
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 5 April 2024 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 at Holiday Inn Singapore Atrium, Atrium Ballroom, Level 4, 317 Outram Road, Singapore 169075 on Monday, 29 April 2024, 3:30 p.m. for the purpose of considering and, if thought fit, passing with or without any modifications the following ordinary resolution:-

SPECIAL RESOLUTION:

THE PROPOSED ADOPTION OF THE NEW CONSTITUTION

That –

- (i) the regulations contained in the New Constitution of the Company as set out in Annex B to the Circular be and are hereby approved and adopted as the constitution of the Company in substitution for, and to the exclusion of, the Existing Constitution; and
- (ii) the Directors and each of them 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 New Constitution as such Directors or any of them may deem fit or expedient or to give effect to this special resolution.

BY ORDER OF THE BOARD
BROOK CROMPTON HOLDINGS LTD.

KNUT UNGER
LEAD INDEPENDENT DIRECTOR

5 April 2024

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Notes:

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

1. The EGM will be held in a wholly physical format. There will be no option for shareholders and members to participate virtually.
2. Shareholders and members, including CPF investors and SRS investors, may participate in the EGM by:
 - (a) attending the EGM in person;
 - (b) raising questions at the EGM or submitting questions in advance of the EGM; and/or
 - (c) voting at the EGM (i) themselves; or (ii) through their duly appointed proxy(ies).

For the avoidance of doubt, CPF investors and SRS investors will not be able to appoint third party proxy(ies) (i.e. persons other than the Chairman of the EGM) to vote at the EGM on their behalf.

CPF and SRS investors:

- (a) may vote at the EGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
 - (b) may 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 or SRS Operators to submit their votes by **3:30 p.m. on 22 April 2024**, being seven (7) working days prior to the date of the EGM.
3. Persons who hold shares through relevant intermediaries, other than CPF and SRS investors, and who wish to participate in the EGM by:
 - (a) attending the EGM in person;
 - (b) raising questions at the EGM or submitting questions in advance of the EGM; and/or
 - (c) voting at the EGM (i) themselves; or (ii) appointing the Chairman of the EGM as proxy in respect of the Company's shares held by such relevant intermediary on their behalf,

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.

4. A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her/its behalf at the EGM. Where such member appoints two (2) proxies, the proportion of his shareholding to be represented by each proxy shall be specified in the instrument of proxy. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his name in the Depository Register and any second named proxy as an alternate to the first named.

A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak 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 member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument of proxy.

“**relevant intermediary**” has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore:

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- (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;
 - (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 (“**CPF 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 CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
5. Shareholders and members, including CPF and SRS investors, and (where applicable) duly appointed proxies attending the EGM in person, should bring along your NRIC/passport so as to enable the Company to verify your identity. Shareholders and members are requested to arrive early to facilitate the registration process and are advised not to attend the EGM if they are feeling unwell.
6. A proxy need not be a member of the Company.
7. Shareholders and members may appoint the Chairman of the EGM as proxy but this is not mandatory.
8. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:
- (a) **by post to the registered address of the Company at 19 Keppel Road, #08-01 Jit Poh Building, Singapore 089058;** or
 - (b) **by sending a scanned PDF copy via email to the Company at mgt@brookcromptonholdings.com,**

in each case, by **3:30 p.m. on 27 April 2024**, being not less than forty-eight (48) hours before the time set for holding the EGM.

9. Shareholders’ Questions and Answers

Shareholders and members, including CPF and SRS investors, may submit questions relating to the resolutions to be tabled for approval at the EGM in advance of the EGM in the following manner by **12 April 2024** (at least seven (7) calendar days after the date of the Notice of EGM):

- (a) **by email to mgt@brookcromptonholdings.com;** or
- (b) **by post to the registered address of the Company at 19 Keppel Road, #08-01 Jit Poh Building, Singapore 089058.**

Please state your question(s), your full name, NRIC/passport/company registration number, number of shares held and whether you are a shareholder or a proxy or a corporate representative of a corporate shareholder. All questions without these identification details will not be entertained.

Please note that responses from the Board and management of the Company on substantial and relevant questions received from shareholders and members will be published on the SGXNET at <https://www.sgx.com/securities/company-announcements> prior to the EGM by 2:00 p.m. on 25 April 2024.

We will address any subsequent clarifications sought, or substantial and relevant follow-up questions (which are related to the resolutions to be tabled for approval at the EGM) received after the 12 April 2024 cut-off time at the EGM itself.

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10. **Document for the EGM**

Documents relating to the business of the EGM which include the Letter to Shareholders in relation to the proposed amendment of the Company's Constitution and the accompanying proxy form have been published and may be accessed on SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company's corporate website at <https://brookcromptonholdings/egm-circular/> from 5 April 2024.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting 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 Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) 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 or service providers) 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.