

**CIRCULAR DATED 15 NOVEMBER 2016**

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**This Circular is issued by Brook Crompton Holdings Ltd. (the “Company”). If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.**

If you have sold or transferred all your shares in the capital of the Company, you should immediately forward this Circular, the enclosed Notice of Extraordinary General Meeting and the Proxy Form to the purchaser or to the bank, stockbroker or other agent through whom you effected the sale for onward transmission to the purchaser.

Your attention is drawn to page 6 of this Circular in respect of actions to be taken if you wish to attend and vote at the Extraordinary General Meeting.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this Circular.



## **BROOK CROMPTON HOLDINGS LTD.**

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 194700172G)

**CIRCULAR TO SHAREHOLDERS**

**IN RELATION TO**

**THE PROPOSED CHANGE OF AUDITORS**

### **IMPORTANT DATES AND TIMES**

Last date and time for lodgement of Proxy Form	:	28 November 2016 at 9:00 a.m.
Date and time of Extraordinary General Meeting	:	30 November 2016 at 9:00 a.m.
Place of Extraordinary General Meeting	:	10 Anson Road #36-05A, International Plaza Singapore 079903

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## DEFINITIONS

For the purpose of this Circular, the following definitions apply throughout unless the context otherwise requires or is otherwise stated:

<b>“ACRA”</b>	:	The Accounting and Corporate Regulatory Authority
<b>“Act”</b>	:	Companies Act (Chapter 50 of Singapore) as amended from time to time and any statutory modification or re-enactment thereof for the time being in force
<b>“ATB”</b>	:	ATB Austria Antriebstechnik AG
<b>“Audit Committee”</b>	:	The audit committee of the Company
<b>“Auditors”</b>	:	The auditors of the Company for the time being
<b>“Board”</b>	:	The board of Directors
<b>“BDO Austria”</b>	:	Messrs BDO Austria GmbH Wirtschaftsprüfungs-und Steuerberatungsgesellschaft
<b>“BDO SG”</b>	:	Messrs BDO LLP, registered in Singapore
<b>“CDP”</b>	:	The Central Depository (Pte) Limited
<b>“Company”</b>	:	Brook Crompton Holdings Ltd.
<b>“Directors”</b>	:	The directors of the Company for the time being
<b>“EGM”</b>	:	The extraordinary general meeting of the Company to be convened on 30 November 2016, notice of which is set out on page 9 of this Circular
<b>“Group”</b>	:	The Company and its subsidiaries
<b>“KPMG SG”</b>	:	Messrs KPMG LLP, registered in Singapore
<b>“Listing Manual”</b>	:	The listing manual of the SGX-ST, as amended or modified from time to time
<b>“Proposed Change of Auditors”</b>	:	The proposed change of auditors of the Company from KPMG SG to BDO SG
<b>“Securities Account”</b>	:	A securities account maintained by a Depositor with CDP but does not include a securities sub-account
<b>“SFA”</b>	:	Securities and Futures Act (Chapter 289 of Singapore) as amended from time to time and any statutory modification or re-enactment thereof for the time being in force
<b>“SGX-ST”</b>	:	Singapore Exchange Securities Trading Limited

- “Shareholders”** : Registered holders of Shares except that where the registered holder is CDP, the term **“Shareholders”** shall, in relation to such Shares, mean the Depositors into whose Securities Accounts those Shares are credited
- “Shares”** : Ordinary shares in the capital of the Company
- “Wolong”** : Wolong Holding Group GmbH

The terms **“Depositor”**, **“Depository Agent”** and **“Depository Register”** shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall include corporations.

Any reference in this Circular to any enactment is a reference to that enactment for the time being amended or re-enacted. Any word defined under the Act, the SFA, the Listing Manual or any modification thereof and used in this Circular shall have the same meaning assigned to it under the Act, the Listing Manual or any modification thereof, as the case may be.

Any reference to a time of day in this Circular shall be a reference to Singapore time unless otherwise stated.

