

BROOK CROMPTON HOLDINGS LTD.

("the Company")

(Co. Reg. No. 194700172G)

(Incorporated in the Republic of Singapore)

Minutes of the Extraordinary General Meeting ("EGM") of the Company held at Amara Hotel, Connection 1, Level 3, 165 Tanjong Pagar Road, Singapore 088539 on Wednesday, 19 July 2023 at 2.30 p.m.

Members	:	Members – 26 Proxy – 8	
Directors	:	Chao Mun Leong Dr Knut Unger * Mr Pang Xinyuan *	- Chairman of the Meeting, Independent Director - Lead Independent Director - Non-Independent Non-Executive Director
In attendance	:	Ms Julijana Ristov Ms Shavy Kwan Wei Yee Ms Lee Bee Fong Ms Ong Yee Nei Ms Christine Ng Mr Chua Kern Mr Kuoh Hao Teng Mr Loo Chin Keong Ms Pauline Sim Poi Lin	- Chief Executive Officer ("CEO") - Financial Controller ("FC") - Company Secretary - Secretariat - Secretariat - Director, Chancery Law Corporation - Associate, Chancery Law Corporation - Executive Director, Xandar Capital Pte. Ltd. - Head of Corporate Finance, Xandar Capital Pte. Ltd.
Invitees	:	As per the attendance record maintained by the Company	

* Participated via video conferencing

CHAIRMAN

Mr Chao Mun Leong ("Mr Chao" or "Chairman"), the Independent Director of the Company, presided as Chairman of the EGM. On behalf of the Board of Directors ("Board"), the Chairman welcomed all to the EGM.

The Chairman proceeded to introduce other Board members, namely Mr Pang Xinyuan ("Mr Pang") (Non-Executive Non-Independent Director) and Mr Chao Mun Leong ("Mr Chao") (Independent Director) who attended the meeting virtually.

QUORUM

With the presence of the requisite quorum, the Chairman called the Meeting to order at 2.30pm.

NOTICE

The Chairman informed the Meeting that the Notice of the EGM (“Notice”) together with a copy of the Circular to Shareholders dated 4 July 2023 (“Circular”) had been released via the SGXNet and at the Company’s website on 4 July 2023 and shall be taken as read.

EGM PRESENTATION

It was noted that the Company had released the presentation slides on 19 July 2023 on the overview/importance of the circular, including the rationale for the Interested Person Mandate and the benefits to the Group of Companies to the Singapore Exchange Securities Trading Limited (“SGX-ST”). This is to enable independent shareholders to have a better understanding of this EGM before casting their votes. Please refer to the said announcement for details.

The Chairman invited Ms Julijana Ristov, the Chief Executive Officer (“CEO”) to deliver the presentation.

COMMENCEMENT OF MEETING

The Meeting was informed that the Ordinary Resolution 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 SGX-ST.

The Chairman proposed that for ease of operation, the Meeting shall go through the agenda item followed by getting a proposer and a seconder for the motion and to provide opportunities to members to ask questions. The poll would then be taken after that.

The Chairman informed that the Company had appointed Entrust Advisory Pte. Ltd. (“Entrust”) and Tricor Singapore Pte Ltd (“Tricor”) as scrutineer and polling agent respectively for the poll exercise. Entrust and Tricor would assist with the verification and counting of votes as well as the tabling of the voting results. Chairman then invited the representative from Entrust to brief the members on the polling procedures.

ORDINARY RESOLUTION

THE PROPOSED ADOPTION OF THE INTERESTED PERSON TRANSACTIONS (“IPT”) GENERAL MANDATE

The Chairman informed that the agenda of this Meeting was to approve the Proposed Adoption of the IPT General Mandate.

The full text of the resolution was set out in the Circular dated 4 July 2023.

The Chairman informed that if the resolution is approved, the IPT General Mandate shall continue in force until the next Annual General Meeting of the Company is held or is required by law to be held, whichever is earlier.

The Company would seek approval from independent shareholders for the renewal of the proposed IPT General Mandate at each subsequent AGM or the date by which the next AGM of the Company is required by law to be held, subject to the satisfactory review the Audit Committee of its continued application to ATB Austria Antriebstechnik AG (“ATB”) and Wolong Holding Group Co. Ltd (“Wolong”) IPTs.

