

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

**LIVE WEBCAST OF THE COMPANY'S
EXTRAORDINARY GENERAL MEETING
TO BE HELD ON 28 JANUARY 2021 at 11 a.m.**

1. INTRODUCTION

The board of directors (the "**Board**") of BRC Asia Limited (the "**Company**") refers to:

- (a) the Covid-19 (Temporary Measures) Act 2020 passed by Parliament on 7 April 2020 which enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means;
- (b) the Covid-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 which was gazetted on 13 April 2020 and is deemed to have come into operation on 27 March 2020, and which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies;
- (c) the joint statement released by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and the Singapore Exchange Regulation on 13 April 2020 (and subsequently updated on 27 April 2020, 22 June 2020 and 1 October 2020) which provides additional guidance on the conduct of general meetings during the period from 27 March 2020 to 30 June 2021; and
- (d) the Amendments to the Covid-19 (Temporary Measures) Act (Alternative Arrangements for Meetings) Orders which have come into force on 29 September 2020 and have extended the meeting orders and enabled entities to hold meetings via electronic means to 30 June 2021

(collectively, the "**Orders**").

In view of the above developments and the evolving Covid-19 situation, the Board wishes to inform shareholders of the Company ("**Shareholders**") that the Company's extraordinary general meeting ("**EGM**") will be held by electronic means.

2. DATE, TIME AND CONDUCT OF EXTRAORDINARY GENERAL MEETING

Pursuant to the Orders, the EGM will be convened and held by way of electronic means through a live audio-visual or live audio webcast held 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) to transact the business set out in the notice of EGM dated 6 January 2021 (the "**Notice of EGM**").

3. NO DESPATCH OF PRINTED COPIES

The Company has published the following documents:

- (a) the circular containing information relating to the Proposed Interested Person Transactions Mandate dated 6 January 2021;
- (b) the Notice of EGM; and
- (c) the proxy form for EGM.

In line with the provisions under the Orders, **no printed copies** of any of the above documents will be despatched to Shareholders. The above documents are instead made available to Shareholders by electronic means via publication on:

- (i) the SGX's website at <https://www.sgx.com/securities/company-announcements>; and
- (ii) the website of the EGM at <https://agm.conveneagm.com/brcasia/>.

4. NO ATTENDANCE IN PERSON AT THE EGM

A Shareholder will not be able to attend the EGM in person. Instead, alternative arrangements have been put in place to allow Shareholders to participate in the EGM by:

- (a) watching or listening to the live meeting webcast proceedings;
- (b) submitting questions in advance of the meeting; and/or
- (c) appointing the Chairman of the meeting as proxy to attend, speak and vote on their behalf at the EGM.

5. ALTERNATIVE ARRANGEMENTS FOR PARTICIPATION AT THE EGM

The Company has made the following alternative arrangements for Shareholders to participate at the EGM:

(a) Registration for live webcast and live audio-only

Shareholders who wish to participate in the EGM through live audio-visual webcast or live audio-only stream must register by sending the following details: their full name, NRIC/passport/company registration number, contact number and email address to sg.is.proxy@sg.tricorglobal.com **no later than 10 a.m. on 25 January 2021** to enable the Company to verify their status as Shareholders.

(b) Submission of questions in advance

Shareholders will not be able to ask questions during the live webcast, therefore it is important for Shareholders to register and submit their questions in advance of the EGM.

A Shareholder who pre-registers to watch the live audio-visual webcast or listen to the live audio-only stream may also submit questions relating to the resolutions to be tabled for approval at the EGM **by 10 a.m. on 25 January 2021** via the website of the EGM at <https://agm.conveneagm.com/brcasia/> or 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.

The Company will endeavour to address all substantial and relevant queries from Shareholders prior to, or at the EGM and upload the Company's responses on the SGXNet. The Company is unable to take on questions through the live webcast proceedings. The minutes of the EGM, which include responses to substantial and relevant queries from Shareholders which are addressed during the EGM, shall thereafter be published on SGXNet, within one month from the conclusion of the EGM.

(c) Appointment of Chairman as proxy and completion of proxy form

Deadline for submission of proxy form of EGM

Shareholders who wish to vote on the resolution at the EGM must appoint the Chairman as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM.

Shareholders must submit the completed and signed proxy form in the manner set out herein by **no later than 11 a.m. on 25 January 2021** (being not less than seventy-two (72) hours before the time appointed for holding the EGM).

Manner of submission of proxy form

The completed and signed proxy form is to be submitted in the manner as follows:

- (a) via email to the Company at sg.is.proxy@sg.tricorglobal.com;
- (b) via the website of the EGM at <https://agm.conveneagm.com/brcasia/>; or
- (c) by way of hard copy delivered by post/courier/hand to the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 80 Robinson Road, #11-02, Singapore 068898.

Additional information

The proxy form must be executed under the hand of the appointer or his or her attorney duly authorised in writing. Where the proxy form is executed by a corporation, it must be executed either under its seal or under the hand of its representative or attorney duly authorised. If the proxy form is executed by an attorney on behalf of the appointer, the letter or power of attorney or a duly certified copy thereof must be deposited together with the proxy form, failing which, the instrument may be treated as invalid.

The Company shall be entitled to reject a proxy form which is incomplete, improperly completed, illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified on the proxy form. In addition, in the case of shares entered in the Depository Register, the Company may reject an instrument of proxy

if the Shareholder, being the appointer, is not shown to have shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the respective meetings, as certified by the Central Depository (Pte) Limited to the Company.

CPF or SRS investors who wish to appoint the Chairman as their proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the EGM.

The Company recognises the unprecedented measures taken by it in light of the Covid-19 outbreak and seek all Shareholders' understanding. The Company will continue to monitor developments and may take any further measures as recommended by the relevant authorities. Shareholders are advised to continually look out for any announcements that the Company releases regarding the EGM. The Company seeks the understanding and cooperation of all Shareholders in enabling the Company to hold its EGM with the optimum safe distancing measures amidst the current Covid-19 pandemic.

By Order of the Board

Seah Kiin Peng
Executive Director and Chief Executive Officer
6 January 2021