
NOTICE OF EXTRAORDINARY GENERAL MEETING

BOUSTEAD PROJECTS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 199603900E)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the members of the Company will be held on 28 July 2021 at 11.30 a.m. (or as soon after the conclusion or adjournment of the Annual General Meeting of the Company to be held at 10.30 a.m. on the same day and at the same link) and, to the extent permitted by the relevant laws and regulations, by way of “live” audio-visual webcast and “live” audio-only stream, details of which are set out in the Circular and the announcements that may be made by the Company from time to time on SGXNET, for the purpose of considering, and if thought fit, passing (with or without modification) the following resolutions set out below.

All capitalised terms used in this Notice of Extraordinary General Meeting which are not defined herein shall have the same meaning ascribed to them in the Circular to Shareholders dated 12 July 2021 (“Circular”).

RESOLUTION 1:

Ordinary Resolution – The Proposed Transfer of 100,000 Award Treasury Shares to Mr John Lim Kok Min, a Director of the Company, at the Proposed Transfer Price of S\$0.806 per Award Treasury Share

“That approval be and is hereby given to the Directors to transfer 100,000 Award Treasury Shares to Mr John Lim Kok Min, a Director of the Company, at the Proposed Transfer Price of S\$0.806 per Award Treasury Share based on the terms set out in the Circular, and the Directors and each of them be and is hereby authorised to complete and to do all acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they may consider necessary, desirable or expedient to give effect to the matters contemplated by this Resolution 1.”

RESOLUTION 2:

Ordinary Resolution – The Proposed Transfer of 1,000,000 Award Treasury Shares to Mr Wong Yu Wei (Huang Youwei), a Director and an immediate family member of a Substantial Shareholder of the Company, at the Proposed Transfer Price of S\$0.806 per Award Treasury Share

“That approval be and is hereby given to the Directors to transfer 1,000,000 Award Treasury Shares to Mr Wong Yu Wei (Huang Youwei), a Director and an immediate family of a Substantial Shareholder of the Company, at the Proposed Transfer Price of S\$0.806 per Award Treasury Share based on the terms set out in the Circular, and the Directors and each of them be and is hereby authorised to complete and to do all acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they may consider necessary, desirable or expedient to give effect to the matters contemplated by this Resolution 2.”

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RESOLUTION 3:

Ordinary Resolution – The Proposed Transfer of 1,000,000 Award Treasury Shares to Mr Chu Kok Hong @ Choo Kok Hong, a Director of the Company, at the Proposed Transfer Price of S\$0.806 per Award Treasury Share

“That approval be and is hereby given to the Directors to transfer 1,000,000 Award Treasury Shares to Mr Chu Kok Hong @ Choo Kok Hong, a Director of the Company, at the Proposed Transfer Price of S\$0.806 per Award Treasury Share based on the terms set out in the Circular, and the Directors and each of them be and is hereby authorised to complete and to do all acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they may consider necessary, desirable or expedient to give effect to the matters contemplated by this Resolution 3.”

RESOLUTION 4:

Ordinary Resolution – The Proposed Transfer of 100,000 Award Treasury Shares to Mr Chong Lit Cheong, a Director of the Company, at the Proposed Transfer Price of S\$0.806 per Award Treasury Share

“That approval be and is hereby given to the Directors to transfer 100,000 Award Treasury Shares to Mr Chong Lit Cheong, a Director of the Company, at the Proposed Transfer Price of S\$0.806 per Award Treasury Share based on the terms set out in the Circular, and the Directors and each of them be and is hereby authorised to complete and to do all acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they may consider necessary, desirable or expedient to give effect to the matters contemplated by this Resolution 4.”

RESOLUTION 5:

Ordinary Resolution – The Proposed Transfer of 100,000 Award Treasury Shares to Professor Yong Kwet Yew, a Director of the Company, at the Proposed Transfer Price of S\$0.806 per Award Treasury Share

“That approval be and is hereby given to the Directors to transfer 100,000 Award Treasury Shares to Professor Yong Kwet Yew, a Director of the Company, at the Proposed Transfer Price of S\$0.806 per Award Treasury Share based on the terms set out in the Circular, and the Directors and each of them be and is hereby authorised to complete and to do all acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they may consider necessary, desirable or expedient to give effect to the matters contemplated by this Resolution 5.”

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RESOLUTION 6:

Ordinary Resolution – The Proposed Transfer of 100,000 Award Treasury Shares to Mr Tam Chee Chong, a Director of the Company, at the Proposed Transfer Price of S\$0.806 per Award Treasury Share

“That approval be and is hereby given to the Directors to transfer 100,000 Award Treasury Shares to Mr Tam Chee Chong, a Director of the Company, at the Proposed Transfer Price of S\$0.806 per Award Treasury Share based on the terms set out in the Circular, and the Directors and each of them be and is hereby authorised to complete and to do all acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they may consider necessary, desirable or expedient to give effect to the matters contemplated by this Resolution 6.”

By Order of the Board

Tay Chee Wah
Company Secretary
Singapore
12 July 2021

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Notes:

(1) Pre-Registration

The Extraordinary General Meeting ("EGM") is being convened, and will be held, by 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. Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the EGM are set out in this Notice of EGM which has been uploaded on SGXNet and the Company's website on the same day. The announcement and this Notice of EGM may also be accessed at <https://www.sgx.com/securities/company-announcements> and <https://www.bousteadprojects.com>.