ATB Austria Antriebstechnik AG (“ATB”), the controlling shareholder of the Company, and Wolong Holding Group Co. Ltd (“Wolong”) and their respective associates, by virtue of their interest in the IPT would abstain from voting on the resolution.

ATB, Wolong, Mr Pang Xinyuan and their respective associates had declined accepting appointments as proxy from any shareholders to vote on the resolution, unless the shareholder concerned has given specific instructions as to the way his votes are to be casted with respect of the resolution.

Chairman invited the floor for questions pertaining to the Proposed Adoption of the IPT General Mandate. Questions were raised by several shareholders and their questions were duly answered by the Directors, the CEO and the FC. The questions and the responses were summarized below:-

Question 1 – A shareholder requested for the Company to provide some information about the Company and the type of business the Company is doing.

The Chairman responded that the Group Companies are in the business of electric motor trading and not involved in manufacturing of electric motor. Over the decade, ever since before name was changed, the Group Companies’ business divested from manufacturing and now specialized in trading of electric motors. The Company has purchased the electric motor from ATB/Wolong entities who are specialized in the production of electric motors and which is the IPT. The relationship between ATB/Wolong entities and the Company is one side is manufacturer and the other side is trading company.

Question 2 – A shareholder commented that over the years, he felt that Wolong being one of the major shareholders probably benefited from this IPT arrangement with having the Company as a vehicle to distribute their manufacture product when it supposed to be an arrangement that benefiting both parties. He added that such IPT arrangement is not as benefit to the minority shareholders as it is for the majority shareholders. Despite being profitable, he observed the dividend declared is the same, the liquidity of shares trading is non-existence, and the share price is rather stagnant over the years. Currently, the share is trading below 54 cents and the total shareholder return has been negative year after year. He would like to know (i) how does by supporting management by passing this resolution benefit the minority shareholders; and (ii) why should the minority shareholders support this resolution.

The Chairman responded that the Group Companies’ existence as an electric motor trading company required them to buy electric motor products. Over the years, the customers have built the relationship with the Company using the supply from ATB entities. Wolong came in as a new supplier. They manufactured in China and Vietnam and their supply is even more competitive than the supply from ATB entities. The Company was able to provide business growth with sustainable profitability because of these arrangements. At the moment, as per the presentation slides, 70% of their business transactions are based on these arrangements. The Company Management would continue to look for more supply to make it more competitive and to make more profit. The Chairman added that the dividend policy is decided by Company and the Board of Directors. He explained that last year had been a difficulty year, there was a war and a lot of challenges. The Company has been in a more conservative than in the past. They have seen many companies facing difficulties in maintaining the profitability. In fact, the Company’s last year profitability has been impacted if compared to previous years and it had dipped quite substantially, but despite of that, the Board decided to move forward and still declare the dividend in 2 cents and

while some of their competitors reduced their dividend. The Chairman added that the Management had to continue the business and if this proposed IPT Mandate is not passed, 70% of the business will be disrupted and would slow the Company's business and put the Company in a very difficult position. Although the Company may purchase from other suppliers, but a lot of the customers cannot switch to another model as they may not have other motor built into their system and/or they need to obtain approval from their end customers. With this disruption it would create a very substantial hit and a serious impact into the operation causing a strong disruption to the supply and even have a big impact on the Company's profitability. As the Company continues to push for more growth and get profitability hopefully when the global situation is more stabilized rather than disruptive. There are a lot of concerns, i.e. war and geo-political fight, which caused a lot of uncertainties. Given that above situation, the Company is of the opinion to preserve some cash in hand and prevent the serious impact hit on the Company. The Chairman sought support from the shareholders so that the Management can continue with the IPT, if not, it would disrupt the 70% of their businesses. Although third party purchasing is available, but the products from third party might not be suitable to current system and this would lead the customers looking for other resources as the Company is unable to react in a timely manner. The Chairman urged the shareholders to support this IPT General Mandate for the Company to stabilize the current business operation while they are searching for another supplier. As per presentation made by CEO earlier, the purchase from third party has been increasing and they would continue with this trend with the aim to bring higher growth and more profitability.

