

NOTICE OF ANNUAL GENERAL MEETING



NOTICE IS HEREBY GIVEN that the Twenty-Seventh Annual General Meeting of BBR HOLDINGS (S) LTD (the "**Company**") will be convened and held by way of electronic means on Monday, 26 April 2021 at 4.00 p.m. for the following purposes:

AS ORDINARY BUSINESSES

1. To receive and adopt the Directors' Statement and the audited Financial Statements of the Company for the year ended 31 December 2020 together with the Auditor's Report thereto. **(Resolution 1)**
2. To re-elect the following Directors retiring pursuant to Regulation 111 of the Company's Constitution:
 - (a) Mr. Tan Kheng Hwee Andrew [see explanatory note (a)] **(Resolution 2)**
 - (b) Mr. Bruno Sergio Valsangiacomo [see explanatory note (b)] **(Resolution 3)**
3. To record the retirement of Mr Soh Gim Teik, who is retiring by rotation in accordance with Regulation 111 of the Company's Constitution, who has decided not to seek re-election. [see explanatory note (c)] **(Resolution 4)**
4. To approve payment of \$255,000.00 as Directors' fees for the year ended 31 December 2020 (2019: \$290,000.00). **(Resolution 5)**
5. To re-appoint Ernst & Young LLP as Auditor of the Company and to authorise the Directors to fix the auditor's remuneration. **(Resolution 6)**
6. To transact any other ordinary business that may properly be transacted at an annual general meeting.

AS SPECIAL BUSINESSES

7. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

Proposed Authority to Allot and Issue Shares **(Resolution 7)**

"THAT pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the "**Companies Act**") and the Mainboard Listing Rules of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") as may for the time being be applicable, authority be and is hereby given to the Directors to:

 - (a)
 - (i) allot and issue shares in the share capital of the Company ("**Shares**") whether by way of rights, bonus or otherwise;
 - (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued or other transferable rights to subscribe for or purchase shares including but not limited to the creation and issue of warrants, debentures or other instruments convertible into Shares; and/or
 - (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalization issues, at any time upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit; and
 - (b) issue Shares in pursuance of any Instrument made or granted by the Directors while such authority was in force (notwithstanding that the authority conferred by the members may have ceased to be in force);

Provided that

 - (1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution):
 - (A) shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the share capital of the Company (as calculated in accordance with sub-paragraph (2) below); and
 - (B) the aggregate number of Shares to be issued other than on a pro rata basis to the shareholders of the Company does not exceed 20% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the share capital of the Company (as calculated in accordance with sub-paragraph (2) below);
 - (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the aggregate number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the aggregate number of issued Shares (excluding treasury shares and subsidiary holdings) in the share capital of the Company at the time of the passing of this Resolution, after adjusting for:

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- (A) new Shares arising from the conversion or exercise of convertible securities; or
 - (B) new Shares arising from the exercise of share option or the vesting of share awards, provided the options or awards were granted in compliance with the Mainboard Listing Rules of the SGX-ST; and
 - (C) any subsequent bonus issue, consolidation or subdivision of Shares, where applicable.
- provided further that adjustments in accordance with sub-paragraphs (A) and (B) above are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Mainboard Listing Rules of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
 - (4) unless revoked or varied by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to this Resolution may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the date of passing of this Resolution and expiring on the earliest of:
 - (A) the date on which the next annual general meeting of the Company is held; or
 - (B) the date by which the next annual general meeting of the Company is required by law to be held." [see explanatory note (d)]
8. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

Proposed Renewal of the Share Purchase Mandate

(Resolution 8)