A member will be able to participate at the EGM by watching the EGM proceedings via a "live" audio-visual webcast and audio-only feed via mobile phones, tablets or computers. In order to do so, a member must pre-register by 10.30 a.m. on 25 July 2021, at <http://smartagm.sg/bousteadprojectsAGM> for the Company to authenticate his/her/its status as members. Authenticated members will receive email instructions on how to access the "live" webcast of the proceedings of the EGM by 10.30 a.m. on 27 July 2021. Members who do not receive an email by 12 noon on 27 July 2021, but have registered by the 25 July 2021 deadline, may contact the Company's Share Registrar at agm.teame@boardroomlimited.com.

Investors holding Shares through relevant intermediaries (as defined in Section 181 of the Companies Act) ("Investors") (other than CPF/SRS investors) will not be able to pre-register at <http://smartagm.sg/bousteadprojectsAGM> for the "live" webcast of the EGM. An Investor (other than CPF/SRS investors) who wishes to participate in the "live" webcast of the EGM should instead approach his/her/its relevant intermediary as soon as possible in order for the relevant intermediary to make the necessary arrangements to pre-register. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her/its name, email address and NRIC/Passport number) to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, via email to agm.teame@boardroomlimited.com no later than 10.30 a.m. on 25 July 2021.

(2) Submission of Proxy Form

Due to the current COVID-19 control measures in Singapore, a member may not attend in person, and may only attend the EGM by observing and listening to the proceedings of the EGM by electronic means. A member will also not be able to vote online on the resolutions to be tabled for approval at the EGM. A member (whether individual or corporate) must appoint the Chairman of the EGM ("Chairman") as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM. The Chairman, as proxy, need not be a member of the Company. The instrument for the appointment of proxy ("proxy form") may be accessed at the Company's website at <https://www.bousteadprojects.com> or the SGXNet. Where a member (whether individual or corporate) appoints the Chairman as his/her/its proxy, he/she/it 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 as proxy for that resolution will be treated as invalid.

The proxy form is not valid for use by Investors (including CPF/SRS investors) and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor who wishes to vote should instead approach his/her/its relevant intermediary as soon as possible to specify his/her/its voting instructions. A CPF/SRS investor who wishes to vote should approach his/her CPF Agent Bank or SRS Operator by 5.00 p.m. on 16 July 2021, being 7 working days before the date of the EGM to submit his/her voting instructions.

The proxy form must be submitted to the Company in the following manner:

- (a) if submitted by post, be lodged with the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or
- (b) if submitted electronically, be submitted via email to agm.teame@boardroomlimited.com,

in either case, by 11.30 a.m. on 26 July 2021, being 48 hours before the time appointed for holding this EGM.

A member who wishes to submit the proxy form must complete and sign the proxy form attached with this Circular or download it from the Company's website or the SGXNet, before submitting it by post to the address provided above, or scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

The instrument appointing a proxy must be signed by the appointer or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised. Where an instrument appointing a proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration

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with the Company), if the instrument appointing a proxy is submitted electronically via email, be emailed 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 as proxy if it is incomplete, improperly completed, 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 as proxy (including any related attachment) (such as in the case where the appointor submits more than one instrument appointing the Chairman as proxy).

In the case of members of the Company whose Shares are entered against his/her/its names in the Depository Register, the Company may reject any proxy form submitted if such members are not shown to have Shares entered against his/her names in the Depository Register (as defined in Part IIIA of the Securities and Futures Act, Chapter 289 of Singapore), as at 72 hours before the time appointed for holding this EGM as certified by The Central Depository (Pte) Limited to the Company.

(3) Submission of Questions

Members and Investors will not be able to ask questions "live" during the webcast of this EGM. All members and Investors may submit questions relating to the business of this EGM by 10.30 a.m. on 25 July 2021:

- (a) via the pre-registration website at <http://smartagm.sg/bousteadprojectsAGM>;
- (b) by email to bousteadprojects.egm2021-2@boustead.sg; or
- (c) by post to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult to submit questions by post, members and Investors are strongly encouraged to submit their questions via the pre-registration website or by email. The Company will endeavour to answer all substantial and relevant questions prior to, or at this EGM, by electronic means.

(4) Circular and other documents

The Circular which was issued and released on 12 July 2021 can be accessed at SGXNet and at the Company's website at <https://www.bousteadprojects.com>.

(5) Further Information

For further information on the conduct of the EGM and the alternative arrangements, shareholders can refer to the Company's website at <https://www.bousteadprojects.com>. Shareholders who wish to remotely observe the EGM proceedings are reminded that the EGM is private. The invitation to attend the EGM via "live" audio-visual webcast or "live" audio-only stream is not to be forwarded to anyone who is not a shareholder or who is not authorised to attend the EGM.

Recording of the EGM proceedings in whatever form is also strictly prohibited. The Company seeks shareholders' patience and understanding during the EGM proceedings in the event of any technical disruptions.

- (6) Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change the arrangements for the EGM at short notice. Shareholders should check the Company's website at <https://www.bousteadprojects.com> or SGXNet for the latest updates on the status of the EGM.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed 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 (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), 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) 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.