

BROOK CROMPTON HOLDINGS LTD.

(the “Company”)

(Co. Reg. No. 194700172G)

(Incorporated in the Republic of Singapore)

ANNOUNCEMENT OF INTERESTED PERSON TRANSACTIONS PURSUANT TO RULE 905(2) OF THE LISTING MANUAL

1. Introduction

The board of directors (the “**Board**” or the “**Directors**”) of Brook Crompton Holdings Ltd (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce that pursuant to Rule 905(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (the “**Listing Manual**”), the aggregate value of all interested person transaction (“**IPT**”) that the Group has entered into with ATB Austria Antriebstechnik AG (“**ATB**”), Wolong Holding Group Co. Ltd (“**Wolong**”) and their associates (collectively the “**ATB/Wolong Interested Persons**”) from the date of expiry of the previous IPT general mandate (being 24 April 2023) up until the date of this announcement has exceeded 3% of the Group’s latest audited net tangible assets (“**NTA**”).

Rule 905(2) of the Listing Manual provides that if the aggregate value of all transactions entered into with the same interested person during the same financial year amounts to 3% or more of the Group’s latest audited net tangible assets, the Company must: (i) make an immediate announcement of the latest transaction, and (ii) all future transactions entered into with that same interested person during that financial year.

2. Details of the Interested Persons

ATB Austria Antriebstechnik AG

ATB holds 23,439,519 ordinary shares in the capital of the Company (“**Shares**”) under the name of nominee, CGS-CIMB Securities (Singapore) Pte Ltd, representing 66.10% of the paid up and issued share capital of the Company and is deemed to be a controlling shareholder pursuant to the Listing Manual. Therefore, ATB is an “interested person” of the Company.

Wolong Holding Group Co., Ltd

Wolong holds 4.69% of the paid up and issued share capital of Wolong Electric Group Co Ltd, the indirect parent company of ATB, and is the sole shareholder of Zhejiang Wolong Shunyu Investment Co., Ltd, which in turn holds 32.15% of the paid up and issued share capital of Wolong Electric Group Co., Ltd. Therefore, Wolong is deemed to be interested in the Shares held by ATB by virtue of Section 4 of the Securities and Futures Act 2001 of Singapore (the “SFA”).

Furthermore, Mr. Pang Xinyuan, the Chairman and Non-Independent, Non-Executive Director of the Company, is the spouse of Chen Yanni and son-in-law of Chen Jiancheng, who holds 38.73% equity interest and 48.93% equity interest in Wolong respectively.

Accordingly, Wolong is defined as an “associate” of Mr. Pang Xinyuan under the Listing Manual and is thus an “interested person” of the Company.

Associates of ATB and/or Wolong

The table below sets out a summary of the relevant associates of ATB or Wolong which the Group has transacted with from the date of expiry of the previous IPT general mandate (being 24 April 2023) up until the date of this announcement as well as their details.

Name of Interested Person	Details of the Interested Person
ATB Tamel S.A.	ATB Tamel S.A. is a company incorporated under the laws of Poland and is a wholly owned subsidiary of ATB.
ATB Nordenham GmbH	ATB Nordenham GmbH is a company incorporated under the laws of Germany and is an indirect subsidiary of ATB as ATB Welzheim GmbH, a subsidiary of ATB, holds 94% of its paid up and issued share capital.
ATB Schorch GmbH	ATB Schorch GmbH is a company incorporated under the laws of Germany and is an indirect subsidiary of ATB as it is wholly owned by Schorch Beteiligungs GmbH, a subsidiary of ATB.
Wolong Electric Group Co., Ltd	Wolong Electric Group Co., Ltd is a company incorporated under the laws of the PRC and is an associate of Wolong as Zhejiang Wolong Shunyu Investment Co., Ltd, a wholly owned subsidiary of Wolong, holds 32.15% of its paid up and issued share capital while Wolong holds 4.69% of its paid up and issued share capital.

