
NOTICE OF EXTRAORDINARY GENERAL MEETING

BRC ASIA LIMITED

(Company Registration No. 193800054G)
(Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting ("**EGM**") of BRC ASIA LIMITED ("**Company**") will be convened and held by electronic means on Thursday, 28 January 2021 at 11 a.m. (or immediately after the conclusion of the Annual General Meeting of the Company to be held at 10 a.m. on the same day, by electronic means) for the purpose of considering and, if thought fit, passing, with or without amendments, the ordinary resolution set out below.

AS ORDINARY RESOLUTION

THE ADOPTION OF THE PROPOSED INTERESTED PERSON TRANSACTIONS MANDATE

That:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited, for the Company to enter into any of the transactions falling within the types of interested person transactions as set out in the Circular to this Notice of Extraordinary General Meeting, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions ("**Proposed IPT Mandate**");
- (b) the Proposed IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company; and
- (c) the Directors of the Company be and are hereby authorised to do all acts and things as they may in their discretion deem necessary, desirable or expedient in the interests of the Company to give effect to the Proposed IPT Mandate and/or this Ordinary Resolution.

By Order of the Board

Mr. Teo Ser Luck
Chairman and Independent Director

6 January 2021

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Notes:

1. Registration to Attend the EGM remotely

Shareholders will be able to watch the proceedings of the EGM through through live audio-visual webcast or listen the proceedings of the EGM through live audio-only stream. In order to do so, Shareholders must pre-register by the Registration Cut-Off Date of **10 a.m. on 25 January 2021**, at <https://agm.conveneagm.com/brcasia/>. Shareholders will be required to provide their particulars for verification purposes.

PHYSICAL ATTENDANCE OF THE EGM WILL NOT BE PERMITTED.

2. Prior submission of questions

Shareholders who pre-register to watch the one-way live audio-visual webcast or listen to the live audio-only stream may also submit questions related to the Proposed IPT Mandate:

(a) All questions must be submitted by **10 a.m. on 25 January 2021**:

- (i) via the pre-registration website at <https://agm.conveneagm.com/brcasia/>; or
- (ii) via hard copy and sent personally or by post to the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02 Singapore 068898.

When sending in the questions, please provide full name, identification/registration number and the manner in which the shares of the Company are held for verification purpose, failing which, the submission will be treated as invalid.

- (b) The Company will endeavour to address substantial and relevant questions relating to the Proposed IPT Mandate as received from Shareholders either before the EGM on SGXNET or during the EGM.
- (c) The Company will, within one month after the date of the EGM, publish the minutes of the EGM on SGXNET, and the minutes will include the responses to the questions referred to above.

Please note that Shareholders will not be able to ask questions at the EGM live during the webcast and the audio feed, and therefore it is important for Shareholders to pre-register their participation in order to be able to submit their questions in advance of the EGM.

3. Voting by Proxy

Shareholders (whether individual or corporate) who wish to exercise their votes must submit a proxy form to appoint the Chairman of the EGM to vote on their behalf:

- (a) if in hard copy and sent personally or by post, the proxy form must be lodged at the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02 Singapore 068898;
- (b) if by email, the proxy form must be received at sg.is.proxy@sg.tricorglobal.com;
- (c) via the website of the annual general meeting and the EGM at <https://agm.conveneagm.com/brcasia/>.

in either case, by **11 a.m. on 25 January 2021** (being 72 hours before the time fixed for the EGM).

CPF Investors and SRS Investors who wish to appoint the chairman of the EGM as their proxy should approach their respective agent banks to submit their votes at least seven (7) working days before the date of the EGM. CPF Investors and SRS Investors should not directly appoint the chairman as proxy to direct the vote.

The Chairman of the EGM, as proxy, need not be a member of the Company.

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The instrument appointing the Chairman of the EGM as proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing the Chairman of the EGM as proxy is executed by a corporation, it must be executed either under its seal, executed as a deed in accordance with the Companies Act (Chapter 50) of Singapore or under the hand of an attorney or an officer duly authorised, or in some other manner approved by the Directors. Where the instrument appointing the Chairman of the EGM as proxy is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument of proxy.

The Company shall be entitled to reject the instrument appointing the Chairman of the EGM as proxy 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 the Chairman of the EGM as proxy.

Personal data privacy:

By submitting an instrument appointing Chairman of the EGM to vote at the EGM of the Company and/or any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder'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 of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM of the Company (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 and (ii) agrees that the shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.