
NOTICE OF EXTRAORDINARY GENERAL MEETING

BRC ASIA LIMITED

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

This Notice has been made available on SGXNET and the Company's website at www.brc.com.sg/investors/. A printed copy of this Notice will NOT be despatched to Shareholders.

All capitalised terms used in this Notice of EGM which are not defined herein shall, unless the context otherwise requires, have the same meaning ascribed to them in the Circular dated 24 September 2021 issued by the Company to the Shareholders.

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of BRC Asia Limited (the "**Company**") will be held by way of electronic means on 11 October 2021 at 2.00 p.m., for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions:

ORDINARY RESOLUTION: THE PROPOSED PLACEMENT

That:

- (a) pursuant to Rule 803 of the Listing Manual, approval be and is hereby given for the allotment and issue of the Subscription Shares to Hong Leong Asia Investments Pte. Ltd., which will become a Controlling Shareholder of the Company upon completion of the Proposed Placement and Subscriber Acquisition;
- (b) pursuant to Rule 812(2) of the Listing Manual, approval be and is hereby given for the allotment and issue of the Subscription Shares to Hong Leong Asia Investments Pte. Ltd., a Substantial Shareholder of the Company, being a restricted person as set out in Rule 812(1) of the Listing Manual;
- (c) approval be and is hereby given for the Company to allot and issue the Subscription Shares to Hong Leong Asia Investments Pte. Ltd., subject to and in accordance with the terms and conditions of the Subscription Agreement, such allotment and issue of the Subscription Shares not being in reliance on the general share issue mandate obtained from Shareholders at the annual general meeting of the Company held on 28 January 2021;
- (d) the Subscription Shares be allotted and issued free from all claims, charges, liens and other encumbrances, and shall rank *pari passu* in all respects with the existing Shares as at the Completion Date, except that the Subscription Shares will not rank for any dividends, distributions or entitlements, the record date for which falls on or before the date of the issue of the Subscription Shares; and
- (e) the Directors and any one of them be and are hereby authorised and empowered to approve, implement, effect, complete and do all such acts and things (including to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as they or he may consider expedient, desirable, necessary or in the interests of the Company in connection with, and to give effect to, the Proposed Placement and/or this Ordinary Resolution.

BY ORDER OF THE BOARD

Teo Ser Luck
Chairman and Independent Director

24 September 2021

Notes:

1. Registration to Attend the EGM remotely

Shareholders will be able to watch the proceedings of the EGM 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 8 October 2021 at 2.00 p.m., at <https://conveneagm.com/sg/brcasiaegm2021/>. Shareholders will be required to provide their particulars for verification purposes.

Shareholders who have pre-registered by the registration cut-off date of 8 October 2021 at 2.00 p.m. but do not receive the confirmation email by 10 October 2021 should contact support@conveneagm.com for assistance.

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 Placement.

- (a) All questions must be submitted by 2.00 p.m. on 8 October 2021:
 - (i) via the pre-registration website at <https://conveneagm.com/sg/brcasiaegm2021/>; 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 submitting questions, Shareholders are to provide their full name, identification/registration number and the manner in which the shares of the Company are held for verification purposes, failing which, the submission will be treated as invalid.

- (b) The Company will endeavour to address substantial and relevant questions relating to the Proposed Placement 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.
- (d) 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; or
- (c) via the website of the EGM at <https://conveneagm.com/sg/brcasiaegm2021/>,

in each case, by 2.00 p.m. on 8 October 2021 (being 72 hours before the time fixed for the EGM).

CPFIS Investors and SRS Investors who wish to appoint the chairman of the EGM as their proxy should approach their respective CPF Agent Banks and SRS Agent Banks to submit their votes at least seven (7) working days before the date of the EGM. CPFIS 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.

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 common seal, executed as a deed in accordance with the Companies Act (Chapter 50) of Singapore or under the hand of an attorney duly authorised, 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, failing which the instrument may be treated as invalid.

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.