Dr Unger briefed on Company's background history, with the Company's commitment of buying and owning motor factories in Europe upon the Company's listing and to re-assembly in China and manufacture the same motor in China to make it more efficiently. ATB took over the manufacturing in early 2000. Subsequently, when ATB was in financial difficulties, through restructuring, Wolong took over from ATB in early 2016. Hence, the manufacturing was originally from the Company, and this is how the relationship between the Company and ATB/Wolong entities was formed. In addition, Dr Unger informed the design rights and the brand are still owned by the Company. Dr Unger informed that the Company gets the best deal from Wolong entities, as other third-party products might not well fit all criteria posted by the Company as per presentation made by CEO early this meeting. The Company is enjoying a preferential treatment from Wolong by fulfilling the Company's demand. Dr Unger emphasized the needs of IPT General Mandate as to ensure the Company's track of the business is ongoing.

Mr Pang thanked the Board members' explanation on the background and the need of IPT General Mandate to the Company. He understood that more profit would lead to more dividend declaration. However, as the Company is looking for other opportunities or related to electric motor business transaction, they need to preserve some cash. At last, he urged all the shareholders' support on this IPT General Mandate.

The Chairman concluded that it had been a tough situation for the Company. With blessing from the shareholders to support the IPT General Mandate, the Company could continue to move in a directive direction by bringing more profit and more dividend in the near coming future.

Question 3 – A shareholder enquired since the previous IPT General Mandate expired at the AGM held in April 2023, whether it had affected the Company's trading.

The FC responded the Company has enough inventory to cover the Company's sales for the last two months without purchase stock from ATB/Wolong entities. At the same time,

the Company was trade with ATB/Wolong entities within the threshold limit. Any IPT transaction more than 5% of the latest audited Net Tangible Assets (“NTA”) of the Group, the Company required approval from the shareholders. The Chairman updated that the current status is approaching 4.6% of the latest audited NTA of the Group and which was why the Company would like to table at this EGM for the shareholders to approve the IPT General Mandate. If this IPT General Mandate is not approved, the Company will suffer a disruption from the business unless the customers are accepting new suppliers which is difficult at this point of time due to the approval from their end customers, challenges facing are certification, safety regulation and so on.

Question 4 – A shareholder enquired specifically product range purchased from Wolong and whether it is under Brook Crompton brand or any other brand.

The Chairman responded that the Company had bought all the motors in and under Brook Crompton brand. As you can see the Company’s distribution is under Brook Crompton brand and they have a history of 106 years and had maintained a certain brand prestige, especially in oil and gas industry.

Question 5 – A shareholder enquired if the Company is sole distributor or normal distributor and whether other competitors can purchase from Wolong.

The Chairman responded that under the Brook Crompton brand, the Company is sole distributor. If party would like to sell Brook Crompton’s products of brand, they would need to obtain approval from the Company or is within Wolong group, they will have to pay the trademark loyalty’s fee.

Question 6 – A shareholder observed that the operation of the Company is a great lock, between the suppliers, customers and the founding members. He enquired if there is a possibility that the Company will undergo a privatized exercise in coming years so that the Company need not to obtain IPT General Mandate thereafter.

The Chairman responded that the topic of privatization is a big subject and was not within the agenda for discussion at this Meeting. He further added that the Company could only deal with the current situation. The Company is a trading company, listed on SGX-ST and would continue to operate in this way to obtain approval from the shareholders on the IPT General Mandate.

The Chairman reminded the question is not within the agenda for discussion at this Meeting.

Question 7 – A shareholder enquired whether the independent financial adviser, Xandar Capital Pte Ltd, after their reviewed, proposed or recommended any new conditions or requirements compared with previous IPG General Mandate and any additional condition to improve the fairness to the whole parties.

