BROOK CROMPTON HOLDINGS LTD.
("the Company")
(Co. Reg. No. 194700172G)
(Incorporated in the Republic of Singapore)

Minutes of the Annual General Meeting ("AGM") of the Company held at Amara Hotel, Connection 1, Level 3, 165 Tanjong Pagar Road, Singapore 088539 on Monday, 24 April 2023 at 2.00 p.m.

Members	:	Members – 19 Proxy – 2	
Directors	:	Mr Pang Xinyuan	- Chairman
		Dr Knut Unger	- Lead Independent Director
		Mr Chao Mun Leong	- Independent Director
In attendance	:	Ms Julijana Ristov	- Chief Executive Officer ("CEO")
		Ms Shavy Kwan Wei Yee	- Financial Controller ("FC")
		Ms Ang Siew Koon	- Company Secretary
		Ms Ong Yee Nei	- Secretariat
		Ms Christine Ng	- Secretariat
		David Eu Chee Wei	- Audit Partner, RSM Chio Lim LLP
Invitees	:	As per the attendance record maintained by the Company	

CHAIRMAN

On behalf of the Board of Directors, Mr Pang Xinyuan ("Mr Pang" or "Chairman"), the Non-executive Chairman of the Board of Directors (the "Board"), welcomed all present.

QUORUM

The Company Secretary confirmed that a quorum was present for the Meeting. Chairman declared the meeting opened at 2.00pm.

NOTICE

The Notice convening the Meeting, having been in the hands of the shareholders for the requisite statutory period, was, with the permission of the members, taken as read.

COMMENCEMENT OF MEETING

Chairman informed the members that in compliance with Listing Rule 730A(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST") all the resolutions as set out in the Notice of this Meeting would be voted on by way of a poll.

Chairman proposed that for ease of operation, the Meeting shall go through all the agenda items by getting a proposer and a seconder for the motions and to provide opportunities to members to ask questions. The poll would then be taken after that.

Chairman informed the members that the Company had appointed Entrust Advisory Pte. Ltd. ("Entrust") and Tricor Singapore Pte Ltd ("Tricor") as the scrutineers and polling agent respectively for the poll exercise. Entrust and Tricor would assist with the verification and counting of votes as well as the tabling of the voting results. Chairman then invited the

representative from Entrust to brief the members on the polling procedures.

ORDINARY BUSINESS

1. DIRECTORS' REPORT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

The Board of Directors tabled the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2022 ("FY2022") together with the Auditors' Report thereon.

Chairman invited the floor for questions pertaining to the AFS for FY2022. Questions were raised by several shareholders and their questions were duly answered by the Directors and the CEO. The questions and the responses were summarized below:

Question 1 – The percentage of stocks to revenue in FY2022 was 42.5% as compared to that of ~35% in FY2021. What is the reason for the increase in the level of inventory. Is the Company able to sell the stocks? Will there be a risk of stock obsolescence?

CEO responded that the Company is in the distribution business and hence stocks is a very important component for the Company's business. She explained that in FY2021, the Company was not able to increase its inventory due to the supply chain issues caused by the Covid-19 pandemic. In FY2022, the Company was able to bring in more stocks with some of the supply chain issues resolved. She told the members that majority of the stocks were for the Company's new warehouse in Italy and Australia. Having the stocks available would enable the Company to meet customers' demand and orders and hence secure the growth for the Company.

Question 2 – Why is the increase in revenue in FY2022 not translating to higher bottomline profits? It seems that marketing and administration costs were eroding your bottomline.

CEO responded that the Company was also hoping to have more profits. However, transportation costs remained high in FY2022. There were also some foreign exchange translation losses and unbudgeted reorganization costs.

FC informed the members that the disclosures on distribution and marketing costs were detailed on page 82 and 83 of the Company's Annual Report 2022.

Question 3 – It was noted that sales commissions had increased in FY2022 by ~62% as compared to FY2021. Is the sales commission eroding the bottomline?

Chairman explained that there were 4 key reasons affecting the bottomline for FY2022: (1) Transportation / sea freight costs for the motors remained high in FY2022; (2) Staff redundancy costs as a result of reorganization; (3) Recruitment of new sales staff for the new offices in Italy and Australia. It will take time for marketing to see results. For the new offices, the first year of operations would see the marketing taking up a major portion of costs; and (4) Costs incurred in the Company's failed diversification effort (referring to the motions for diversification put forth to the shareholders at the last year Extraordinary General Meeting were not passed by the shareholders).