Name of Interested Person	Details of the Interested Person
Wolong Electric (Vietnam) Company Limited	Wolong Electric (Vietnam) Company Limited is a company incorporated under the laws of Vietnam and is an associate of Wolong as it is a wholly owned subsidiary of Hong Kong Wolong Holding Group Co., Ltd, which in turn is a wholly owned subsidiary of Wolong Electric Group Co., Ltd, an associate of Wolong.

All transactions entered into between the Group and the ATB/Wolong Interested Persons constitute “interested person transaction” under Chapter 9 of the Listing Manual.

3. Details of the latest Interested Person Transaction

Details of such transactions (excluding transactions that are less than S\$100,000) entered into between the Group and the ATB/Wolong Interested Persons from the date of expiry of the previous IPT general mandate (being 24 April 2023) up until the date of this announcement are set out below:

Name of ATB/Wolong Interested Persons	Nature of Transactions	Aggregate value of all transactions (excluding transactions that are less than S\$100,000) between the Group and the ATB/Wolong Interested Persons from 24 April 2023 to date of announcement (S\$)	Aggregate value of all transactions (excluding transactions that are less than S\$100,000) between the Group and the ATB/Wolong Interested Persons from 24 April 2023 to date of announcement Practicable Date as a percentage against the latest audited NTA of the Group¹ (%)
ATB Tamel S.A.	Purchase of electric motors, drives, energy storage products, monitoring devices and components	541,996	1.39
ATB Nordenham GmbH		321,489	0.83
ATB Schorch GmbH		113,421	0.29
Wolong Electric Group Co Ltd		185,712	0.48
Wolong Electric (Vietnam) Company Limited		100,260	0.26
	Total:	1,262,878	3.25

Notes:

¹ The percentage figure is based on the latest audited NTA of the Group of approximately S\$38,873,000.

As the aggregate value of all transactions (excluding transactions that are less than S\$100,000) between the Group and the ATB/Wolong Interested Persons is approximately S\$1,262,878, representing approximately 3.25% of the Group's latest audited NTA as at the date of this announcement, the 5% threshold of the Group's audited NTA is not exceeded and the Company is not required to seek shareholders' approval pursuant to Rule 906 of the Listing Manual for such transactions. The Group does not have any other transaction with other interested persons up to the date of this announcement other than those disclosed above.

4. Rationale and Benefit of the IPTs

The IPTs entered into between the Group and the ATB/Wolong Interested Persons are in the Group's ordinary course of business. Such transactions, which constitute a significant portion of the Group's business activities and operations and occur on a regular basis, allows the Group to leverage on the products and services and the range of such products and services provided by the ATB/Wolong Interested Persons thereby increasing the Group's revenue.

5. Audit Committee's Statement

The Audit Committee of the Company has reviewed the above IPTs and is of the view that the IPTs had been transacted on normal commercial terms and on arm's length basis and are not prejudicial to the interests of the Company and its minority shareholders. Mr. Pang Xinyuan, as a member of the Audit Committee, has abstained from the review and opinion made by the Audit Committee as he is an interested person pursuant to Chapter 9 of the Listing Manual.

6. Interest of Directors and Controlling Shareholders

Mr. Pang Xinyuan, the Chairman and Non-Independent, Non-Executive Director of the Company, is the spouse of Chen Yanni and son-in-law of Chen Jiancheng, who holds 38.73% equity interest and 48.93% equity interest in Wolong respectively. Accordingly, Mr. Pang Xinyuan is deemed interested in the Shares held by ATB by virtue of Section 133(4) of the SFA.

Save as disclosed above and other than through their respective shareholdings in the Company, none of the Directors or controlling shareholders of the Company or their respective associates has any interest, direct or indirect (other than through their respective shareholdings in the Company), in the IPTs.

For and on behalf of the Board
BROOK CROMPTON HOLDINGS LTD.

Knut Unger
Lead Independent Director
23 June 2023