
NOTICE OF EXTRAORDINARY GENERAL MEETING

BRITISH AND MALAYAN HOLDINGS LIMITED

(Company Registration Number: 201632914Z)

(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of British and Malayan Holdings Limited (the “**Company**”) will be held by way of electronic means on 21 October 2022 at 3.00 p.m. (or soon thereafter following the conclusion of the Annual General Meeting of the Company to be held at 2.30 p.m. on the same day by way of electronic means) for the purpose of considering and, if thought fit, passing (with or without any modification), the following resolution:

*All capitalised terms used in this Notice of EGM which are not defined herein shall, unless the context otherwise requires, have the same meanings ascribed to them in the circular issued by the Company to the Shareholders dated 6 October 2022 (the “**Circular**”).*

ORDINARY RESOLUTION

THE PROPOSED DISPOSAL OF THE PROPERTY LOCATED AT 1 COLEMAN STREET, #08-01 THE ADELPHI, SINGAPORE 179803

THAT:

- (a) for the purposes of Chapter 10 of the Listing Manual and section 160 of the Companies Act, approval be and is hereby given for the disposal by BMT of the Sale Property to the Purchaser for the Sale Consideration and all transactions in relation thereto, on the terms and subject to the conditions set out in the Option;
- (b) the Directors and/or any one of them be and is/are hereby authorised and empowered to approve, complete and do all such acts and things (including without limitation, to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as he or they may consider expedient, desirable or necessary or in the interests of the Company to give effect to the Proposed Disposal and this resolution, and the transactions contemplated by the Proposed Disposal and/or authorised by this resolution; and
- (c) any acts, matters, things and all actions taken, done or performed, and/or documents signed, executed, sealed and/or delivered by any Director of the Company in respect of the matters considered in the Proposed Disposal and this resolution be and are hereby approved, ratified and confirmed as acts of the Company.

BY ORDER OF THE BOARD

Colin Lee Yung Shih

Non-Independent Non-Executive Chairman

6 October 2022

Notes:

1. The EGM is being convened, and will be held, by way of electronic means pursuant to First Schedule of the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. The Company will not be arranging for a physical meeting, and members of the Company will not be able to attend the EGM in person.

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2. Printed copies of the Notice of EGM, this Circular and the Proxy Form will NOT be sent to members. Instead, the Notice of EGM, this Circular and the Proxy Form will be made available to members by electronic means via publication on SGXNET and the Company's corporate website at the URL <https://www.bmtrust.com/>.
3. The Company is arranging for a live webcast and live audio feed of the EGM proceedings (the "**Live EGM Webcast**" or "**Live EGM Audio Feed**") which will take place on Friday, 21 October 2022 at 3.00 p.m. (or soon thereafter following the conclusion of the Annual General Meeting of the Company to be held at 2.30 p.m. on the same day by way of electronic means) in place of the physical EGM. Members will be able to watch or listen to the EGM proceedings through the Live EGM Webcast or the Live EGM Audio Feed. Alternative arrangements have been put in place to allow members to participate in the EGM by:
 - (a) observing the proceedings of the EGM via Live EGM Webcast or Live EGM Audio Feed;
 - (b) submitting questions relating to the resolutions 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 EGM Webcast or Live EGM Audio Feed.
4. Members may watch or listen to the EGM proceedings through the Live EGM Webcast or the Live EGM Audio Feed. To do so, members will need to pre-register at <https://conveneagm.com/sg/bmhagm2022> (the "**Registration Link**") by 3.00 p.m. on 18 October 2022 (the "**Registration Deadline**") to enable the Company to verify their status. Following verification, authenticated members will receive an email by 5.00 p.m. on 19 October 2022 and will be able to access the Live EGM Webcast or the Live EGM Audio Feed of the EGM proceedings on the day of the meeting via the Registration Link using their login credentials created during the pre-registration process. Members must not share their login credentials to other persons who are not members of the Company and who are not entitled to attend the EGM. This is also to avoid any technical disruptions or overload to the Live EGM Webcast or the Live EGM Audio Feed. Members who have registered by the Registration Deadline but did not receive an email response by 5.00 p.m. on 19 October 2022 may contact the Company by email to angela.ho@bmtrust.com or jacqueline.teo@bmtrust.com.
5. Members can submit questions in advance relating to the businesses of the EGM (a) in hard copy by post, to be deposited at the registered office of the Company at 1 Coleman Street, #08-01 The Adelphi, Singapore 179803, (b) via electronic mail to angela.ho@bmtrust.com or jacqueline.teo@bmtrust.com, or (c) via the Registration Link. All questions by the members must be submitted by 11.59 p.m. on 13 October 2022. For verification purposes, members who wish to submit their questions by email are required to indicate their full name (for individuals)/company name (for corporate), NRIC/Passport No./Company Registration number, email address, contact number, shareholding type and number of shares held together with their submission of questions, to the email(s) provided.