# **BROOK CROMPTON HOLDINGS LTD.**

Company Registration No: 194700172G  
(Incorporated in the Republic of Singapore)

## **Directors:**

Pang Xinyuan (Non-Independent and Non-Executive Director and Chairman)  
Chen Yingzhu (Executive Director and Chief Executive Officer)  
Knut Unger (Independent Director)  
Chao Mun Leong (Independent Director)

## **Registered office:**

19 Keppel Road  
#08-01 Jit Poh Building  
Singapore 089058

15 November 2016

To: The Shareholders of Brook Crompton Holdings Ltd.

Dear Sir/Madam

## **THE PROPOSED CHANGE OF AUDITORS**

### **1. INTRODUCTION**

The Directors are proposing to convene an EGM to seek Shareholders' approval for the Proposed Change of Auditors. The purpose of this Circular is to provide Shareholders with the relevant information pertaining to the Proposed Change of Auditors and to seek Shareholders' approval for the resolution relating to the same at the EGM.

The notice of the EGM is set out on page 9 of this Circular.

The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this Circular. If any Shareholder is in any doubt as to the action he should take, he should consult his stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

### **2. THE PROPOSED CHANGE OF AUDITORS**

The Company's current auditors, KPMG SG, have been auditors of the Group since 13 December 2012.

#### **2.1 Reasons for the Proposed Change of Auditors**

ATB, a company formed in Austria, is a majority shareholder of the Company holding 66.1% of its shares. ATB is also a wholly-owned subsidiary of Wolong. Both ATB and Wolong have engaged BDO Austria as their auditor. In connection with the change of auditors of ATB, the Company has received the nomination of BDO SG, as the Auditors in place of KPMG SG, as it is more efficient from a reporting perspective for ATB and the Group to use auditors from the same member firm.

In connection with the above, the Company had, on 24 October 2016, received a notice from KPMG SG, informing the Company of its application to ACRA to resign as the Auditors of the Company.

On 7 November 2016, KPMG SG received a letter from ACRA approving KPMG SG's resignation as Auditors. On 9 November 2016, the Company received the resignation letter from KPMG SG dated 8 November 2016 stating the reason for its resignation as Auditors, a copy of which is attached as Appendix A to this Circular. BDO SG has given its consent to act as Auditors by way of a letter dated 8 November 2016, subject to the approval of the Shareholders at the EGM.

The resignation of KPMG SG will only take effect upon the appointment of BDO SG, which will be effective upon the approval of Shareholders being obtained at the EGM. Upon the appointment, BDO SG will hold office until the conclusion of the next annual general meeting of the Company.

## **2.2 Opinion of the Directors and Audit Committee**

The Directors and the Audit Committee have considered various factors, including the adequacy of the resources of BDO SG, their experience and audit engagement partner assigned to the audit, BDO SG's other audit engagements, the size and complexity of the Group, the number and experience of supervisory and professional staff assigned to the audit of the Group, and are of the opinion that BDO SG will be able to meet the audit requirements of the Group and that Rule 712 of the Listing Manual will be complied with.

The Directors have confirmed that there are no circumstances connected with the Proposed Change of Auditors that are required to be brought to the attention of the Shareholders.

## **2.3 Confirmation from Outgoing Auditors**

In accordance with the requirements of Rule 1203(5) of the Listing Manual, KPMG SG have confirmed that they are not aware of any professional reasons why BDO SG should not accept appointment as Auditors.

## **2.4 Confirmation from the Company**

In accordance with the requirements of Rule 1203(5) of the Listing Manual, the Company confirms that:

- (a) there were no disagreements with KPMG SG on accounting treatments within the last 12 months;
- (b) it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders;
- (c) the specific reasons for the Proposed Change of Auditors are disclosed in Section 2.1 above;
- (d) it will comply with Rule 712 of the Listing Manual in relation to the Proposed Change of Auditors; and
- (e) it will comply with Rule 715 of the Listing Manual in relation to the Proposed Change of Auditors as the Company, its Singapore-incorporated subsidiaries and significant associated companies (as applicable) will be audited by the same auditing firm, being BDO SG.

