operators, and should contact their respective CPF Agent Banks and SRS Operators if they have any queries regarding their appointment as proxies; or (ii) specify their voting instructions to/arrange for their votes to be submitted with their respective SRS Operators, and should approach their respective CPF Agent Banks and SRS Operators by **9.30 a.m.** on **Wednesday, 16 April 2025**, being at least seven (7) working days before the date of the AGM, to ensure their votes are submitted.

A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her/its behalf at the AGM. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.

Where such member appoints two (2) proxies, the proportion of his shareholding to be represented by each proxy shall be specified. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his name in the Depository Register and any second named proxy as an alternate to the first named.

A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, 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 form of proxy.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act:-

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- (a) a banking corporation licensed under the Banking Act 1970 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
- (b) a person holding a capital market services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with the subsidiary legislation.

Personal Data Privacy

"Personal data" in this notice of AGM has the same meaning as "personal data" in the Personal Data Protection Act 2012 of Singapore, which includes his/her name, address and NRIC/Passport number.

By attending the AGM and/or any adjournment thereof or submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) 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), 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) of the personal data of such proxy(ies) and/or representative(s) for the Purposes;
- (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; and
- (iv) agrees and consents to such photographic, sound and/or video recordings of the AGM as may be made by the Company (or its respective agents or service providers) for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of the member (such as his/her/its name, his/her/its presence at the AGM and any questions he/she/it may raise or motions he/she/it may propose and/or second) may be recorded by the Company (or its respective agents or service providers) for such purpose.