

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 : 23 June 2020, Tuesday at 2.00 p.m.

Mode of Meeting : By way of electronic means

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

On behalf of the Board of Directors of the Company (“Board”), Mr Pang Xinyuan (“Mr Pang” or “Chairman”), the 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 (BDO LLP, Singapore), share registrar and scrutineers. And 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 AUDIO MEANS 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 08 June 2020 had been released on the SGXNet on 08 June 2020, 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 how they wished their votes to be casted. 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 by 20 June 2020. Chairman informed that the Company had received several questions from the Shareholders in respect of the Company's annual report for the financial year ended 31 December 2019 ("Annual Report 2019"). The Company had addressed the questions through publication made on the SGXNet on 22 June 2020.

Chairman then 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 2019 together with the Directors' Statement and the Auditor's Report thereon.

Chairman informed the Meeting that a copy of the Annual Report 2019 (comprising the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Auditor's Report thereon), which had been released on SGXNet and posted on the Company's corporate website on 08 June 2020, shall be taken as read.

The motion was proposed by the Chairman and seconded by Dr Unger (Shareholder):-

"That the Audited Financial Statements of the Company for the financial year ended 31 December 2019 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 2019

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 2019. If approved, the dividend would be paid on 30 July 2020 to Shareholders whose names are registered as at the record date of 20 July 2020.

The motion was proposed by the Chairman and seconded by Dr Unger (Shareholder):-

"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 2019 be approved."

Ordinary Resolution 3 – Payment of Directors' fees of up to S\$100,000 for the financial year ending 31 December 2020 (FY2019: 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 2020.

The motion was proposed by Chairman and seconded by Ms Joyce Ho (Shareholder) who had agreed to have her name recorded:-

“That the payment of Directors’ fees of up to S\$100,000 for the financial year ending 31 December 2020 be approved.”

Ordinary Resolution 4 – Re-election of Mr Pang Xinyuan as a Director of the Company

Chairman informed Shareholders that he would like to hand over the chair of the Meeting to Mr Chao as he was the subject of this proposed resolution.

Mr Chao took over the Chair and informed the Meeting that in accordance with Article 104 of the Company’s Constitution, Mr Pang would have to retire from the office of Director at the close of this Meeting. Being eligible, he had offered himself for re-election.

Mr Pang, if re-elected, would remain as the Non-Executive Chairman of the Board and a member of the Audit Committee, Nominating Committee and Remuneration Committee.

The motion was proposed by Mr Chao, Chairman of the Meeting for this agenda item and seconded by Dr Unger (Shareholder):-

“That Mr Pang Xinyuan be and is hereby re-elected as a Director of the Company.”

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

Ordinary Resolution 5 – Re-appointment of Messrs BDO 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 BDO LLP as the Company’s Auditors for the financial year ending 31 December 2020 and to authorise the Directors to fix their remuneration.

The motion was proposed by Chairman and seconded by Dr Unger (Shareholder):-

“That the re-appointment of Messrs BDO LLP as auditors of the Company for the financial year ending 31 December 2020 be hereby approved and that the Directors be authorised to fix their remuneration.”

SPECIAL BUSINESS

Ordinary Resolution 6 – Seeking Approval of the 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 as he was the one of the interested parties.

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 08 June 2020 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 motion was proposed by Mr Chao, Chairman of the Meeting for this agenda item and seconded by Dr Unger (Shareholder):-

“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 08 June 2020 (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”.

DECLARATION OF POLL RESULTS

Chairman then proceeded to declare the poll results which had been counted verified by the Scrutineer. 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	23,464,319	23,464,319	100%	0	0%
Resolution 2	23,464,319	23,464,319	100%	0	0%
Resolution 3	23,464,319	23,464,319	100%	0	0%
Resolution 4	23,464,319	23,464,319	100%	0	0%
Resolution 5	23,464,319	23,464,319	100%	0	0%
Resolution 6	24,800	24,800	100%	0	0%

CLOSE OF MEETING

Chairman informed 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 2.15pm.

Confirmed as a correct record of proceedings

- signed -

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 AUDIO ONLY MEANS

Board of Directors

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

Management

- | | |
|---------------|--------------------------------------|
| Richard Eason | - Chief Executive Officer |
| Ms Shavy Kwan | - Finance and Administration Manager |

Company Secretary

Ang Siew Koon

Professionals

- | | |
|----------------------------------|--|
| Independent Auditor - William Ng | - BDO LLP |
| Share registrar – Farhan Razali | - Tricor Barbinder Share Registration Services |
| Scrutineer- 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 AUDIO ONLY MEANS will not be published in this set of minutes.