NOTICE OF EXTRAORDINARY GENERAL MEETING

BROOK CROMPTON HOLDINGS LTD.
(Incorporated in the Republic of Singapore)
(Company Registration No. 194700172G)

All capitalised terms in this Notice shall, unless otherwise defined in this Notice, bear the respective meanings ascribed thereto in the Circular to shareholders dated 15 June 2022 issued by the Company.

NOTICE IS HEREBY GIVEN that an **EXTRAORDINARY GENERAL MEETING** ("**EGM**" or "**Meeting**") of Brook Crompton Holdings Ltd. ("**Company**") will be held by way of electronic means (via live webcast and web audio only) on Thursday, 30 June 2022 at 2.30 p.m. for the purpose of considering and, if thought fit, passing with or without any modifications the ordinary resolutions set out below.

Notice has been made available on SGXNET at the URL https://www.sgx.com/securities/company-announcements, the Company's website at the URL https://www.brookcromptonholdings.com and the URL https://conveneagm.com/sg/brookcromptonegm. A printed copy of this Notice will NOT be despatched to members.

SHAREHOLDERS SHOULD NOTE THAT ORDINARY RESOLUTION 1 AND ORDINARY RESOLUTION 2 ARE INTER-CONDITIONAL UPON EACH OTHER. ACCORDINGLY, IN THE EVENT THAT ONE OF THESE RESOLUTIONS IS NOT APPROVED, THE OTHER RESOLUTION WILL NOT BE DULY PASSED.

ORDINARY RESOLUTION 1:

THE PROPOSED ACQUISITION OF THE TARGET BUSINESS AS A MAJOR TRANSACTION UNDER CHAPTER 10 OF THE LISTING MANUAL AND AN INTERESTED PERSON TRANSACTION UNDER CHAPTER 9 OF THE LISTING MANUAL

That –

(a) pursuant to Rules 906(1)(a) and 1014(2) of the Listing Manual, approval be and is hereby given, for the Company to enter into the Proposed Acquisition pursuant to the terms and conditions of the APA, the principal terms of which are set out in the Circular; and

(b) the Directors and/or any of them be and are hereby authorised and empowered to approve, complete and do all such acts and things (including approving, modifying, ratifying, signing, sealing, executing and delivering all such agreements, contracts, documents, notices, deeds or instruments as may be required) as they and/or he may consider expedient, desirable or necessary or in the interests of the Company to give effect to the matters considered in this Ordinary Resolution.

ORDINARY RESOLUTION 2:

THE PROPOSED DIVERSIFICATION

(a) the diversification by the Company and its subsidiaries of its core business to include the Target Business that involve activities as set out in Section 3 of the Circular and any other activities relating to the Proposed Diversification into the Target Business be and is hereby approved; and

(b) the Directors and/or any of them be and are hereby authorised and empowered to approve, complete and do all such acts and things (including approving, modifying, ratifying, signing, sealing, executing and delivering all such agreements, contracts, documents, notices, deeds or instruments as may be required) as they and/or he may consider expedient, desirable or necessary or in the interests of the Company to give effect to the matters considered in this Ordinary Resolution.

BY ORDER OF THE BOARD
BROOK CROMPTON HOLDINGS LTD.

KNUT UNGER
LEAD INDEPENDENT DIRECTOR

15 June 2022

Notes:

Important Notice to Shareholders regarding the Conduct of the Company's EGM

1. Alternative arrangements relating to, among others, attendance, submission of questions (via real-time electronic communication or in advance) and/or voting (via real-time electronic voting or by proxy) at the EGM of the Company to be held on Thursday, 30 June 2022 at 2.30 p.m. (the "**Meeting**" or "**EGM**") are set out in this Notice of EGM uploaded on SGXNet and the Company's website. The Notice of EGM may be accessed at the URLs https://www.sgx.com/securities/company-announcements, https://www.brookcromptonholdings.com and https://conveneagm.com/sg/brookcromptonegm.