"THAT:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 of Singapore, as amended or modified from time to time (the "**Companies Act**"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued and fully paid ordinary shares in the share capital of the Company (the "**Shares**") not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price or prices as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
 - (i) market purchases (each a "**Market Purchase**") on the Singapore Exchange Securities Trading Limited ("SGX-ST"); and/or
 - (ii) off-market purchases (each an "**Off-Market Purchase**") effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act, and otherwise in accordance with all other laws, regulations and listing rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Purchase Mandate**");
- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate in paragraph (a) of this Resolution may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:
 - (i) the date on which the next annual general meeting of the Company is held;
 - (ii) the date by which the next annual general meeting of the Company is required by law to be held; or
 - (iii) the date on which purchases or acquisitions of Shares are carried out to the full extent mandated;
- (c) in this Resolution:
 - "**subsidiary holdings**" has the meaning ascribed to it in the Listing Manual of the SGX-ST;
 - "**Prescribed Limit**" means 10% of the total number of issued Shares of the Company (excluding any Shares which are held as treasury shares and subsidiary holdings) as at the date of the passing of this Resolution; and
 - "**Maximum Price**", in relation to a Share to be purchased or acquired, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:
 - (i) in the case of a Market Purchase, 105% of the Average Closing Price (as hereinafter defined); and
 - (ii) in the case of an Off-Market Purchase, 120% of the Average Closing Price (as hereinafter defined),

where:

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“**Average Closing Price**” means the average of the Closing Market Prices of the Shares over the last five Market Days on the SGX-ST, on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during such five-Market Day period and the day of the Market Purchase or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase;

“**Closing Market Price**” means the last dealt price for a Share transacted through the SGX-ST’s trading system as shown in any publication of the SGX-ST or other sources;

“**day of the making of the offer**” means the day on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from shareholders of the Company, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

“**Market Day**” means a day on which the SGX-ST is open for trading in securities; and

- (d) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

All capitalised terms used in this Notice which are not defined herein shall, unless the context otherwise requires, have the same meanings ascribed to them in the Appendix to the Notice of Annual General Meeting (the “**Appendix**”) (including supplements and modifications thereto). Shareholders should refer to the Appendix for information relating to the proposed renewal of the Share Purchase Mandate. [see explanatory note (e)]

9. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

Approval for the continued appointment of Prof. Yong Kwet Yew, as an Independent Non-Executive Director, for purposes of Rule 210(5)(d)(iii)(A) of the Mainboard Listing Rules of the SGX-ST

(Resolution 9)

“THAT contingent upon the passing of Resolution 10 and in accordance with Rule 210(5)(d)(iii)(A) of the Mainboard Listing Rules of the SGX-ST, which will take effect on 1 January 2022:

- (a) members to approve the continued appointment of Prof. Yong Kwet Yew as an Independent Non-Executive Director with effect from 1 January 2022; and
- (b) such appointment as an Independent Non-Executive Director shall continue in force until the earlier of (i) the retirement or resignation of Prof. Yong Kwet Yew as a Director; or (ii) the conclusion of the third annual general meeting of the Company following the passing of this Resolution. [see explanatory note (f) and to note that Prof. Yong does not intend to seek re-election when he is due for retirement at the twenty-eighth annual general meeting of the Company.]

10. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

Approval for the continued appointment of Prof. Yong Kwet Yew, as an Independent Non-Executive Director, for purposes of Rule 210(5)(d)(iii)(B) of the Mainboard Listing Rules of the SGX-ST

(Resolution 10)

“THAT contingent upon the passing of Resolution 9 and in accordance with Rule 210(5)(d)(iii)(B) of the Mainboard Listing Rules of the SGX-ST which will take effect on 1 January 2022:

- (a) members (excluding the Directors and Chief Executive Officer (“**CEO**”) of the Company, and associates of such Directors and CEO) to approve the continued appointment of Prof. Yong Kwet Yew, as an Independent Non-Executive Director with effect from 1 January 2022; and
- (b) such appointment as an Independent Non-Executive Director shall continue in force until the earlier of (i) the retirement or resignation of Prof. Yong Kwet Yew as a Director; or (ii) the conclusion of the third annual general meeting of the Company following the passing of this Resolution. [see explanatory note (f)]

11. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

Approval for the continued appointment of Ms. Luk Ka Lai Carrie (Mrs. Carrie Cheong), as an Independent Non-Executive Director, for the purposes of Rule 210(5)(d)(iii)(A) of the Mainboard Listing Rules of the SGX-ST

(Resolution 11)

“THAT contingent upon the passing of Resolution 12 and in accordance with Rule 210(5)(d)(iii)(A) of the Mainboard Listing Rules of the SGX-ST, which will take effect on 1 January 2022:

