
NOTICE OF EXTRAORDINARY GENERAL MEETING

BROADWAY INDUSTRIAL GROUP LIMITED

(Company Registration Number: 199405266K)

(Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Broadway Industrial Group Limited ("**Company**") will be held by electronic means on **Monday, 28 February 2022** at **3.00 p.m.** (Singapore time) for the purpose of considering and, if thought fit, passing Resolutions 1, 2 and 3 which will be proposed as Ordinary Resolutions and Resolution 4 which will be proposed as a Special Resolution.

*All capitalised terms used in this Notice of EGM which are not defined herein shall have the same meanings ascribed to them in the circular to the shareholders of the Company dated 6 February 2022 (the "**Circular**").*

RESOLUTION 1

ORDINARY RESOLUTION: THE PROPOSED ADOPTION OF THE BIGL SHARE OPTION SCHEME 2022

That:

- (a) a share option scheme to be known as the "BIGL Share Option Scheme 2022" (the "**2022 Scheme**"), particulars of which are set out in the Circular, under which options ("**Options**") may be granted to selected employees of the Group, to subscribe for ordinary shares (the "**Shares**") in the capital of the Company, be and is hereby approved and adopted substantially in the form set out in the rules of the 2022 Scheme;
- (b) the directors of the Company be and are hereby authorised:
 - (i) to establish and administer the 2022 Scheme;
 - (ii) to modify and/or alter the 2022 Scheme at any time and from time to time, provided that such modification and/or alteration is effected in accordance with the provisions of the 2022 Scheme, and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the 2022 Scheme;
 - (iii) to offer and grant Options in accordance with the rules of the 2022 Scheme and pursuant to Section 161 of the Companies Act 1967 of Singapore (the "**Act**"), to allot and issue from time to time such number of fully paid-up Shares as may be required to be issued pursuant to the exercise of the Options under the 2022 Scheme, provided that the aggregate number of Shares issued and issuable in respect of all Options granted under the 2022 Scheme and all outstanding options or awards granted under such other share-based incentive schemes or plans of the Company shall not exceed fifteen per cent. (15%) of the issued Shares of the Company (excluding treasury shares and subsidiary holdings) from time to time; and
 - (iv) to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this Ordinary Resolution.

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RESOLUTION 2

ORDINARY RESOLUTION: THE PROPOSED GRANT OF AUTHORITY TO OFFER AND GRANT OPTIONS AT A DISCOUNT UNDER THE BIGL SHARE OPTION SCHEME 2022

That:

subject to and contingent upon the passing of Resolution 1 being approved, approval be and is given for:

- (a) the maximum discount that may be given under the 2022 Scheme to be up to twenty per cent. (20%) of the Market Price (as defined herein below) for the Shares at the date on which an Option is granted under the rules of the 2022 Scheme ("**Offer Date**"); and
- (b) the directors of the Company be and are hereby authorised to offer and grant Options in accordance with the rules of the 2022 Scheme with exercise prices set at a discount to the market price (being a price equal to the average of the last dealt prices for the Shares on the Singapore Exchange Securities Trading Limited ("**SGX-ST**") for the five (5) consecutive market days on which the Shares are traded on the SGX-ST immediately preceding the Offer Date of that Option, as determined by the Committee authorised and appointed to administer the 2022 Scheme by reference to the daily official list made available by the SGX-ST, rounded up to the nearest whole cent) ("**Market Price**").

RESOLUTION 3

ORDINARY RESOLUTION: THE PROPOSED ADOPTION OF THE BIGL SHARE PLAN 2022

That:

- (a) a performance share plan to be known as the "BIGL Share Plan 2022" (the "**2022 Plan**"), particulars of which are set out in the Circular, under which awards ("**Awards**") of Shares may be granted, to selected employees of the Group, to subscribe for Shares in the capital of the Company, be and is hereby approved and adopted substantially in the form set out in the rules of the 2022 Plan;
- (b) the directors of the Company be and are hereby authorised:
 - (i) to establish and administer the 2022 Plan;
 - (ii) to modify and/or alter the 2022 Plan at any time and from time to time, provided that such modification and/or alteration is effected in accordance with the provisions of the 2022 Plan, and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the 2022 Plan;
 - (iii) to grant Awards in accordance with the rules of the 2022 Plan and pursuant to Section 161 of the Companies Act, to allot and issue from time to time such number of fully paid-up Shares as may be required to be issued pursuant to the vesting of Awards under the 2022 Plan, provided that the aggregate number of Shares issued and issuable in respect of all Awards granted under the 2022 Plan and all outstanding options or awards granted under such other share-based incentive schemes or plans of the Company shall not exceed fifteen per cent. (15%) of the issued Shares of the Company (excluding treasury shares and subsidiary holdings) from time to time; and
 - (iv) to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this Ordinary Resolution.

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RESOLUTION 4

SPECIAL RESOLUTION: THE PROPOSED ADOPTION OF THE NEW CONSTITUTION

That:

- (a) the Regulations contained in the New Constitution of the Company as set out in Appendix D of 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
- (b) the directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to this Resolution.