### **3. ABOUT BDO SG**

BDO SG is part of the international BDO network of independent member firms, the world's 5th largest accounting and consulting network. Their global network has over 1,400 offices in 154 countries with a combined professional staff of 64,500 providing business advisory services throughout the world. BDO SG is a medium sized accounting practice in Singapore with more than 400 staff.

The services provided by BDO SG include audit and assurance, business advisory, taxation, consulting and corporate advisory services. BDO SG is also the external or internal auditor of several publicly listed companies which are in a broad range of industries such as shipping, manufacturing, construction, food and beverage, palm oil plantations, oil and gas, trading, electronics, education and food processing.

Mr. William Ng Wee Liang ("**Mr. William Ng**"), with more than 15 years of audit experience, is the designated lead audit engagement partner of the Company. Mr. William Ng has extensive experience in audit engagements of listed companies, multinational corporations and growth enterprises in diverse industries including consumer business, engineering and construction, logistics and transportation, manufacturing, property development, shipping, food and beverage, trading and retail. Mr. William Ng's portfolio of publicly listed companies includes those with significant overseas operations in the People's Republic of China, Hong Kong, United States of America, Canada, Germany, Poland, United Kingdom, Australia, Indonesia and Malaysia. Mr. William Ng is a practising member of the Institute of Singapore Chartered Accountants and is a member of its Financial Statements Review Committee.

### **4. DIRECTORS' RECOMMENDATION**

Having considered the rationale and benefit of the Proposed Change of Auditors, the Directors are of the opinion that the Proposed Change of Auditors is in the best interests of the Company. Accordingly, the Directors recommend that the Shareholders vote in favour of the Ordinary Resolution to be proposed at the EGM.

### **5. AUDIT COMMITTEE'S STATEMENT**

The Audit Committee has reviewed the Proposed Change of Auditors and recommends the Proposed Change of Auditors, having satisfied itself of the suitability of BDO SG and ensuring compliance with the Listing Manual.

### **6. EXTRAORDINARY GENERAL MEETING**

The EGM, notice of which is set out on page 9 of this Circular, is being convened at 10 Anson Road, #36-05A, International Plaza, Singapore 079903 on 30 November 2016 at 9:00 a.m., for the purpose of considering and, if thought fit, passing with or without any modification the Ordinary Resolution set out in the Notice of EGM.

### **7. ACTION TO BE TAKEN BY SHAREHOLDERS**

Shareholders who are unable to attend the EGM and wish to appoint a proxy to attend and vote on their behalf should sign and return the Proxy Form attached to the Notice of EGM in accordance with the instructions printed thereon as soon as possible and in any event, so as to reach the registered office of the Company at 19 Keppel Road #08-01 Jit Poh Building Singapore 089058, not later than 48 hours before the time fixed for the EGM. The completion and sending of the proxy form by a Shareholder will not preclude him from attending and voting in person at the EGM in place of his proxy if he wishes to do so.

A Depositor shall not be regarded as a Shareholder entitled to attend the EGM and to speak and vote thereat unless he is shown to have Shares entered against his name in the Depository Register, as certified by the CDP, as at 72 hours before the EGM.

## **8. DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Change of Auditors and the Group, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

## **9. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the registered office of the Company at 19 Keppel Road #08-01 Jit Poh Building Singapore 089058 during normal business hours on any weekday (public holidays excepted) from the date of this Circular up to and including the date of the EGM:

- (a) the Constitution of the Company;
- (b) the notice of resignation as Auditors dated 8 November 2016 from KPMG SG;
- (c) the letter of consent to act as Auditors dated 8 November 2016 from BDO SG; and
- (d) the professional clearance letter issued by KPMG SG to BDO SG dated 8 November 2016.