Question 4 – Would the failed proposed acquisition for diversification leave a gap for the business in terms of engineering support?

CEO responded that the Company has many store-based customers in the UK asking for full support including engineering. If the proposed acquisition had been approved by the shareholders, the Company would be able to cover the engineering support for its customers in the UK and expand this scope of services to customers in other region.

Question 5 – Does the Company sell to Africa, Middle East, Egypt and Russia?

CEO said that the Company does sell to North Africa, Middle East and Egypt, and has some business in Kazakhstan (ex-soviet country).

Question 6 – Why would customers buy from the Company and not directly from Wolong?

Chairman explained that Wolong carries many brands and they sell in bulk. Wolong would not be able to take care of small customers who buy small quantity of motors. The Company was established in 1878 and had a long history in this industry. BCHL would be able to provide better services to the smaller customers. Chairman said that there is a lot of growth opportunities for motors in the energy industry as there were 3 key focuses primarily on (i) high efficiency of motors driving solutions; (ii) rotation machine to reduce carbon footprint; and (iii) set up of Globalization 2.0 (a regional set up).

Chairman also explained that BCHL is listed on the SGX-ST, its products are mainly from the UK and hence would appear more neutral to the western customers. With the South China Sea issues, BCHL would have to perform that role of selling to the US and the European countries.

Question 7 – Do you see any conflict between Chen Yanni's role as Supply Chain Director and that of CEO's role?

CEO responded that she does not see any conflict in these 2 roles. She explained that Wolong is the Company's key supplier. BCHL, being a distributor, the supply chain function is very important to the Company. Ms Chen Yanni, as the Supply Chain Director and her connection with Wolong, would be able to support the Company in terms of timely delivery and quality assurance.

Chairman added that with Ms Chen in that role of Supply Chain Director, she would also help to ensure that the Company is able to launch new products on time and reap the benefits of good timing.

Question 8 – It would appear that the Company has approximately 2% of obsolescence stocks each year. How do you deal with the obsolescence stocks?

Chairman said that stocks become obsolete due to several reasons: (a) legislation changes that affects the specification of the motors; and (b) new efficiency standards for the motors. He added that currently the copper price is high and hence the old and obsolete motors could still be sold because of their copper components.

There being no further questions, the following motion was proposed by the Chairman and seconded by Ms Joyce Hoe Chui Miew (Shareholder).

"RESOLVED That the Audited Financial Statements of the Company for the financial year ended 31 December 2022 and the Directors' Statement and the Auditors' Report thereon be and are hereby received and adopted."

2. DECLARATION OF A FINAL TAX EXEMPT ONE-TIER DIVIDEND

Chairman informed that the second item of the agenda was to declare a final tax-exempt (one-tier) dividend of 2.0 Singapore cents per ordinary share for FY2022. The proposed final dividend, if approved by shareholders, would be paid on 30 May 2023.

Chairman opened the floor for questions. The following were the summary of the questions and answers:

Question 1 – Can the Company increase the dividend payout? Any plans to increase the liquidity of the Company's shares?

Chairman responded that the Company had suffered profit margin erosion due to the Covid-19 pandemic and the reasons mentioned earlier in the Meeting. As the Company is still looking at expanding its business, the Company would need to set aside some funds for organic growth and some potential acquisitions when the opportunities arise.

The Directors assured the members present that the Board would look into the dividend payout, setting a dividend policy and explore ways to improve the liquidity of the Company's shares.

There being no further questions, the following motion was proposed by Chairman and seconded by Ms Joyce Hoe Chui Miew

"RESOLVED That the declaration of a final tax exempt one-tier dividend of 2.0 Singapore cents per ordinary share for the financial year ended 31 December 2022 be and is hereby approved."

3. DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2023

Chairman informed that the Directors had recommended the payment of Directors' Fees of up to S$100,000.00 for the financial year ending 31 December 2023.

There being no questions raised, the motion was proposed by the Chairman and seconded by Mr Teh Swee Khoi (Shareholder):

"RESOLVED That the payment of Directors' fees of up to S$100,000 for the financial year ending 31 December 2023 be and is hereby approved."

4. RE-ELECTION OF MR PANG XINYUAN AS A DIRECTOR

Chairman informed that agenda item 4 concerned his own re-election and hence he would like to pass the Chair to Mr Chao Mun Leong ("Mr Chao"), an Independent Director of the Company. Mr Chao took over the Chair.