Mr Loo Chin Keong of Xander Capital Pte Ltd responded that all the changes have been highlighted on page 26 to page 28 of the Circular (Comparison of review procedures between the previous IPT General Mandate and the Proposed IPT General Mandate). The procedures have been refined because some of the nature of the transactions has been changed over the years as well as after discussed with the Management of the Company. Due to some of the change of the nature of business over the years, certain revised control has been implemented accordingly by citing an example of threshold limit on the page 28 of the Circular, the approval threshold will be implemented according to the amount, Audit

Committee (“AC”) will review the IPT transaction on quarterly basis and so on. He further added on, at any point of time, the AC opined that the current procedures found to be inadequate due to change of business nature, the Company may appoint independent financial adviser to evaluate and opined on a new procedure to address all those changes.

Question 8 – A shareholder enquired for a summary of the nature changes of the IPT General Mandate.

Mr Loo Chin Keong of Xander Capital Pte Ltd responded that along the changes in nature of the IPT and SGX Listing Rules, they have evaluated and reviewed the procedures on the IPT General Mandate that would implemented accordingly.

Question 9 – A shareholder enquired what the benefits from shareholders’ perspective is derived from this proposed adoption of IPT General Mandate.

The Chairman responded that basically are dividend and increasing shareholders’ value arising from better Company’s performance. These are the two key objectives, to achieve that, the Company has to gain a competitive supply, by growing the business and its profitability. Over the years, the Company had been acquired by ATB and followed by ATB which in turn to become a subsidiary of Wolong. In the light of the motor production is introduced in China and that gives the Company in a reasonable cost reduction and that has facilitated the Company’s growth. The obvious results in the sales had grown approximately 30% compared with last year stated in the Annual Report. There is an increase in the raw materials costs in the past two years due to war crisis and along with other material costs is increasing and had become a burden to the Company. The profitability can be improved by sourcing a stronger competitive supply, as such a third-party supply has been developed and shifted as the presentation made by CEO earlier. He further explained regardless that the purchase is from Wolong, ATB or any third party and most importantly, it had to be approved by the end customers. This IPT General Mandate is to sustain the operation and maintain healthy profit while the Management sourced for third party supply and hoping a greater return in the shareholders’ value and better dividend in coming years.

There being no further questions raised for this agenda item, the following motion was proposed by the Chairman and seconded by Ms Joyce Hoe:-

“RESOLVED that :

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual of the SGX-ST, for the Company and/or its subsidiaries, to enter into any of the transactions falling within the types of ATB/Wolong Interested Persons Transactions set out under the IPT General Mandate as described in the Circular with any ATB/Wolong Interested Persons, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions as set out in the Circular;
- (b) the proposed adoption of the IPT General Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the next annual general meeting of the Company is held or is required by law to be held, whichever is earlier;
- (c) the Audit Committee be and is hereby authorised to take such actions as it deems proper in respect of the review procedures for the interested person transactions and/or to modify or implement such procedures as may be necessary to take into

consideration any amendment to Chapter 9 of the Listing Manual of the SGXST which may be prescribed by the SGX-ST from time to time; and

- (d) the Directors be and are hereby authorised to take such steps, approve all matters and enter into all such transactions, arrangements and agreements and execute all such documents and notices as may be necessary or expedient for the purposes of giving effect to the proposed adoption of the IPT General Mandate as such Directors or any of them may deem fit or expedient or to give effect to this ordinary resolution.”

CONDUCT OF THE POLL

As the resolution set forth at this Meeting had been duly proposed and seconded, the poll was duly conducted.

The Meeting was adjourned at 3.10 p.m. for refreshment while the votes were being counted.

DECLARATION OF POLL RESULTS

The Meeting resumed at 3.25 p.m. when the poll results were handed to the Chairman. Chairman then proceeded to declare the poll results:-

Ordinary Resolution – To approve the Proposed Adoption of the IPT General Mandate

Total number of shares represented by votes for and against the relevant resolution	For		Against	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
2,997,870	2,260,308	75.40%	737,562	24.60%

Based on the poll results, Chairman declared that the Ordinary Resolution is carried.

CLOSE OF MEETING

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

The Chairman thanked the Shareholders for their attendance and declared the Meeting closed at 3.26 p.m.

BROOK CROMPTON HOLDINGS LTD.
Minutes of Extraordinary General Meeting
held on 19 July 2023

Signed as a correct record of proceedings

- Signed-

CHAO MUN LEONG
Chairman of the Meeting