- (a) members to approve the continued appointment of Ms. Luk Ka Lai Carrie (Mrs. Carrie Cheong), as an Independent Non-Executive Director with effect from 1 January 2022; and

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- (b) such appointment as an Independent Non-Executive Director shall continue in force until the earlier of (i) the retirement or resignation of Ms. Luk Ka Lai Carrie (Mrs. Carrie Cheong) as a Director; or (ii) the conclusion of the third annual general meeting of the Company following the passing of this Resolution. [see explanatory note (f) and to note that Ms. Luk does not intend to seek re-election when she is due for retirement at the twenty-ninth annual general meeting of the Company]
12. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

Approval for the continued appointment of Ms. Luk Ka Lai Carrie (Mrs. Carrie Cheong), as an Independent Non-Executive Director, for purposes of Rule 210(5)(d)(iii)(B) of the Mainboard Listing Rules of the SGX-ST

(Resolution 12)

“THAT contingent upon the passing of Resolution 11 and in accordance with Rule 210(5)(d)(iii)(B) of the Mainboard Listing Rules of the SGX-ST which will take effect on 1 January 2022:

- (a) members (excluding the Directors and CEO of the Company, and associates of such Directors and CEO) to approve the continued appointment of Ms. Luk Ka Lai Carrie (Mrs. Carrie Cheong), as an Independent Non-Executive Director with effect from 1 January 2022; and
- (b) such appointment as an Independent Non-Executive Director shall continue in force until the earlier of (i) the retirement or resignation of Ms. Luk Ka Lai Carrie (Mrs. Carrie Cheong) as a Director; or (ii) the conclusion of the third annual general meeting of the Company following the passing of this Resolution. [see explanatory note (f)]

BY ORDER OF THE BOARD

Chiang Chai Foong
Company Secretary

Singapore, 6 April 2021

Explanatory Notes

- (a) Ordinary Resolution 2 - Mr. Tan Kheng Hwee Andrew is an Executive Director, Chief Executive Officer of the Company and a member of the Investment Committee. Detailed information about Mr. Tan Kheng Hwee Andrew can be found in the “Board of Directors” section of the Company’s Annual Report as well as the section titled “Additional Information on Directors Seeking Re-election” appended to this Notice of Annual General Meeting for additional information. Mr. Tan Kheng Hwee Andrew will, upon re-election as a Director of the Company, remain as an Executive Director, Chief Executive Officer of the Company and a member of the Investment Committee.
- (b) Ordinary Resolution 3 - Mr. Bruno Sergio Valsangiacomo is a Non-Executive Director and a member of the Remuneration Committee. Detailed information about Mr. Bruno Sergio Valsangiacomo can be found in the “Board of Directors” section of the Company’s Annual Report as well as the section titled “Additional Information on Directors Seeking Re-election” appended to this Notice of Annual General Meeting for additional information. Mr. Bruno Sergio Valsangiacomo will, upon re-election as a Director of the Company, remain as a Non-Executive Director and a member of the Remuneration Committee.
- (c) Ordinary Resolution 4 – Mr. Soh Gim Teik is an Independent Non-Executive Director, Chairman of the Investment Committee, a member of the Audit Committee and the Nominating Committee. As part of the refreshment of the Board and in anticipation of Rule 210(5)(d)(iii) of the Mainboard Listing Rules of the SGX-ST that will take effect on 1 January 2022, Mr. Soh has decided not to seek re-election at the forthcoming Twenty-seventh Annual General Meeting (the “AGM”). The Board and the Company would like to record a sincere appreciation to Mr. Soh for his contribution and guidance during his tenure as an Independent Non-Executive Director of the Company, Chairman of the Investment Committee, a member of the Audit Committee and the Nominating Committee since his appointment on 8 August 2008.
- (d) Ordinary Resolution 7 – if passed, will empower the Directors of the Company to issue shares and convertible securities in the Company up to a number not exceeding fifty percent (50%) of the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings), of which up to twenty percent (20%) may be issued other than on a pro rata basis to the shareholders. For the purpose of determining the aggregate number of shares and convertible securities that may be issued, the aggregate number of issued shares is based on the aggregate number of issued shares (excluding treasury shares and subsidiary holdings) of the Company at the date of passing of the Resolution after adjusting for new issuance of shares, and subsequent consolidation or subdivision of shares, where applicable.
- (e) Ordinary Resolution 8 - if passed, will empower the Directors to exercise all powers of the Company to purchase or otherwise acquire (whether by way of market purchases or off-market purchases) up to 10 percent (10%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the share capital of the Company (the “Shares”) on the terms of the mandate (the “Share Purchase Mandate”) set out in the Appendix. The authority conferred by this Resolution will continue in force until the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held or the date on which purchases or acquisitions of Shares are carried out to the full extent mandated, whichever is the earlier, unless previously revoked or varied at a general meeting.
- The Company intends to use the Group’s internal resources, or external loans and borrowings or a combination of both to finance its purchases or acquisitions of Shares pursuant to the Share Purchase Mandate. The amount of funding required for the Company to purchase or acquire the Shares under the Share Purchase Mandate will depend on, inter alia, the aggregate number of Shares purchased or acquired and the consideration paid at the relevant time.
- For illustrative purposes only, the financial effects of purchases or acquisitions of Shares under the Share Purchase Mandate on the audited financial statements of the Company and the Group for the financial year ended 31 December 2020, based on certain stated assumptions, are set out in section 2.7 of the Appendix.
- (f) Ordinary Resolutions 9, 10, 11 and 12 – these Resolutions are proposed in anticipation of Rule 210(5)(d)(iii) of the Mainboard Listing Rules of the SGX-ST which will take effect from 1 January 2022.