Mr Chao informed the members that in accordance with Regulation 104 of the Constitution of the Company, Mr Pang Xinyuan was to retire from office at the close of

this Meeting, and being eligible, he had offered himself for re-election.

There being no questions raised, the following motion was proposed by the Chair of this agenda item and seconded by Mr Tay Tiow Boon (Shareholder):

"RESOLVED That Mr Pang Xinyuan be and is hereby re-elected as Director of the Company."

Mr Chao then passed the Chair back to the Chairman.

5. RE-APPOINTMENT OF AUDITORS

Chairman informed that agenda item 5 was to re-appoint auditors. The meeting was informed that the retiring auditors, RSM Chio Lim LLP had expressed their willingness to accept re-appointment as auditors of the Company for the financial year ending 31 December 2023.

There being no questions raised, the motion was proposed by the Chairman and seconded by Mr Tay Tiow Boon (Shareholder).

RESOLVED That RSM Chio Lim LLP be and is hereby re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and that the Directors be authorised to fix their remuneration."

6. OTHER BUSINESS

The Secretary confirmed that no notice was received for transacting of any other business at this Meeting. Chairman moved on with the Special Business to be transacted at the Meeting.

7. RENEWAL OF THE GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS

Chairman informed that he was deemed to be an interested person for the Interested Person Transactions described in the general mandate and hence he would like to pass the Chair to Mr Chao.

Mr Chao took over the Chair and informed the Meeting that agenda item 7 was to seek shareholders' approval on the Proposed Renewal of the Shareholders' Mandate for Interested Person Transactions as set out in the Letter to Shareholders dated 06 April 2023 of the Annual Report.

Mr Chao informed the Meeting that ATB Austria Antriebstechnik AG, Wolong Holding Group Co. Ltd and their respective associates, by virtue of their interest in the interested person transactions would have to abstain from voting on the said motion.

There being no questions raised for this agenda item, the following motion was proposed by the Chair of this agenda item and seconded by Ms Joyce Hoe Chui Miew (Shareholder):

"That :

(a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual ("Chapter 9") of the Singapore Exchange Securities Trading Limited,

for the Company, its subsidiaries and associated companies that are considered to be "entities at risk" under Chapter 9, or any of them, to enter into any of the transactions falling within the types of Interested Person Transactions described in the Appendix to the Company's letter to shareholders dated 6 April 2023 (the "Letter"), with any party who is of the Classes of Interested Persons described in the Appendix to the Letter, provided that such transactions are carried out in the ordinary course of business and on normal commercial terms and in accordance with the guidelines and review procedures for Interested Person Transactions as set out in the Appendix to the Letter (the "General Mandate");

(b) such General 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 complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the General Mandate and/or this resolution".

Mr Chao then returned the proceedings of the Meeting to the Chairman.

8. CONDUCT OF THE POLL

As all the resolutions set forth at this Meeting had been duly proposed and seconded, the poll was duly conducted.

The Meeting was adjourned at 3.20pm for refreshment while the votes were being counted.

9. DECLARATION OF POLL RESULTS

The Meeting resumed at 4.00pm when the poll results were handed to the Chairman. Chairman then proceeded to declare the poll results:-

Resolution No. 1

Total number of shares represented by votes for and against the relevant resolution	**For**		**Against**	
	Number of shares	**As a percentage of total number of votes for and against the resolution (%)**	**Number of shares**	**As a percentage of total number of votes for and against the resolution (%)**
24,473,906	24,473,456	99.998%	450	0.002%

Resolution No. 2

Total number of shares represented by votes for and against the relevant resolution	For		Against	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
24,473,906	24,473,456	99.998%	450	0.002%

Resolution No. 3

Total number of shares represented by votes for and against the relevant resolution	For		Against	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
24,473,906	24,473,456	99.998%	450	0.002%

Resolution No. 4

Total number of shares represented by votes for and against the relevant resolution	For		Against	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
24,473,906	24,473,456	99.998%	450	0.002%

Resolution No. 5

Total number of shares represented by votes for and against the relevant resolution	For		Against	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
24,473,906	24,473,456	99.998%	450	0.002%

Resolution No. 6

Total number of shares represented by votes for and against the relevant resolution	For		Against	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
1,034,387	415,675	40.186%	618,712	59.814%

Based on the poll results, Chairman declared Resolution 1 to 5 carried and Resolution 6 NOT carried.

CONCLUSION

There being no other business, Chairman declared the Meeting closed at 4.02 p.m.

Signed as a correct record of proceedings

PANG XINYUAN
Chairman of the Meeting