The Company will endeavour to address questions on SGXNET and the Company's website which are substantial and relevant on or before 15 October 2022 (being not less than 48 hours prior to the closing date and time for the lodgement of Proxy Forms). The Company will also address any subsequent clarifications sought, or follow-up questions, prior to, or at, the EGM in respect of substantial and relevant matters. The Company will also, within one (1) month after the date of the EGM, publish the minutes of the EGM on SGXNET and the Company's website, and the minutes will include the responses to the questions referred to above.
6. Members who registered and are verified to attend the EGM will be able to ask questions relating to the businesses of the EGM during the EGM by submitting text-based questions via the Live EGM Webcast under the "Q&A" window/tab and then clicking "Ask a Question" to input queries in the questions text box. Where there are substantially similar questions, the Company will consolidate such questions. Consequently, not all questions may be individually addressed. The Company will endeavour to respond to such queries during the EGM as far as reasonably practicable.
7. A member of the Company will not be able to attend the EGM in person. If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it may cast his/her/its votes remotely in real time via electronic means.

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8. 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 EGM.
9. Members (whether individual or corporate) may also vote at the EGM by appointing the Chairman of the EGM as proxy to vote on his/her/its behalf at the EGM. In appointing the Chairman of the EGM as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to his/her/its manner of voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid.
10. 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) 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.

11. Investors who hold shares through relevant intermediaries as defined in Section 181 of the Companies Act, including investors holding shares under the Central Provident Fund Investment Scheme and/or the Supplementary Retirement Scheme ("**CPF/SRS Investors**") may:
 - (a) 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) appoint the Chairman of the EGM 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 3.00 p.m. on 12 October 2022 (being seven (7) working days before the EGM).

Such investors (including CPF/SRS Investors) who wish to participate in the EGM should contact the relevant intermediary through which they hold such Shares as soon as possible in order for the necessary arrangements to be made for their participation in the EGM.

12. A Depositor's name must appear in the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time appointed for holding the Extraordinary General Meeting (i.e., by 3.00 p.m. on 18 October 2022) in order for the Depositor to be entitled to attend, speak and vote at the Extraordinary General Meeting.
13. The instrument appointing a proxy or proxies, duly completed and signed, must be submitted by:
 - (a) mail to the registered office of the Company at 1 Coleman Street #08-01, The Adelphi, Singapore 179803; or
 - (b) electronic mail to angela.ho@bmtrust.com or jacqueline.teo@bmtrust.com,

in either case, by no later than 3.00 p.m. on 18 October 2022, being not less than 72 hours before the time appointed for holding the EGM, and in default the instrument of proxy shall not be treated as valid.

A member who wishes to submit an instrument of proxy must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above. Members are strongly encouraged to submit completed proxy forms electronically via email in view of the current COVID-19 situation.

14. 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.

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15. A corporation which is a member of the Company may authorise by resolutions of its directors or other governing body, such person as it thinks fit to act as its representative at the meeting.
16. The instrument appointing a proxy must be signed by the appointor or his/her attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it shall be executed either under its common seal or under the hand of any officer or attorney duly authorised. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company) shall be attached to the instrument of proxy, failing which the instrument may be treated as invalid.

Important Reminders

Due to the constantly evolving COVID-19 situation, the Company may be required to change its EGM arrangements at short notice. Members are advised to regularly check the Company's website or announcements released on SGXNET for updates on 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:

- (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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 or service providers), 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
- (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.