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Rule 210(5)(d)(iii) of the Mainboard Listing Rules of the SGX-ST provides that with effect from 1 January 2022, a director will not be independent if he/she has been a director on the board for an aggregate period of more than nine (9) years and his/her continued appointment as an independent director has not been sought and approved in separate resolutions by (i) shareholders and (ii) shareholders excluding those who also serve as the directors or chief executive officer, and their respective associates (who must not accept appointment as proxies unless specific instructions as to voting are given).

Prof. Yong Kwet Yew and Ms. Luk Ka Lai (Mrs. Carrie Cheong) are Independent Non-Executive Directors. They have served for more than nine (9) years and will cease to be regarded as independent on 1 January 2022 when Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST comes into effect, unless their continued appointment as independent directors from 1 January 2022 is approved under the two-tier voting process as mentioned above. In anticipation of Rule 210(5)(d)(iii) of the Mainboard Listing Rules of the SGX-ST coming into effect from 1 January 2022, the Company is proposing to seek the requisite approvals from shareholders for their continued appointment as Independent Non-Executive Directors with effect from 1 January 2022 by passing Resolutions 9 and 10 (in the case of Prof. Yong) and Resolutions 11 and 12 (in the case of Ms. Luk).

For Resolution 9 and Resolution 11, the resolutions shall be passed by a majority of shareholders voting on the respective resolutions. For resolution 10 and Resolution 12, the resolutions shall be passed by a majority of shareholders (excluding those who are serve as the directors or chief executive officer, and their respective associates) voting on the respective resolutions, but subject to Resolution 9 and Resolution 11 respectively, being passed.

If both Resolution 9 and Resolution 10 are passed, the appointment of Prof. Yong as an independent director shall continue from 1 January 2022 upon the commencement of Mainboard Listing Rule 210(5)(d)(iii) taking effect, until the earlier of (i) his retirement or resignation as a Director; or (ii) the conclusion of the third annual general meeting of the Company following the passing of the respective Resolutions. If either Resolution 9 or Resolution 10 is not approved, Prof. Yong shall continue in office as an Independent Non-Executive Director up to and including 31 December 2021, and shall thereafter be re-designated as a Non-Executive and Non-Independent Director as of and with effect from 1 January 2022. Prof. Yong does not intend to seek re-election when he is due for retirement at the twenty-eighth annual general meeting of the Company.