   In particular, as part of the Company's efforts to minimise the risk of community spread of COVID-19, the Meeting will be held by way of electronic means pursuant to Part 4 of the COVID-19 (Temporary Measures) Act 2020 and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (as amended from time to time). Members **will not** be able to attend the Meeting in person.

   Alternative arrangements have been put in place to allow members to participate at the EGM by:

   (a) observing the proceedings of the EGM via a "live" webcast ("**LIVE WEBCAST**") or listening to these proceedings through a "live" audio feed ("**AUDIO ONLY MEANS**");
   (b) submitting questions relating to the resolution to be tabled at the EGM in advance of the EGM;
   (c) submitting text-based questions during the LIVE WEBCAST of the EGM;
   (d) appointing proxy(ies) to attend and vote on their behalf at the EGM; and
   (e) participating in the live voting during the LIVE WEBCAST and AUDIO ONLY MEANS of the EGM.

2. Registration for the EGM

   In order to do so, a member of the Company who wishes to watch the LIVE WEBCAST or listen via the AUDIO ONLY MEANS must register by **2.30 p.m. on 27 June 2022** (being not less than seventy-two (72) hours before the time appointed for holding the Meeting) ("**Registration Deadline**"), at the URL https://conveneagm.com/sg/brookcromptonegm (the "**BCHL EGM Website**"), for the Company to authenticate his/her/its status as member.

   Please note that members of the Company may access the URL https://conveneagm.com/sg/brookcromptonegm for registration from 15 June 2022 onwards.

   Following successful authentication of his/her/its status as members of the Company, authenticated members of the Company will receive email instructions ("**Confirmation Email**") on how to access the LIVE WEBCAST and AUDIO ONLY MEANS to observe the proceedings of the Meeting, by **2.30 p.m. on 29 June 2022**. Members who have registered by the Registration Deadline but do not receive the Confirmation Email by **5.00 p.m. on 29 June 2022** may contact the Company for assistance email **mgt@brookcromptonholdings.com**.

3. Submission of Questions

   Members who registered and have been authenticated as members of the Company will be able to ask questions relating to the resolution to be tabled for approval at the Meeting during the Meeting by submitting text or video question via the "Q&A" window/ tab and then clicking "Ask a Question" to input queries in the questions text box. The Company will endeavour to respond to such queries during the Meeting as far as reasonably practicable.

   Members are also encouraged to submit questions relating to the resolution to be tabled for approval at the Meeting in advance of the Meeting. To do so, all questions must be submitted by 5.00 p.m. on 22 June 2022 through either one of the following means:

   (a) via the BCHL EGM Website;
   (b) in physical copy by depositing the same at the registered office of the Company at 19 Keppel Road, #08-01 Jit Poh Building, Singapore 089058; or

(c) via email to mgt@brookcromptonholdings.com.

After the cut-off date for the submission of questions, any subsequent substantial and relevant clarifications sought or follow-up questions will be addressed at the Meeting.

The Board will endeavour to address all substantial and relevant questions submitted in advance of the Meeting by publishing the responses to such questions on SGXNet and the Company's website at https://www.brookcromptonholdings.com, by 24 June 2022 (after trading hours) (being not less than forty-eight (48) hours prior to the closing date and time for the lodgement of the proxy forms).

Minutes of the Meeting will be published on SGXNet and the Company's website at https://www.brookcromptonholdings.com, and the minutes would include the responses to the substantial and relevant questions addressed at the Meeting.

4. Voting

Due to the current COVID-19 restriction orders in Singapore, a member of the Company will not be able to attend the Meeting in person. If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the Meeting, he/she/it may cast his/her/its votes remotely in real time via electronic means.

As an alternative to the aforesaid real-time electronic voting, members may appoint a proxy or proxies to vote on his/her/its behalf at the Meeting.

A member entitled to attend and vote at the EGM (who is not a relevant intermediary as defined in Section 181 of the Companies Act 1967) is entitled to appoint one or two proxies to attend and vote in his/her/its stead. Where a member appoints more than one proxy, the appointments shall be invalid unless he/she/it specifies the proportion of his/her/its shareholding (expressed as a percentage of the whole) to be represented by each proxy.