Yours faithfully

For and on behalf of the Board of Directors

**Brook Crompton Holdings Ltd.**

**Chen Yingzhu**

Chief Executive Officer and Executive Director



## APPENDIX A

### RESIGNATION LETTER



KPMG LLP  
16 Raffles Quay #22-00  
Hong Leong Building  
Singapore 048581

Telephone +65 6213 3388  
Fax +65 6225 0884  
Internet kpmg.com.sg

**Private and confidential**  
Brook Crompton Holdings Ltd  
19 Keppel Road #08-01  
Jit Poh Building  
Singapore 089058

Our ref JES/LYG

Contact Jeya Poh Wan Suppiah  
(+65 6213 2413)

Attention: Ms Chen Yingzhu

8 November 2016

Dear Sirs

**Brook Crompton Holdings Ltd**  
**Brook Crompton Asia Pacific Pte Ltd.**  
**Resignation as auditors**

We acknowledge receipt of your letter dated 12 October 2016 and we hereby tender our resignation as auditors of Brook Crompton Holdings Ltd and Brook Crompton Asia Pacific Pte Ltd on the request of the directors of the Company.

Our resignation will only take effect upon the approval by the shareholders at the company's upcoming EGM.

Yours faithfully

Jeya Poh Wan Suppiah  
Partner

# BROOK CROMPTON HOLDINGS LTD.

Company Registration No: 194700172G  
(Incorporated in the Republic of Singapore)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“**EGM**”) of the shareholders of Brook Crompton Holdings Ltd. (the “**Company**”) will be held at 10 Anson Road, #36-05A, International Plaza, Singapore 079903 on 30 November 2016 at 9:00 a.m. for the purpose of considering and, if thought fit, passing the following ordinary resolution with or without any modifications:

### ORDINARY RESOLUTION

**THAT** the resignation of Messrs KPMG LLP, registered in Singapore, as auditors of the Company be and is hereby accepted; and in place thereof, Messrs BDO LLP, registered in Singapore, having consented to act, be and is hereby appointed as auditors of the Company to hold office until the conclusion of the next Annual General Meeting at a fee to be agreed between the Directors of the Company and Messrs BDO LLP.

By Order of the Board

**Chen Yingzhu**

Chief Executive Officer and Executive Director

Singapore, 15 November 2016

**IMPORTANT** Please read notes below:

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#### **Notes**

1. A member of the Company, who is entitled to attend and vote at the EGM and is not a relevant intermediary (which has the meaning ascribed to it in Section 181(6) of the Companies Act, Chapter 50 of Singapore), is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Such proxy need not be a member of the Company.
2. A member of the Company, who is entitled to attend and vote at the EGM and is a relevant intermediary, is entitled to appoint more than two (2) proxies to attend and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member (which number and class of shares shall be specified).
3. The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under that corporation’s common seal or under the hand of its attorney or duly authorised officer.
4. The instrument appointing proxy or proxies, together with the power of attorney or other authority (if any) under which it is signed, or notarially certified copy thereof, must be deposited at the registered office of the Company at 19 Keppel Road #08-01 Jit Poh Building Singapore 089058 not later than 48 hours before the time set for the EGM.

#### **Personal data privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company:

1. 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendances lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agent) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”);
2. 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; and
3. 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.

# BROOK CROMPTON HOLDINGS LTD.

(Incorporated in the Republic of Singapore)  
Company Registration No. 194700172G

## PROXY FORM

### FOR EXTRAORDINARY GENERAL MEETING

#### IMPORTANT

1. For investors who have used their CPF monies to buy Shares, this Circular is forwarded to them at the request of their CPF Approved Nominees and is sent solely FOR INFORMATION ONLY.
2. This Proxy Form is not valid for use by CPF Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. CPF Investors who wish to vote should contact their CPF Approved Nominees.