If both Resolution 11 and Resolution 12 are passed, the appointment of Ms. Luk Ka Lai (Mrs. Carrie Cheong) as an independent director shall continue from 1 January 2022 upon the commencement of Mainboard Listing Rule 210(5)(d)(iii) taking effect, until the earlier of (i) her retirement or resignation as a Director; or (ii) the conclusion of the third annual general meeting of the Company following the passing of the respective Resolutions. If either Resolution 11 or Resolution 12 is not approved, Ms. Luk shall continue in office as an Independent Non-Executive Director up to and including 31 December 2021, and shall thereafter be re-designated as a Non-Executive and Non-Independent Director as of and with effect from 1 January 2022 until her retirement or resignation as a Director. Ms. Luk does not intend to seek re-election when she is due for retirement at the twenty-ninth annual general meeting of the Company.

Upon such re-designation, the Board and the Nominating Committee will, guided by the criteria in the Mainboard Listing Rules of the SGX-ST and the Code of Corporate Governance (the "Code"), review the composition of the Board as well as the Audit Committee, Remuneration Committee and Nominating Committee, so as to ensure that the composition of the Board and of such committees complies with the requirements of the Mainboard Listing Rules of the SGX-ST and the Code. An announcement will be made at the appropriate time.

The Board seeks to strike an appropriate balance between tenure of service, continuity of experience and refreshment of the Board, as the COVID-19 pandemic has greatly impacted the industry in which the Company is operating. The refreshment process of the Board will take some time and would not happen overnight in order to maintain stability to the Board during this challenging period. The Company benefits from Prof. Yong Kwet Yew, a reputable professional in the engineering field, and Ms. Luk Ka Lai (Mrs. Carrie Cheong), who is very experienced and knowledgeable in finance, accounting, legal and governance matters relevant to the business aspect of the Company.

The Nominating Committee (saved for the director concern) and the Board have determined that Prof. Yong Kwet Yew and Ms. Luk Ka Lai (Mrs. Carrie Cheong) have continually demonstrated independence in conduct, character and judgement in Board discussions and deliberations. They have, over the years, discharged their duties and responsibilities as Independent Non-Executive Directors of the Company with the utmost commitment in upholding the interests of the shareholders and other stakeholders. Both Prof. Yong Kwet Yew and Ms. Luk Ka Lai (Mrs. Carrie Cheong) fulfills the definition of Independent Non-Executive Director set out in the Mainboard Listing Rules of the SGX-ST and the Code of Corporate Governance. Most importantly, the Board trusts that they will be able to continue to discharge their respective duties independently with integrity and competency.

IMPORTANT NOTES FOR MEMBERS

1. The AGM 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 (the "Order"). The Order provide company with option to conduct general meetings by electronic means even where the company is permitted under the COVID-19 safe distancing regulations to hold physical meetings, to help minimize physical interactions and COVID-19 transmission risks.

2. **Documents relating to the business of the AGM**

Printed copies of this Notice of AGM, the Proxy Form and the Annual Report for financial year ended 31 December 2020 (the "Annual Report 2020") will NOT be sent to members. All documents (including the Annual Report 2020, the Appendix to Notice of AGM in relation to the renewal of share purchase mandate, the Proxy Form and this Notice of AGM) have been, or will be, published on the SGX website at <https://www.sgx.com/securities/company-announcements> and the Company's website at <https://bbr.listedcompany.com/aggm.html>.

3. **No physical attendance**

Due to the current COVID-19 situation in Singapore, the AGM will be held way of electronic means and members will not be able to attend the AGM in person. The proceedings of the AGM will be broadcasted via live audio-visual webcast or live audio-only stream. Members and investors holding shares in the Company through the Central Provident Fund ("CPF") or Supplementary Retirement Scheme ("SRS") ("CPF/SRS investors") who wish to follow the proceedings must pre-register at <https://bbraggm.listedcompany.com/aggm-2021> ("Pre-registration Website") by **4.00 p.m. on Friday, 23 April 2021** ("**Registration Deadline**").

Upon successful registration, members and CPF/SRS investors will receive an email confirmation with access link, ID and password details to access the live webcast and audio-only stream of the AGM proceedings. Members and CPF/SRS investors who do not receive any email by **6.00 p.m. on Saturday, 24 April 2021**, but have registered by the Registration Deadline, should contact the Company by email to aggm2021@bbr.com.sg.