This Notice has been made available on SGXNet and on the Company's website. A printed copy of this Notice will NOT be despatched to members.

By Order of the Board

Ho Yu Han, Genevieve
Chan Wan Mei
Joint Company Secretaries

Singapore
6 February 2022

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. The Extraordinary General Meeting (the “**EGM**”) is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of the Circular and this Notice of EGM will not be sent to members. Instead, the Circular and this Notice of EGM will be sent to members by electronic means via publication on the Company’s website at <https://bw-grp.com/publications>, and will also be made available on the SGX website at <https://www.sgx.com/securities/company-announcements>.
2. Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the EGM in person. Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to Chairman of the EGM in advance of the EGM, addressing of substantial and relevant questions at the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out in Section 12 of the Circular and below. Any reference to a time of day is made by reference to Singapore time.
3. Members will be able to observe and/or listen to the EGM proceedings through a live audio-visual webcast or live audio-only stream via their mobile phones, tablets or computers. In order to do so, members must pre-register at the Company’s pre-registration website by **3.00 p.m. on 26 February 2022** to enable the Company to verify their status as members.

Following the verification, authenticated members will receive a confirmation email, which will contain user ID and password details as well as instructions on how to access the live audio-visual webcast and live audio-only stream of the EGM proceedings, by **27 February 2022**. Members who do not receive an email by **27 February 2022** but have registered by the 26 February 2022 deadline should contact the Company at (65) 6236 0088 or ir@bigl.com.sg or the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at (65) 6536 5355 for assistance.

4. Members may also submit questions related to the resolution to be tabled for approval at the EGM to the Chairman of the EGM, in advance of the EGM. In order to do so, their questions must be submitted in the following manner by **3.00 p.m. on 17 February 2022**:
 - (a) if submitted by post, be lodged at the Company’s registered office at 3 Fusionopolis Way, #13-26 Symbiosis, Singapore 138633; or
 - (b) if submitted electronically, be submitted:
 - (i) via the Company’s pre-registration website at https://us02web.zoom.us/webinar/register/WN_OTGQyxfQQjGjbfyznugcPQ; or
 - (ii) via email to ir@bigl.com.sg.

Members who submit questions must provide the following information:

- (i) the member’s full name;
- (ii) the member’s NRIC/FIN/Passport/Company’s Registration Number;
- (iii) the member’s address; and
- (iv) the manner in which the member holds shares in the Company (e.g. via CDP, scrip, CPF or SRS).

The Company’s Chairman will conduct the proceedings of the EGM. The Company will endeavour to address all substantial and relevant questions submitted in advance of the EGM at least 72 hours prior to the closing date and time for the submission of the Proxy Forms, i.e. by **3.00 p.m. on 23 February 2022** by publishing the responses to questions on the Company’s website and on SGXNet. The Company will publish the minutes of the EGM on the Company’s website and on SGXNet.

Members will not be able to ask questions at the EGM during the live audio-visual webcast or live audio-only stream, and therefore it is important for members who wish to ask questions to submit their questions (if any) in advance of the EGM.

5. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM. The Proxy Form may be accessed at the Company’s website at <https://bw-grp.com/publications> and will also be made available on the SGX website at <https://www.sgx.com/securities/company-announcements>, respectively. Printed copies of the Proxy Form will not be sent to members.

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In appointing the Chairman of the EGM as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.

6. The Proxy Form must be submitted to the Company, in the following manner:
- (a) if submitted by post, be lodged at the Company's registered office at 3 Fusionopolis Way, #13-26 Symbiosis, Singapore 138633; or
 - (b) if submitted electronically, be submitted via email to ir@bigl.com.sg.

in either case, by **3.00 p.m.** on **26 February 2022**, being no later than 48 hours before the time fixed for the EGM.

A member who wishes to submit a Proxy Form 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.

7. Persons who hold shares of the Company through relevant intermediaries (as defined below), including CPF and SRS members, and who wish to participate in the EGM by (a) observing and/or listening to the EGM proceedings through live audio-visual webcast or live audio-only stream; (b) submitting questions (if any) in advance of the EGM; and/or (c) appointing the Chairman of the EGM as proxy to attend, speak and vote on their behalf at the EGM, should contact the relevant intermediary (which would include, in the case of CPF and SRS members, their respective CPF Agent Banks or SRS Operators) through which they hold such shares as soon as possible in order to make the necessary arrangements for them to participate in the EGM. In addition, CPF and SRS members who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **5.00 p.m.** on **17 February 2022**, being at least seven (7) working days before the EGM on 28 February 2022.

“**relevant intermediary**” means:

- (i) 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;
- (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore, and who holds shares in that capacity; or
- (iii) 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.

8. The Chairman of the EGM, as proxy, need not be a member of the Company.
9. The Circular has been published on the Company's website and may be accessed at <https://bw-grp.com/publications> and is also made available on the SGX website at <https://www.sgx.com/securities/company-announcements>.

Personal Data Privacy:

By pre-registering for the live audio-visual webcast or live audio-only stream and/or submitting an instrument appointing the Chairman of the EGM as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company 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 the appointment of the Chairman of the EGM as proxy 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.