A member who is a relevant intermediary entitled to attend and vote at the EGM is entitled to appoint more than one proxy to attend and vote instead of the member, 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 one proxy, it should annex to the Proxy Form the list of proxies, setting out, in respect of each proxy, the name, address, email address, NRIC/Passport Number and proportion of shareholding (number of Shares and percentage) in relation to which each proxy has been appointed. For the avoidance of doubt, a CPF Agent Bank/SRS Operator who intends to appoint CPF/SRS investors as its proxies shall comply with this note to the Notice of EGM. The appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed in the Proxy Form.

Members may also vote at the EGM by appointing the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the Meeting. In appointing the Chairman of the Meeting as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid.

In addition, a member of the Company who holds his/her shares through a Relevant Intermediary* (including CPFIS Members or SRS investors):

a) may vote live via electronic means at the EGM if they are appointed as proxies by their respective CPF Agent Banks/ SRS Operators, and should contact their respective CPF Agent Banks/SRS Operators if they have questions regarding their appointment as proxies; or

b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks/SRS Operators no later than 2.30 p.m. on 21 June 2022 (being seven (7) working days before the Meeting).

The proxy form for the Meeting is made available with this Notice of EGM on SGXNet at the URL https://www.sgx.com/securities/company-announcements on the same day and can be accessed at the Company's website at the URL https://www.brookcromptonholdings.com and https://conveneagm.com/sg/brookcromptonegm.

5. A proxy need not be a member of the Company. The Chairman of the Meeting, as proxy, need not be a member of the Company.

6. The Proxy form must be submitted through any one of the following means:

a) via the BCHL EGM Website in the electronic format accessible on the BCHL EGM Website; or
b) by depositing a physical copy at the registered office of the Company at 19 Keppel Road, #08-01 Jit Poh Building, Singapore 089058; or
c) by sending a scanned PDF copy by email to mgt@brookcromptonholdings.com,

in either case, by 2.30 p.m. on 28 June 2022 (being not less than forty-eight (48) hours before the time appointed for holding the Meeting) (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members of the Company to submit completed proxy forms by post, members of the Company are strongly encouraged to submit completed proxy forms electronically via email.

7. In the case of submission of the Proxy Form other than via the BCHL EGM Website, the Proxy Form must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed under its common seal or under the hand of its officer or attorney duly authorised. Where the Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.

8. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed, 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 (such as in the case where the appointor submits more than one instrument appointing a proxy or proxies).

9. In the case of a member of the Company whose shares are entered against his/her name in the Depository Register, the Company may reject any Proxy Form if the member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the EGM, as certified by CDP to the Company.

*A Relevant Intermediary is:

(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; or
(b) a person holding a capital markets services licence to provide custodial services 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 that subsidiary legislation.

Personal Data Privacy:

By (a) submitting an instrument appointing a proxy or proxies to vote at the Meeting and/or any adjournment thereof, or (b) submitting details for the registration to observe the proceedings of the Meeting via LIVE WEBCAST or AUDIO ONLY MEANS, or (c) submitting any questions prior to the Meeting or raising any questions during the Meeting in accordance with this Notice of EGM, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

(i) processing and administration by the Company (or its agents) of proxy forms appointing a proxy or proxies for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Meeting (including any adjournment thereof);

(ii) processing of the registration for purpose of granting access to members (or their corporate representatives in the case of members which are legal entities) to the LIVE WEBCAST or AUDIO ONLY MEANS to observe the proceedings of the Meeting and providing them with any technical assistance where necessary;

(iii) addressing relevant and substantial questions from members received before or during the Meeting and if necessary, following up with the relevant members in relation to such questions;

(iv) preparation and compilation of the attendance list, proxy lists, minutes and other documents relating to the Meeting (including any adjournment thereof); and

(v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.

Photographic, sound and/or video recordings of the Meeting may be made by the Company for record keeping and to ensure the accuracy of the minutes to be prepared for the Meeting. Accordingly, the personal data of a member of the Company (such as his name, his presence at the Meeting and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.