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Investors who hold 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 the Pre-registration Website for the “live” broadcast of the AGM. An Investor (other than CPF/SRS investors) who wishes to participate in the “live” broadcast of the AGM should instead approach his/her 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 name, email address and identification number) to the Company’s registered office at 50 Changi South Street 1, BBR Building, Singapore 486126 or via email to agm2021@bbr.com.sg no later than **4.00 p.m. on Friday, 23 April 2021**.

4. Submission of questions

Members and Investors will not be able to ask questions during the live broadcast of the AGM. Members and CPF/SRS Investors may submit questions related to the resolutions to be tabled for approval at the AGM via the pre-registration website before **12.00 noon on Wednesday, 21 April 2021** (the “Submission Deadline”).

The Company will endeavour to address substantial and relevant questions received (as may be determined by the Company in its sole discretion) prior to, or at, the AGM. The minutes of the AGM will be published on the SGX website and the Company’s website within one month after conclusion of the AGM.

Investors (other than CPF/SRS Investors) will not be able to submit questions relating to the business of the AGM via the above means. Instead, they should approach their relevant intermediaries as soon as possible in order for the relevant intermediaries to make the necessary arrangements for them to submit questions in advance of the AGM before the Submission Deadline.

5. Voting by proxy

Due to the current COVID-19 situation in Singapore, members will not be able to attend the AGM in person. Members (whether individual or body corporate) must appoint the Chairman of the AGM as their proxy to exercise their voting right at the AGM. The Chairman of the AGM, as proxy, need not be a member of the Company. The proxy form may be accessed at the SGX website at <https://www.sgx.com/securities/company-announcements> and on the Company’s website at <https://bbr.listedcompany.com/aggm.html>. Where a member (whether individual or corporate) appoints the Chairman of the AGM 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 of the AGM as proxy for that resolution will be treated as invalid.

The duly completed Proxy Form must be submitted to the Company in the following manner by **4.00 p.m. on Friday, 23 April 2021**, not less than seventy-two (72) hours before the time appointed for holding the AGM:

- (i) if submitted by post, must be deposited at the registered office of the Company at **50 Changi South Street 1, BBR Building, Singapore 486126**; or
- (ii) if submitted electronically, be sent by email to agm2021@bbr.com.sg.

A member who wishes to submit the Proxy Form must complete with specific voting instructions and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by electronic means 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 proxy form is not valid for use by 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 relevant intermediary as soon as possible to specify his/her voting instructions. CPF/SRS Investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their voting instructions by **5.00 p.m. on Wednesday, 14 April 2021**, being at least seven (7) working days before the date of the AGM.

Personal Data Privacy:

By (a) submitting an instrument appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, or (b) completing the pre-registration in accordance with this Notice of AGM, or (c) submitting any question prior to the AGM in accordance with this Notice of AGM, a member of the Company consents to the collection, use and disclosure of the member’s personal data by the Company (and/or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (and/or its agents or service providers) of proxy forms appointing the Chairman of the AGM as proxy for the AGM (including any adjournment thereof); the processing of the pre-registration for purposes of granting access to members or their representative to attend the live webcast of the AGM proceedings and providing technical assistance where necessary; addressing relevant and substantial questions from members received before the date of AGM and if necessary, following up with the relevant members in relation to such questions; the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and in order for the Company (and/or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”).

In the case of a member who is a relevant intermediary, by submitting an instrument containing personal data of individuals (including the consolidated list of Investors set out in Note 3 of this Notice of AGM), such member (i) warrants that it has obtained the prior consent of such individuals for the collection, use and disclosure by the Company (and/or its agents or service providers) of the personal data of such individuals in connection with their participation in the broadcast of the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (and/or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines, and (ii) 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.

As the COVID-19 situation is still evolving, the Company will closely monitor the situation and reserves the right to take further measures or implement other arrangements for the AGM as appropriate based on the evolving COVID-19 situation or pursuant to any applicable laws, regulations, directives or guidelines from government agencies or regulatory authorities. Members are advised to regularly check the SGX website and the Company’s website for latest updates on the status of the AGM.