I/We \_\_\_\_\_ (Name)

\_\_\_\_\_ (\*NRIC/Passport No./Company Registration No.)

of \_\_\_\_\_ (Address)

being a member(s) of **Brook Crompton Holdings Ltd.** (the "**Company**") hereby appoint:

Name	NRIC/Passport No.	Proportion of shareholdings	
		No. of Shares	(%)
Address			

and/or (delete as appropriate)

Name	NRIC/Passport No.	Proportion of shareholdings	
		No. of Shares	(%)
Address			

*For a relevant intermediary (which has the meaning ascribed to it in Section 181(6) of the Companies Act, Chapter 50 of Singapore), please annex, to this proxy form, the additional list(s) of proxies (as required) setting out the complete information as set out in the immediately preceding boxes above in respect of each proxy. See the Notes to this proxy form on the reverse for more information.*

or failing \*him/her, the Chairman of the Extraordinary General Meeting ("**EGM**") as \*my/our proxy/proxies to attend and to vote for me/us on my/our behalf at the EGM of the Company to be held at 10 Anson Road, #36-05A, International Plaza, Singapore 079903 on 30 November 2016 at 9:00 a.m. and at any adjournment thereof.

I/We direct \*my/our proxy/proxies to vote for or against the Ordinary Resolution to be proposed at the EGM as indicated with an "X" hereunder. If no specific direction as to voting is given, the \*proxy/proxies will vote or abstain from voting at \*his/their discretion, as \*he/they will on any other matter arising at the EGM and at any adjournment thereof.

Ordinary Resolution	For	Against
Approval for the Proposed Change of Auditors		

(Please indicate with a cross [X] in the space provided whether you wish your vote to be cast for or against the Ordinary Resolution as set out in the Notice of the EGM. Alternatively, if you wish to exercise your votes both "For" and "Against" the Ordinary Resolution, please insert the relevant number of ordinary shares in the boxes provided.)

\*delete accordingly

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2016

	Total number of Shares Held
CDP Register	
Register of Members	

\_\_\_\_\_  
Signature (s) of Member(s) or Common Seal of  
Corporate Shareholder

**IMPORTANT: PLEASE READ NOTES OVERLEAF**

**Notes:**

1. A member of the Company, who is entitled to attend and vote at the EGM and is not a relevant intermediary (which has the meaning ascribed to it in Section 181(6) of the Companies Act, Chapter 50 of Singapore), is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Such proxy need not be a member of the Company.
2. Where a member of the Company appoints two (2) proxies, he shall specify the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each such proxy.
3. A member of the Company, who is entitled to attend and vote at the EGM and is a relevant intermediary, is entitled to appoint more than two (2) proxies to attend and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such relevant intermediary's proxy form appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form. In relation to a relevant intermediary who wishes to appoint more than two proxies, please annex, to the proxy form, the list(s) of proxies, setting out, in respect of each proxy, the name, address, NRIC/passport number, class of shares and number of shares in relation to which the proxy has been appointed.
4. The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under that corporation's common seal or under the hand of its attorney or duly authorised officer.
5. A corporation which is a member of the Company may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with its Articles of Association forming part of the Constitution of the Company and Section 179 of the Companies Act (Chapter 50 of Singapore).
6. The instrument appointing proxy or proxies, together with the power of attorney or other authority (if any) under which it is signed, or notarially certified copy thereof, must be deposited at the registered office of the Company at 19 Keppel Road #08-01 Jit Poh Building Singapore 089058 not later than 48 hours before the time set for the EGM.
7. A member should insert the total number of Shares held. If the member has Shares entered against his name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore), he should insert that number of Shares. If the member has Shares registered in his name in the Register of Members of the Company, he should insert that number of Shares. If the member has Shares entered against his name in the Depository Register and Shares registered in his name in the Register of Members of the Company, he should insert the aggregate number of Shares. If no number of Shares is inserted, this form of proxy will be deemed to relate to all the Shares held by the member of the Company.
8. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or 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. In addition, in the case of members of the Company whose Shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if such members are not shown to have Shares entered against their names in the Depository Register 72 hours before the time set for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.
9. A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register 72 hours before the time set for holding the EGM.

**Personal data privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company:

1. 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendances lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agent) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**");
2. 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; and
3. 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.